

**UNITRONICS (1989) (R”G) LTD.**  
(the “Company”)

**Proxy from a Holder of Ordinary Shares of the Company**

The undersigned, holder of \_\_\_\_\_ [insert number of shares held] Ordinary Shares of the Company does hereby appoint each of Mr. Haim Shani and Adv. Nir Weissberger severally, with full power of substitution and revocation, to vote all of the Ordinary Shares of the Company which the undersigned is entitled to vote at the Annual General Meeting of Shareholders of the Company to be held on July 15, 2018, and at any adjournment thereof (the “Meeting”), upon:

1. To approve that the Company’s audited Financial Statements, the Board’s report on the state of the Company’s business’ including the remuneration of the Company’s auditors for their auditing activities, as well as other activities, and the annual Periodical Report (in Barnea’s Committee form) for the year ended December 31, 2017, have been presented to the Company’s general meeting of shareholders.

**FOR**

**AGAINST**

**ABSTAIN**

2. To reappoint BDO Ziv Haft, CPA (ISR) as the Independent Auditors of the Company until the next Annual General Meeting of the Company’s shareholders and to authorize the Company’s Board of Directors to determine their remuneration.

**FOR**

**AGAINST**

**ABSTAIN**

3. To reappoint Mr. Zvi Livne as a Director of the Company for an additional term of office, until the next annual general meeting of the Company’s shareholders, in accordance with the Company’s Articles of Association.

**FOR**

**AGAINST**

**ABSTAIN**

4. To reappoint Mr. Gillon Beck as a Director of the Company for an additional term of office, until the next annual general meeting of the Company’s shareholders, in accordance with the Company’s Articles of Association.

**FOR**

**AGAINST**

**ABSTAIN**

5. To reappoint Mr. Yariv Avisar as a Director of the Company for an additional term of office, until the next annual general meeting of the Company’s shareholders, in accordance with the Company’s Articles of Association.

**FOR**

**AGAINST**

**ABSTAIN**

6. To reappoint Mr. Amit Ben-Zvi as a Director of the Company for an additional term of office, until the next annual general meeting of the Company’s shareholders, in accordance with the Company’s Articles of Association.

**FOR**

**AGAINST**

**ABSTAIN**

7. To reappoint Mr. Haim Shani as a Director of the Company for an additional term of office, until the next annual general meeting of the Company's shareholders, in accordance with the Company's Articles of Association.

FOR

AGAINST

ABSTAIN

8. To reappoint Mrs. Bareket Shani as a Director of the Company for an additional term of office, until the next annual general meeting of the Company's shareholders, in accordance with the Company's Articles of Association.

FOR

AGAINST

ABSTAIN

9. To reappoint Mr. Doron Shinar as an External Director of the Company for an additional term of office, until the next annual general meeting of the Company's shareholders, in accordance with the Company's Articles of Association.

FOR

AGAINST

ABSTAIN

10. To approve an agreement of lease from a company controlled by Mr. Haim Shani (Company CEO and the Company's controlling shareholder jointly with the FIMI Fund) and Ms. Bareket Shani, Mr. Shani's wife, for a period of three years from August 1, 2018, pursuant to Section 275(a) of the Companies Law, in accordance with the terms of the New Contract as defined in the convening report.

FOR

AGAINST

ABSTAIN

Date: \_\_\_\_\_

Signature: \_\_\_\_\_

**(Please sign exact name of shareholder as appears in the document confirming shareholding. If share is owned in joint names, each joint owner must sign. If signing as executor, administrator, trustee, attorney or guardian, or as an officer of a corporation or general partner of a partnership, please also provide your full title).**