



Unitronics (1989) (R"G) Ltd.

Quarterly Report as of June 30, 2017

The Company is a "Small Corporation" as this term is defined in the Securities Regulations (Periodic and Immediate Reports) (Amendment), 2014 (hereinafter: "the Amendment"). On March 9, 2014 the Board of Directors of the Company adopted all the reliefs prescribed in the Amendment. For further details see immediate report dated March 9, 2014 (reference no. 2014-01-009177), included herein by reference.

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CHAPTER A – PREFACE

1.1 General

Company Name: Unitronics (1989) (R"G) Ltd.
(hereinafter: "**the Company**" or "**Unitronics**")

Company No.: 520044199

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1.2 Description of the Company and Its Business Environment

Unitronics operates in two main operating segments:

Products segment: Design, development, production, marketing, sale and support of various models of PLCs (programmable logic controllers) which incorporate an operating panel (keyboard and display) as an integral part of the PLC, and connectivity (including Internet, intranet and cellular phone communications), as well as external expansion units for PLCs and PLC software. The PLCs are intended mainly for the management of automated systems including industrial automation, logistics systems, automated parking facilities, for the management of production floors and additional auxiliary items.

This activity is carried out by the Company as well as via a wholly owned subsidiary, Unitronics Inc., which is incorporated in the US (hereinafter: "**Unitronics Inc.**").

The Company's PLCs and services are marketed and sold through the Company's own marketing system and through Unitronics Inc., as well as via a network of distributors comprising approximately 165 distributors (of which 100 in the US) in approximately sixty countries (including Israel) throughout Europe, Asia, South and Central America, North America and Africa.

Automated Solutions segment: Development, design, marketing, production, construction and maintenance of autonomous parking facilities and computerized logistics systems (mainly automated warehouses and automated distribution centers), including the installation of new systems and/or upgrading and servicing of existing systems as well as maintenance services for these systems based on framework agreements or individual service calls.

This activity is carried out through the Company, through Unitronics Automated Solutions Ltd., a wholly owned subsidiary of the Company (hereinafter: "**Unitronics Solutions**"), and through Unitronics Systems Inc., a second-tier subsidiary incorporated in the US, wholly owned by Unitronics Solutions (hereinafter: "**Unitronics Systems**").

The services in this operating segment are provided mainly to customers in Israel and in the US.

Until the end of 2016 the Company reported activities in the Parking Solutions segment and in the Logistics Solutions segment as two separate business segments in its periodic reports, and as two separate operating segments in its financial statements. Given the great similarity in these activities, reflected, inter alia, in their project-based character, the nature of the products and services, the nature of the production processes and the use of shared know-how and production means, as of January 1, 2017 the Company's management examines the performance of both segments jointly and allocates joint resources to them. Therefore, the Company regards these activities as a single operating segment, and it reports them as such starting from its financial statements for the first quarter of 2017.

The Company operates primarily from office and industry buildings situated in Airport City near the David Ben Gurion Airport. For further details see section 1.13 in Chapter A of the Company's Periodic Report for 2016, published by the Company on March 28, 2017, reference no: 2017-01-026116 (hereinafter: "**the Periodic Report**").

The Company's shares are traded on the Tel Aviv Stock Exchange since May 2004. From September 1999, and during the reporting period, the Company's shares also were traded on the Belgian Stock Exchange (first on the EuroNM Belgium Stock Exchange, and starting from the year 2000 on the Euronext Stock Exchange in Brussels, Belgium).

Subsequent to the balance sheet date, on July 25, 2017 trading in the Company's shares in Belgium was discontinued, and on July 30, 2017 these shares were delisted in Belgium and listed on the Tel Aviv Stock Exchange. As of the signing date of the report, all the Company's issued ordinary shares are traded on the Tel Aviv Stock Exchange only. For further details see section 1.3.6 below.

1.3 Main Events in the Period of the Report and up to Its Publication

1.3.1 Principal payment on debentures (Series 4)

On January 31, 2017, the Company made the third payment of six principal payments on debentures (Series 4), which were issued by the Company under a shelf prospectus published on February 22, 2011 and amended on March 17, 2011 (hereinafter: "**the 2011 Shelf Prospectus**") and a shelf offering report published by the Company on January 24, 2013 pursuant to the 2011 Shelf Prospectus (hereinafter: "**the 2013 Offering Report**"). For the full version of the 2011 Shelf Prospectus see company reports dated February 22, 2011, reference no. 2011-01-058260, and March 17, 2011, reference no. 2011-01-084435. For the full version of the 2013 Shelf Offering Report see company report dated January 24, 2013, reference no. 2013-01-021699.

1.3.2 Signing of agreements for the construction of autonomous parking facilities in the US

On March 26, 2017, the Company through Unitronics Inc. signed an agreement (hereinafter: "**the March agreement**") with a US customer, unrelated to the Company or to interested parties therein, for the construction of an autonomous parking facility in a building located in California, USA. Under the March agreement the Company is expected to receive a total consideration of USD 9.3 million (NIS 34 million). For further details see immediate report dated March 27, 2017 on an event or matter outside the ordinary course of the corporation's business, reference no. 2017-01-025114, included herein by reference.

Subsequent to the balance sheet date, on August 1, 2017, the Company through Unitronics Systems signed an agreement (hereinafter: "**the August 1 agreement**") with a US customer, unrelated to the Company or to interested parties therein, for the construction of an autonomous parking facility in a building located in New York, USA.

Under the August 1 agreement the Company is expected to receive a total consideration of USD 3.1 million (NIS 11 million). For further details see immediate report dated August 2, 2017 on an event or matter outside the ordinary course of the corporation's business, reference no. 2017-01-066397, included herein by reference.

Subsequent to the balance sheet date, on August 5, 2017, the Company through Unitronics Systems signed an agreement (hereinafter: "**the August 5 agreement**") with a US customer, unrelated to the Company or to interested parties therein, for the construction of an autonomous parking facility in a building located in Houston, Texas, USA.

Under the August 5 agreement the Company is expected to receive a total consideration of USD 4.86 million (NIS 17.6 million). For further details see immediate report dated August 6, 2017 on an event or matter outside the ordinary course of the corporation's business, reference no. 2017-01-067360, included herein by reference.

From the beginning of 2017 until the signing date of the report, the Company signed agreements for the construction of autonomous parking facilities in the United States in the total amount of approximately USD 17 million.

Up to and including the second quarter of 2017, the Company was engaged in the construction of a total of nine autonomous parking facilities in North America, including three in New Jersey and two in California, among them, to the best of the Company's knowledge, the largest autonomous parking facility on the West Coast of the US and the only one built on behalf of a municipal entity. Up to the date of this report the Company completed and delivered to its customers in North America six autonomous parking facilities of its make containing together about 1,400 parking spaces, and it is continuing negotiations for the construction of several new parking facilities in the US.

1.3.3 Adjustment of directors' fee

On March 28, 2017, the Board of Directors of the Company resolved, pursuant to the approval of the Compensation Committee on March 23, 2017 and in accordance with Regulation 1A(2) of the Companies Regulations (Reliefs in Transactions with Interested Parties), 2000, to adjust the fee of directors who are not officers or External Directors of the Company, so that it equals the fee of the Company's External Directors, which was adjusted for 2017 following an increase in the Company's equity, in accordance with the Companies Regulations (Rules on Remuneration and Expenses of External Directors), 2000. For further details see immediate report dated March 28, 2017 on an event or matter outside the ordinary course of the corporation's business, reference no. 2017-01-026266, included herein by reference.

1.3.4 Renewal and extension of the Company's directors and officers liability insurance policy

On May 24, 2017, the Audit and Compensation Committee of the Company resolved, in accordance with the provisions of Regulations 1B(5) and 1B1 of the Companies Regulations (Reliefs in Transactions with Interested Parties), 2000 (hereinafter: "**the Reliefs Regulations**"), to approve the purchase of a directors and officers liability insurance policy for the Company's directors and officers (hereinafter: "**the Policy**"), for a period of 12 months from May 18, 2017 until May 17, 2018, in accordance with the Company's Compensation Policy. The Audit and Compensation Committee also resolved to insure, in accordance with the terms of the Policy, both directors and officers of the Company who are not controlling shareholders of the Company or their relatives and directors and officers of the Company who are controlling shareholders of the Company or their relatives.

The principal terms of the Policy are as follows: insurance coverage for damage that may occur during the period of insurance, in the amount of USD 5,000,000 (five million US dollars) for any one event and in the aggregate (plus reasonable legal defense expenses in Israel and abroad); the Company's deductible for claims submitted in the US and Canada is USD 25,000 for any one event, except for securities claims, for which the deductible is USD 35,000 for any one event.

In addition, further to the Audit and Compensation Committee's aforementioned approval, on May 28, 2017, the Board of Directors of the Company resolved, in accordance with the provisions of Regulation 1B(5) and 1B1 of the Reliefs Regulations: (a) to approve the purchase of the Policy for a period of 12 months from May 18, 2017 until May 17, 2018, in accordance with the Company's Compensation Policy, and (b) to insure, in accordance with the terms of the Policy, both directors and officers of the Company who are not controlling shareholders of the Company or their relatives and directors and officers of the Company who are controlling shareholders of the Company or their relatives. For further details see immediate report on a transaction with a controlling shareholder or director that does not require the approval of the general meeting, reference no. 2017-01-045265, published on May 29, 2017 and included herein by reference.

1.3.5 Change in Company's officers

On May 28, 2017, Dr. Eyal Horowitz ceased to serve as the Internal Auditor of the Company. On the same day, Mr. Ronen Leibovitz began serving in this position. For further details see immediate report on the senior officers of the Company, reference no. 2017-01-045262, published on May 29, 2017 and included herein by reference.

1.3.6 Delisting in Belgium; listing in Israel

Further to the Company's reports that it was considering delisting its shares from the Euronext Stock Exchange in Brussels, Belgium (for further details see immediate report dated October 5, 2016 on an event or matter outside the ordinary course of the corporation's business, reference no. 2016-01-058692, included herein by reference), subsequent to the balance sheet date the Company completed the process of delisting said shares and listing them on the Tel Aviv Stock Exchange, pursuant to the approval of, and in coordination with, the Euronext Stock Exchange and the Financial Services and Markets Authority (FSMA) in Belgium. For details regarding the procedure, the timetables and the Company's undertakings in connection with the foregoing, see immediate report dated June 6, 2017 on an event or matter outside the ordinary course of the corporation's business, reference no. 2017-01-047806, as amended in immediate report dated June 20, 2017, reference no. 2017-01-051619, included herein by reference.

On July 30, 2017, 3,783,995 ordinary shares of the Company of NIS 0.02 par value each were listed on the Tel Aviv Stock Exchange, after they were delisted from the Euronext Stock Exchange (for further details see immediate report dated July 31, 2017 on an event or matter outside the ordinary course of the corporation's business, reference no. 2017-01-065935, included herein by reference.

CHAPTER B – BOARD OF DIRECTORS' REPORT

2.1 Financial Position

2.1.1 Balance Sheet

	As of June 30		As of	Board of Directors' explanations for changes in balance sheet balances compared to December 31, 2016
	2017	2016	December 31,	
	NIS in thousand			
Current assets	126,836	125,421	106,066	Main changes in current assets: An increase of NIS 5,655 thousand in cash and cash equivalents, and an increase of NIS 14,627 thousand in trade receivables and income receivable, resulting mainly from the expansion of operations in both the Products segment and the Automated Solutions segment. There was no change in the balance of short-term deposits, despite the long-term classification detailed below, due to the repayment of short-term deposits in the reporting period.
Non-current assets	90,719	111,134	112,011	The decrease is mainly attributable to the reclassification of deposits with a maturity of less than a year from the balance date, amounting to NIS 20,000 thousand.
Total assets	217,555	236,555	218,077	
Current liabilities	57,101	50,890	45,705	Main changes in current liabilities: An increase of NIS 4,374 thousand in current principal maturities of debentures falling due in the coming year based on the debenture amortization schedules. An increase of NIS 7,018 thousand in trade other, mainly attributable to expenses payable in respect of progress in the engineering stages of projects beyond the rate of actual recording of expenses.
Non-current liabilities	67,636	78,577	76,328	Main changes in non-current liabilities: A decrease of NIS 10,614 thousand in debentures following the third principal payment (of six) on debentures (Series 4) in the first quarter of 2017, as well as an increase in the principal of this series, which was reclassified to current maturities. On the other hand, the Company recorded an increased liability of NIS 1,580 thousand on the revaluation of the option given to the FIMI Fund within framework of the mechanism to guarantee the return on its investment in the Company.
Equity attributable to Company shareholders	92,818	107,088	96,044	The decrease in equity of the Company is mainly attributable to the loss in the reporting period and to the revaluation of the foreign currency translation reserve.
Total liabilities and equity	217,555	236,555	218,077	

The Company's working capital as of June 30, 2017 totaled NIS 69,735 thousand compared to working capital amounting to NIS 60,361 thousand as of December 31, 2016. The increase is mainly attributable to an increase in short-term deposits due to the reclassification of deposits from long-term to short-term, as well as an increase in trade receivables and income receivable, offset by an increase in current maturities of debentures and in trade payables.

2.1.2 Results of Operations

	For the six-month period ended June 30		For the three-month period ended June 30		For the year ended December 31,	Board of Directors' explanations for changes in profit and loss items
	2017	2016	2017	2016	2016	
	NIS in thousand					
Revenues	87,514	77,325	40,599	42,013	148,988	In the first half of 2017 there was an increase in revenues in the consolidated report over the same period last year. In contrast, in the second quarter of 2017 revenues in the consolidated report decreased compared to the same period last year. The half-year increase is attributable both to the Products segment and to the Automated Solutions segment. The decrease in the second quarter stems primarily from a decrease in the Automated Solutions segment. For details of revenues by segments see section 2.1.3 below.
Cost of revenues	62,284	60,270	29,124	32,604	117,042	
Gross profit (gross profit margin)	25,230 (28.8%)	17,055 (22.1%)	11,475 (28.3%)	9,409 (22.4%)	31,946 (21.4%)	In the first half and second quarter of 2017 the gross profit margin improved, mainly in the Automated Solutions segment, as detailed in section 2.1.3.2 below.
Development expenses, net	2,201	2,563	1,060	1,159	5,087	In the first half and second quarter of 2017 development expenses recognized in profit and loss decreased compared to the corresponding periods, mainly in the Automated Solutions segment.
Selling and marketing expenses	12,142	10,898	6,050	5,422	24,381	In the first half and second quarter of 2017 there was an increase in selling and marketing expenses compared to the corresponding periods, mainly in the Products segment, aimed at expanding operations in this segment.
Administrative and general expenses	7,427	6,864	3,463	3,716	14,243	In the first half of 2017 administrative and general expenses grew compared to the corresponding period, mainly in the Automated Solutions segment and in respect of headquarters operations. In the second quarter of the year administrative and general expenses decreased mainly in respect of headquarters operations and in the Products segment.
Other expenses	13	10	6	10	15	
Profit (loss) from ordinary activities	3,447	(3,280)	896	(898)	(11,780)	

Financing expenses, net	2,758	2,700	2,299	1,665	5,476	The increase in financing expenses in the second quarter of the year compared to the same period last year is primarily attributable to the revaluation of the option given to the FIMI Fund as well as revaluation of currency hedging transactions made by the Company on the euro.
Profit (loss) before tax benefit (taxes on income)	689	(5,980)	(1,403)	(2,563)	(17,256)	
Tax benefit (taxes on income)	(1,683)	31	(696)	234	246	Tax expenses in the reporting period arise from profit for the period, in respect of which the Company created a provision for current taxes, as well as from changes in deferred tax balances.
Loss for the period	(994)	(5,949)	(2,099)	(2,329)	(17,010)	

2.1.3 Analysis by operating segments

As mentioned above, as of January 1, 2017, the Company's main commercial operations are carried out in two business segments: the Products segment and the Automated Solutions segment. For further details regarding the Company's operating segments, see Chapter A, sections 1.8, 1.9, 1.10 and 1.11 of the Periodic Report. The information in respect of previous periods presented below for the Automated Solutions segment combines the information that was presented in the past separately for the Parking Solutions activity and the Logistics Solutions activity.

2.1.3.1 Revenues

	For the six-month period ended June 30		For the three-month period ended June 30		For the year ended December 31,	Board of Directors' explanations for changes
	2017	2016	2017	2016	2016	
	NIS in thousand					
Products	61,420	57,240	30,391	29,690	113,509	In the first half and second quarter of 2017 sales of products rose compared to the corresponding periods, mainly due to marketing activities.
Percentage of total company revenues	70%	74%	75%	71%	76%	
Automated Solutions	25,896	19,893	10,108	12,223	35,052	The decrease in revenues in the second quarter of the year compared to the corresponding period stems mainly from slowing in the rate of progress of projects under construction and delay in signing new projects signed after the balance date.
Percentage of total company revenues	30%	26%	25%	29%	24%	

2.1.3.2 Segment Results

Operating segment	For the six-month period ended June 30		For the three-month period ended June 30		For the year ended December 31,	Board of Directors' explanations for changes
	2017	2016	2017	2016	2016	
	NIS in thousand					
Products	13,839	13,778	6,662	7,208	24,098	In spite of the growth in sales, the operating profit line did not improve significantly compared to the corresponding half year and quarter. This is mainly explained by the weakening of the euro and the dollar against the shekel in these periods compared to the corresponding periods.
Automated Solutions	(5,035)	(11,925)	(3,251)	(5,306)	(25,027)	The decrease in losses of the sector is mainly attributable to efficiency measures and a decrease in the costs of production and project construction.

2.2 Liquidity and Sources of Financing

The balance of cash, cash equivalents and short- and long-term deposits of the Company as of June 30, 2017 totaled NIS 56,555 thousand compared to NIS 70,904 thousand as of December 31, 2016. Below are explanations for the changes in cash balances:

	For the six-month period ended June 30		For the three-month period ended June 30		For the year ended December 31,	Board of Directors' explanations for changes
	2017	2016	2017	2016	2016	
	NIS in thousand					
Cash flows – operating activities	832	1,720	2,818	2,303	(172)	The positive cash flow in the first half and second quarter of the year is mainly attributable to an increase in revenues, primarily in the Products segment.
Cash flows – investing activities	13,737	(40,536)	6,905	48,108	(50,701)	Cash flows provided by investing activities in the first half and second quarter are mainly attributable to the realization of short-term deposits net of investments in development assets. The negative cash flow in 2016 was mainly attributable to the investment of the proceeds from the allocation of shares to the FIMI Fund in short- and long-term deposits, as well as investments in development assets and in fixed assets, net of cash provided by the sale of marketable securities.
Cash flows – financing activities	(7,208)	51,088	(268)	58,059	46,513	Cash from financing activities in the first half and second quarter of 2017 was mainly used to pay the third of six principal payments on debentures (Series 4), as detailed in section 1.3.1 above, and in the second quarter of the year for repayment of long-term loans. Cash from financing activities in the first half of 2016 was mainly provided by the allocation of shares to the FIMI Fund, net of payments on debentures (Series 4 and 5) and repayment of bank loans.

As of June 30, 2017, total credit lines available to the Company for its operating activities amounted to NIS 10.1 million. As of June 30, 2017, a total of NIS 9.2 million of this amount was used, mainly for guarantees to secure the Company's obligations in projects carried out in the Automated Solutions segment.

2.3 Dedicated Disclosure to Debenture Holders

2.3.1

(1)	Security	Debentures (Series 4)
A	Issue date	January 2013
B	Total par value on issue date	53,125,000
C	Par value as of the reporting date	33,203,125
D	Par value according to linkage terms – as of the reporting date	33,569,563
E	Accrued interest as of the reporting date	751,000
F	Liability value as of the reporting date	33,197,000
G	Stock Exchange value	36,248,000
H	Type of interest, including description	5.4% fixed annual interest
I	Payment dates of outstanding principal	Three unequal annual installments payable on January 31 of each year from 2018 to 2020 (inclusive), at the following rates (from the original principal) by years in chronological order: (a) 20.5% of the principal (b) 21% of the principal, (c) 21% of the principal.
J	Future interest payment dates	Every January 31 and July 31 from July 31, 2017 up to (and including) January 31, 2020
K	Details of linkage basis of interest and principal	Principal and interest linked to the Consumer Price Index. Base index – December 2012 CPI, without hedging
L	Are the debentures convertible?	Not convertible
M	Corporation's right to perform early redemption	Exists (for details regarding the conditions for exercising the Company's right to early redemption, see section 12 of the Shelf Offering Report dated January 24, 2013, reference no. 2013-01-021699)
N	Has a guarantee been given for payment of the liability in the trust deed?	No
O	Is the liability material to the Company?	Yes
(2)	The trustee, the person in charge of the debenture series at the trust company; the trustee's contact details	Mishmeret Trust Services Ltd. 48 Menachem Begin Road, Tel Aviv 66184, Israel Phone: 03-6374352, Fax: 03-6374344 Email: ramis@mtrust.co.il

(5 +6) As of and during the reporting period, the Company, to the best of its knowledge, complied with all the terms and obligations in the trust deed for debentures (Series 4), the Company was not in breach of any obligation or condition set forth in the trust deed, and there were no grounds for calling for the immediate repayment of the debentures.

(8) On February 12, 2013, a lien on the deposit funds in a bank account in the amount of the semi-annual interest on the debentures was created at the Registrar of Companies, to secure the payment of interest on debentures (Series 4). As long as the Company has an outstanding balance of debentures (Series 4), the Company and any of its subsidiaries (on the date of the signing of the trust deed and any other subsidiary that may be established or acquired until the date of full repayment of debentures (Series 4)) shall not create a general lien on its assets to any third party without the prior consent of a simple majority of the debenture holders. It is emphasized that the Company and/or any of its subsidiaries shall be entitled to grant a specific lien of any ranking over all or any of their property, including cash and cash equivalents, to financing entities that provide it with financing for the purchase of property or equipment, including a floating lien over specific asset/s, including for the purchase of building construction services, including the replacement of financing entities that hold specific liens on the date of the Offering Report with other entities, without having to obtain the consent of the holders of debentures (Series 4) for this.

Pursuant to the terms of issue of debentures (Series 4), the Company has made the following undertakings:

- Dividend distribution – the Company has undertaken that during the period in which debentures (Series 4) are outstanding, it shall not distribute dividends at a rate exceeding 30% of the annual (calendar) cumulative net profit attributable to the Company's shareholders based on the last audited consolidated financial statements of the Company published prior to the date of the Company's resolution regarding the dividend distribution, unless the Company obtains the prior consent of the holders of debentures (Series 4) in a special resolution passed at a meeting of the debenture holders convened as provided in the Second Addendum to the trust deed of debentures (Series 4). For further details on the said restriction, see section 11.1 of the Shelf Offering Report published on January 24, 2013 (reference no. 2013-01-021699) (hereinafter: "**the 2013 Offering Report**").
- Net financial debt to net cap ratio – the Company undertook that as of the date of the listing of debentures (Series 4) and as long as debentures (Series 4) are outstanding, the ratio between the Company's net financial debt and its net cap (solo) according to the Company's audited or reviewed (as the case may be) solo financial statements as of June 30 and December 31, shall not exceed 80%. If the Company is in breach of this undertaking, at any review date, the interest rate payable by the Company to the holders of debentures (Series 4) on the first payment date following the date of the breach shall be increased by 0.5% only per annum above the interest rate determined in the tender, during the period of the breach. Should the Company breach this undertaking on a date subsequent to the previous review date, the interest rate which is to be paid by the Company to the holders of debentures (Series 4) shall be increased by an additional 0.5% per annum above the previous interest rate, from the date of the additional breach until the end of the breach period. If said breach is discovered on two consecutive review dates, such that this ratio is 85% or more, then such breach shall constitute grounds for declaring the outstanding balance of debentures (Series 4) immediately due and payable. For further details regarding the aforesaid restriction, see section 11.2 of the 2013 Offering Report.
- Net financial debt to EBITDA ratio – the Company undertook that as of the date of the listing of debentures (Series 4) and as long as debentures (Series 4) are outstanding, the ratio between the Company's net financial debt and its EBITDA according to the Company's audited or reviewed (as the case may be) consolidated financial statements as of June 30 and December 31, shall not exceed 10. If the Company is in breach of this undertaking, at any review date, the interest rate payable by the Company to the holders of debentures (Series 4) on the first payment date following the date of the breach shall be increased by 0.5% only per annum above the interest rate determined in the tender, during the period of the breach. Should the Company breach this undertaking on a date subsequent to the previous review date, the interest rate which is to be paid by the Company to the holders of debentures (Series 4) shall be raised by an

additional 0.5% per annum above the previous interest rate, from the date of the additional breach until the end of the breach period. If said breach is discovered on two consecutive review dates, such that this ratio is 12 or more, then such breach shall constitute grounds for declaring the outstanding balance of debentures (Series 4) immediately due and payable. For further details regarding the aforesaid restriction, see section 11.3 of the 2013 Offering Report.

- Restriction on shareholders' equity – the Company's shareholders' equity according to its audited or reviewed (as the case may be) solo financial statements as of June 30 and December 31, shall not be less than NIS 20 million. If the Company is in breach of this undertaking, at any review date, the interest rate payable by the Company to the holders of debentures (Series 4) on the first payment date following the publication of the last financial statements which indicate the breach, shall be increased by 0.5% only per annum above the interest rate determined in the tender, during the period of the breach. Should the Company breach this undertaking on a date subsequent to the previous review date, the interest rate which is to be paid by the Company to the holders of debentures (Series 4) shall be increased by an additional 0.5% per annum above the previous interest rate, from the date of the additional breach until the end of the breach period. If said breach is discovered on two consecutive review dates, such that the shareholders' equity falls below NIS 15 million, then such breach shall constitute grounds for declaring the outstanding balance of debentures (Series 4) immediately due and payable. For further details regarding the aforesaid restriction, see section 11.4 of the 2013 Offering Report.
- The Company's undertaking not to create charges – the Company undertook not to create a general charge on all its property, and to ascertain that each of its subsidiaries (on the date of execution of the trust deed and any additional subsidiary of the Company that may be established or acquired until the date of final repayment of debentures (Series 4)) shall not create any charge as aforesaid. For further details regarding the aforesaid restriction, see section 11.5 of the 2013 Offering Report.

The Company shall be entitled (but not obligated), in its sole discretion, to make an early redemption, in whole or in part, of debentures (Series 4), upon such terms and subject to such restrictions as set forth in the Amended Shelf Prospectus and in the 2013 Offering Report.

Upon the occurrence of certain events, and under certain conditions, the trustee of debentures (Series 4) may declare the debentures immediately due and payable. Among these events, the following may be enumerated, in brief: a material deterioration in the Company's business and a real concern that the Company may not be able to repay the debentures on time; the imposition of an attachment on the Company's assets, the performance of an execution action against the Company's assets, or the appointment of a temporary or permanent receiver to the Company's assets, which were not removed and/or cancelled within 45 days; the sale of a substantial part of the Company's assets; if Mr. Haim Shani ceases to be the controlling shareholder of the Company, directly or indirectly, without obtaining the consent of the holders of debentures (Series 4) to the transfer of control; a fundamental breach of the terms and the trust deed of debentures (Series 4), which was not remedied within 14 days of the date on which the trustee notified the Company of the said breach; a breach of any of the financial covenants set forth in section 11 of the 2013 Offering Report, where it is explicitly stated that the breach thereof constitutes grounds for immediate repayment. For details regarding the list of the grounds available to the trustee for declaring debentures (Series 4) due and payable, see section 18.1 of the 2013 Offering Report.

2.3.2

(1)	Security	Debentures (Series 5)
A	Issue date	September 2014
B	Total par value on issue date	40,000,000
C	Par value as of the reporting date	32,000,000
D	Par value according to linkage terms – as of the reporting date	32,000,000
E	Accrued interest as of the reporting date	615,000
F	Liability value as of the reporting date	31,204,000
G	Stock Exchange value	36,778,000
H	Type of interest, including description	5.8% fixed annual interest
I	Payment dates of outstanding principal	Seven unequal annual installments payable on August 31 of each year from 2017 to 2023 (inclusive), at the following rates (from the original principal) by years in chronological order: (a) 5% of the principal, (b) 5% of the principal, (c) 5% of the principal (d) 5% of the principal, (e) 20% of the principal, (f) 20% of the principal, (g) 20% of the principal.
J	Future interest payment dates	Every February 28 and August 31 from August 31, 2017 up to (and including) August 31, 2023
K	Details of linkage basis of interest and principal	Unlinked
L	Are the debentures convertible?	Not convertible
M	Corporation's right to perform early redemption	Exists (for details regarding the conditions for exercising the Company's right to early redemption, see section 8.4 of the Shelf Offering Report dated September 10, 2014, reference no. 2014-01-155406)
N	Has a guarantee been given for payment of the liability in the trust deed?	No
O	Is the liability material to the Company?	Yes
(2)	The trustee, the person in charge of the debenture series at the trust company; the trustee's contact details	Hermetic Trust (1975) Ltd. 113 Hayarkon Street, Tel Aviv, Israel Phone: 03-5274867, Fax: 03-5271736 Email: hermetic@hermetic.co.il

(5 +6) As of and during the reporting period, the Company, to the best of its knowledge, complied with all the terms and obligations in the trust deed for debentures (Series 5), the Company was not in breach of any obligation or condition set forth in the trust deed, and there were no grounds for calling for the immediate repayment of the debentures.

Pursuant to the terms of issue of debentures (Series 5), the Company has made the following undertakings:

- Dividend distribution – the Company has undertaken that during the period in which debentures (Series 5) are outstanding, it shall not make a distribution, as this term is defined in the Companies Law, 1999, at a rate exceeding 30% of the annual (calendar) net profit in the last calendar year ended prior to the distribution, attributable to the Company's shareholders based on the last audited consolidated financial statements of the Company published prior to the date of the Company's resolution regarding the dividend distribution, unless the Company obtains the prior consent of the holders of debentures (Series 5), in a special resolution passed at a meeting of debenture holders convened as provided in the Second Addendum to the trust deed of debentures (Series 5). For further details on the said restriction, see section 1 in Appendix 5 to the Shelf Offering Report published on September 10, 2014 (reference no. 2014-01-155406) (hereinafter: "**the 2014 Offering Report**").
- Net financial debt to net cap ratio – the Company undertook that as of the date of the listing of debentures (Series 5) and as long as debentures (Series 5) are outstanding, the ratio between the Company's net financial debt and its net cap (solo) according to the Company's audited or reviewed (as the case may be) solo financial statements as of June 30 and December 31, shall not exceed 70%. If the Company is in breach of this undertaking, at any review date, the interest rate payable by the Company to the holders of debentures (Series 5) on the first payment date following the date of the breach shall be increased by 0.5% only per annum above the interest rate determined in the tender, during the period of the breach. Should the Company breach this undertaking on a date subsequent to the previous review date, the interest rate which is to be paid by the Company to the holders of debentures (Series 5) shall be increased by an additional 0.5% per annum above the previous interest rate, from the date of the additional breach until the end of the breach period. If said breach is discovered on two consecutive review dates, such that this ratio is 75% or more, then such breach shall constitute grounds for declaring the outstanding balance of debentures (Series 5) immediately due and payable. For further details regarding the aforesaid restriction, see section 2 in Appendix 5 to the 2014 Offering Report.
- Restriction on shareholders' equity – the Company's shareholders' equity according to its audited or reviewed (as the case may be) solo financial statements as of June 30 and December 31, shall not be less than NIS 25 million. If the Company is in breach of this undertaking, at any review date, the interest rate payable by the Company to the holders of debentures (Series 5) on the first payment date following the publication of the last financial statements which indicate the breach, shall be increased by 0.5% only per annum above the interest rate determined in the tender, during the period of the breach. Should the Company breach this undertaking on a date subsequent to the previous review date, the interest rate which is to be paid by the Company to the holders of debentures (Series 5) shall be increased by an additional 0.5% per annum above the previous interest rate, from the date of the additional breach until the end of the breach period. If said breach is discovered on two consecutive review dates, such that the shareholders' equity falls below NIS 20 million, then such breach shall constitute grounds for declaring the outstanding balance of debentures (Series 5) immediately due and payable. For further details regarding the aforesaid restriction, see section 3 in Appendix 5 to the 2014 Offering Report.

- Net financial debt to EBITDA ratio – the Company undertook that as of the date of the listing of debentures (Series 5) and as long as debentures (Series 5) are outstanding, the ratio between the Company's net financial debt and its EBITDA according to the Company's audited or reviewed (as the case may be) consolidated financial statements for the 12-month period prior to the review date, shall not exceed 10. The review of the Company's compliance with the net financial debt to EBITDA ratio shall be conducted twice in each calendar year on the date of publication of the financial statements as of June 30 and December 31 of each year. If the Company is in breach of this undertaking, at any review date, the interest rate payable by the Company to the holders of debentures (Series 5) on the first payment date following the date of the breach shall be increased by 0.5% only per annum above the interest rate determined in the tender, during the period of the breach. Should the Company breach this undertaking on a date subsequent to the previous review date, the interest rate which is to be paid by the Company to the holders of debentures (Series 5) shall be increased by an additional 0.5% per annum above the previous interest rate, from the date of the additional breach until the end of the breach period. If said breach is discovered on two consecutive review dates, such that this ratio is 12 or more, then this breach shall constitute grounds for declaring the outstanding balance of debentures (Series 5) due and payable. For further details regarding the aforesaid restriction, see section 4 in Appendix 5 to the 2014 Offering Report.
- The Company's undertaking not to create charges – the Company undertook not to create a general charge on all its property, and to ascertain that each of its subsidiaries (on the date of execution of the trust deed and any additional subsidiary of the Company that may be established or acquired until the date of final repayment of debentures (Series 5)) shall not create any charge as aforesaid. For further details regarding the aforesaid restriction, see section 5 in Appendix 5 to the 2014 Offering Report.

The Company shall be entitled (but not obligated), in its sole discretion, to make an early redemption, in whole or in part, of Debentures (Series 5), upon such terms and subject to such restrictions as set forth in the 2014 Shelf Prospectus and in the 2014 Offering Report.

Upon the occurrence of certain events, and under certain conditions, the trustee of debentures (Series 5) may declare the debentures immediately due and payable. Among these events, the following may be enumerated, in brief: there has been a material deterioration in the Company's business compared to the situation on the date of the offering and there is a real concern that the Company may not be able to repay the debentures on time; the debentures were not repaid on time or another material undertaking provided to the holders was not met; the Company failed to publish a financial statement that it is required to published by law, within 30 days from the last date required by law; the debentures were delisted from the stock exchange; there is a real concern that the Company may not meet its material obligations to the holders; the Company ceased or announced its intention to cease payments; the Company is in breach of any of the financial covenants set forth in Appendix 5 to the trust deed of debentures (Series 5), where it is explicitly stated that the breach thereof constitutes grounds for immediate repayment. For details regarding the list of grounds available to the trustee for declaring debentures (Series 5) due and payable, see section 8 of the 2014 Offering Report.

2.4 Quarterly Report on the Company's Liabilities by Maturity Dates

For details regarding the Company's liabilities by maturity dates as of June 30, 2017, see immediate report (T-126) dated August 21, 2017 published by the Company concurrently with the publication of this report and included herein by reference.

2.5 Projected Cash Flows

The Board of Directors of the Company determined, following an examination of the warning signs specified in Regulation 10(b)(14) of the Securities Regulations (Periodic and Immediate Reports), 1970 regarding disclosure of the projected cash flows for repayment of the Company's obligations, that no warning sign exists, and that the Company has no liquidity problems and is able to meet its obligations, including the full payment of its obligations in respect of debentures (Series 4 and 5). An examination as stated is performed by the Board of Directors on a quarterly basis, concurrently with the approval of the quarterly financial statements published by the Company.

Amit Ben Zvi
Chairman of the Board of Directors

Haim Shani
Director and CEO

Date: August 21, 2017

UNITRONICS (1989) (R"G) LTD.

**Condensed Consolidated Interim
Financial Statements
June 30, 2017**

(Unaudited)

Unitronics (1989) (R"G) Ltd.

**Condensed Consolidated Interim
Financial Statements**

June 30, 2017

(unaudited)

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REVIEW REPORT OF THE AUDITORS TO THE SHAREHOLDERS OF UNITRONICS (1989) (R"G) LTD.

Introduction

We have reviewed the accompanying financial information of Unitronics (1989) (R"G) Ltd. and its subsidiaries (hereinafter – “the Group”) comprising of the condensed consolidated interim statement of financial position as of June 30, 2017 and the condensed consolidated interim statements of profit or loss, comprehensive income (loss), changes in equity and cash flows for the periods of six and three months then ended. The Board of Directors and management are responsible for the preparation and presentation of the financial information for the interim periods in accordance with IAS 34 “Financial reporting for interim periods”, and they are responsible for the preparation and presentation of the financial information for the interim periods in accordance with Chapter D of the Israeli Securities Regulations (Periodic and Immediate Reports) - 1970. Our responsibility is to express a conclusion on the financial information for the interim periods, based on our review.

The condensed consolidated interim statement of financial position of the Group as of June 30, 2016 and the condensed consolidated interim statements of profit or loss, comprehensive income (loss), changes in equity and cash flows for the six and three months periods then ended were reviewed by Amit, Halfon Certified Public Accountants (Israel) whose review report dated August 30, 2016 was unqualified.

Scope of the review

We conducted our review in accordance with Standard on Review Engagements 1, “*Review of Interim Financial Information Performed by the Independent Auditor of the Entity*” of the Institute of Certified Public Accountants in Israel. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with generally accepted auditing standards in Israel and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the accompanying financial information was not prepared, in all material respects, in accordance with IAS 34.

In addition to the remarks in the previous paragraph, based on our review, nothing has come to our attention that causes us to believe that the accompanying financial information does not meet, in all material respects, the provisions of Disclosure under Chapter D of the Israeli Securities Regulations (Periodic and Immediate Reports) - 1970.

Amit, Halfon
Certified Public Accountants (Israel)

Ziv Haft
Certified Public Accountants (Isr.)
BDO Member Firm

August 21, 2017

Unitronics (1989) (R"G) Ltd.
Condensed consolidated interim statements of financial position

	<u>June 30, 2017</u>	<u>June 30, 2017</u>	<u>June 30, 2016</u>	<u>December 31, 2016</u>
	<u>(unaudited)</u>	<u>(unaudited)</u>		<u>(audited)</u>
		<u>(in thousands)</u>		
	<u>Convenience translation into Euro (1)</u>	<u>NIS</u>		
<u>Current assets</u>				
Cash and cash equivalents	7,881	31,412	42,818	25,757
Restricted cash	251	999	2,121	2,121
Short-term deposits in banks	6,308	25,143	25,009	25,070
Accounts receivable -				
Trade	9,499	37,864	24,290	23,237
Other	873	3,479	4,053	3,525
Other financial assets	93	372	290	415
Inventory	6,680	26,629	24,285	25,341
Inventory - work in progress	235	938	2,555	600
	<u>31,820</u>	<u>126,836</u>	<u>125,421</u>	<u>106,066</u>
<u>Non-current assets</u>				
Long-term deposits in banks	-	-	20,010	20,077
Long-term deposits - other	61	243	386	361
Property and equipment, net	5,720	22,798	22,143	22,962
Intangible assets, net	16,979	67,678	68,595	68,611
	<u>22,760</u>	<u>90,719</u>	<u>111,134</u>	<u>112,011</u>
	<u>54,580</u>	<u>217,555</u>	<u>236,555</u>	<u>218,077</u>

Amit Ben Zvi
Chairman of the Board of
Directors

Haim Shani
Director and C.E.O.

Gavriel Badusa
Chief Financial Officer

Approved: August 21, 2017.

(*) Reclassified.

(1) See note 1B.

The notes to the condensed consolidated financial statements form an integral part thereof.

Unitronics (1989) (R"G) Ltd.
Condensed consolidated interim statements of financial position

	<u>June 30, 2017</u>	<u>June 30, 2017</u>	<u>June 30, 2016</u>	<u>December 31, 2016</u>
	<u>(unaudited)</u>	<u>(unaudited)</u>		<u>(audited)</u>
		<u>(in thousands)</u>		
	<u>Convenience translation into Euro (1)</u>	<u>NIS</u>		
<u>Current liabilities</u>				
Current maturities of long-term loans	177	707	1,172	1,129
Current maturities of bonds	3,174	12,652	10,250	8,278
Accounts payable -				
Trade	5,050	20,128	21,768	19,678
Other	5,915	23,577	17,689	16,575
Other financial liabilities	9	37	11	45
	<u>14,325</u>	<u>57,101</u>	<u>50,890</u>	<u>45,705</u>
<u>Non-current liabilities</u>				
Loans from banks	584	2,326	3,263	2,527
Bonds	12,983	51,750	64,137	62,364
Liabilities for benefits to employees, net	596	2,376	2,287	2,352
Liability for share purchase option	1,625	6,477	4,585	4,897
Deferred taxes	1,181	4,707	4,305	4,188
	<u>16,969</u>	<u>67,636</u>	<u>78,577</u>	<u>76,328</u>
<u>Equity</u>				
Share capital	107	427	427	427
Share premium	26,221	104,513	104,513	104,513
Capital reserve from translation of foreign operations	(508)	(2,023)	253	209
Company shares held by the company	(1,767)	(7,042)	(7,042)	(7,042)
Reserve deriving from a transaction with a controlling party	26	104	104	104
Retained earnings	(793)	(3,161)	8,833	(2,167)
	<u>23,286</u>	<u>92,818</u>	<u>107,088</u>	<u>96,044</u>
	<u>54,580</u>	<u>217,555</u>	<u>236,555</u>	<u>218,077</u>

(1) See note 1B.

The notes to the condensed consolidated financial statements form an integral part thereof.

Unitronics (1989) (R"G) Ltd.
Condensed Consolidated Interim Statements of Profit or Loss

	For the six months period ended June 30,	For the six months period ended June 30,		For the three months period ended June 30,	For the three months period ended June 30,		For the year ended December 31,
	2017	2017	2016	2017	2017	2016	2016
	(unaudited)	(unaudited)		(unaudited)	(unaudited)		(audited)
	Convenience translation into Euro (1)	NIS		(in thousands) Convenience translation into Euro (1)	NIS		
Revenues	21,956	87,514	77,325	10,186	40,599	42,013	148,988
Cost of revenues	15,626	62,284	60,270	7,307	29,124	32,604	117,042
Gross profit	6,330	25,230	17,055	2,879	11,475	9,409	31,946
Development expenses, net	552	2,201	2,563	266	1,060	1,159	5,087
Selling & marketing expenses	3,046	12,142	10,898	1,518	6,050	5,422	24,381
General & administrative expenses	1,864	7,427	6,864	869	3,463	3,716	14,243
Other expenses	3	13	10	2	6	10	15
Operating profit (loss)	865	3,447	(3,280)	224	896	(898)	(11,780)
Financing income	317	1,264	156	186	742	231	943
Financing expenses	1,009	4,022	2,856	763	3,041	1,896	6,419
Profit (loss) before tax benefit (taxes on income)	173	689	(5,980)	(353)	(1,403)	(2,563)	(17,256)
Tax benefit (taxes on income)	(422)	(1,683)	31	(174)	(696)	234	246
Loss for the period	(249)	(994)	(5,949)	(527)	(2,099)	(2,329)	(17,010)
<u>Loss per 1 ordinary share NIS 0.02 par value (NIS):</u>							
Basic and diluted loss per 1 ordinary share	(0.018)	(0.072)	(0.546)	(0.038)	(0.153)	(0.197)	(1.379)

(1) See note 1B.

The notes to the condensed consolidated financial statements form an integral part thereof.

Unitronics (1989) (R"G) Ltd.
Condensed consolidated interim statements of comprehensive income (loss)

	For the six months period ended June 30,		For the six months period ended June 30,		For the three months period ended June 30,		For the three months period ended June 30,		For the year ended December 31,
	2017	2017	2016	2017	2017	2016	2017	2016	2106
	(unaudited)		(unaudited)		(unaudited)		(unaudited)		(audited)
					(in thousands)				
	Convenience translation into Euro (1)	NIS		Convenience translation into Euro (1)	NIS				
Loss for the period	(249)	(994)	(5,949)	(527)	(2,099)	(2,329)	(17,010)		
<u>Other comprehensive income (loss) (after tax)</u>									
<u>Items that may not be classified afterwards to profit or loss:</u>									
Re-measurement gains from defined benefit plans	-	-	-	-	-	-	61		
<u>Items that may be reclassified to profit or loss in the future if certain conditions are met:</u>									
Adjustments arising from translating financial statements of foreign operations	(560)	(2,232)	(335)	(255)	(1,014)	185	(379)		
Other comprehensive income (loss) for the period	(560)	(2,232)	(335)	(255)	(1,014)	185	(318)		
Comprehensive loss for the period	(809)	(3,226)	(6,284)	(782)	(3,113)	(2,144)	(17,328)		

(1) See note 1B.

The notes to the condensed consolidated financial statements form an integral part thereof.

Unitronics (1989) (R"G) Ltd.
Condensed consolidated interim statements of changes in equity

	Share capital	Share premium	Capital reserve from translation of foreign operations	Company shares held by the company	Reserve deriving from a transaction with a controlling party	Retained earnings	Total
NIS, in thousands							
<u>Balance at January 1, 2016 (audited)</u>	352	50,588	588	(7,042)	104	14,782	59,372
Loss for the year	-	-	-	-	-	(17,010)	(17,010)
Other comprehensive income (loss) for the year	-	-	(379)	-	-	61	(318)
Total comprehensive loss for the year	-	-	(379)	-	-	(16,949)	(17,328)
Private placement of shares	75	53,925	-	-	-	-	54,000
<u>Balance at December 31, 2016 (audited)</u>	427	104,513	209	(7,042)	104	(2,167)	96,044
Loss for the period	-	-	-	-	-	(994)	(994)
Other comprehensive loss for the period	-	-	(2,232)	-	-	-	(2,232)
Total comprehensive loss for the period	-	-	(2,232)	-	-	(994)	(3,226)
<u>Balance at June 30, 2017 (unaudited)</u>	427	104,513	(2,023)	(7,042)	104	(3,161)	92,818
<u>Balance at January 1, 2016 (audited)</u>	352	50,588	588	(7,042)	104	14,782	59,372
Loss for the period	-	-	-	-	-	(5,949)	(5,949)
Other comprehensive loss for the period	-	-	(335)	-	-	-	(335)
Total comprehensive loss for the period	-	-	(335)	-	-	(5,949)	(6,284)
Private placement of shares	75	53,925	-	-	-	-	54,000
<u>Balance at June 30, 2016 (unaudited)</u>	427	104,513	253	(7,042)	104	8,833	107,088
<u>Balance at April 1, 2017 (unaudited)</u>	427	104,513	(1,009)	(7,042)	104	(1,062)	95,931
Loss for the period	-	-	-	-	-	(2,099)	(2,099)
Other comprehensive loss for the period	-	-	(1,014)	-	-	-	(1,014)
Total comprehensive loss for the period	-	-	(1,014)	-	-	(2,099)	(3,113)
<u>Balance at June 30, 2017 (unaudited)</u>	427	104,513	(2,023)	(7,042)	104	(3,161)	92,818
<u>Balance at April 1, 2016 (unaudited)</u>	352	50,588	68	(7,042)	104	11,162	55,232
Net profit for the period	-	-	-	-	-	(2,329)	(2,329)
Other comprehensive income for the period	-	-	185	-	-	-	185
Total comprehensive income (loss) for the period	-	-	185	-	-	(2,329)	(2,144)
Private placement of shares	75	53,925	-	-	-	-	54,000
<u>Balance at June 30, 2016 (unaudited)</u>	427	104,513	253	(7,042)	104	8,833	107,088

The notes to the condensed consolidated financial statements form an integral part thereof.

Unitronics (1989) (R”G) Ltd.
Condensed consolidated interim statements of changes in equity

	Share capital	Share premium	Capital reserve from translation of foreign operations	Company shares held by the company	Reserve arising from a transaction with a controlling party	Retained earnings	Total
<u>Convenience translation into Euro (1), in thousands (unaudited)</u>							
<u>Balance at December 31, 2016</u>	107	26,221	52	(1,767)	26	(544)	24,095
Loss for the period	-	-	-	-	-	(249)	(249)
Other comprehensive loss for the period	-	-	(560)	-	-	-	(560)
Total comprehensive loss for the period	-	-	(560)	-	-	(249)	(809)
<u>Balance at June 30, 2017</u>	<u>107</u>	<u>26,221</u>	<u>(508)</u>	<u>(1,767)</u>	<u>26</u>	<u>(793)</u>	<u>23,286</u>
<u>Balance at April 1, 2017</u>	107	26,221	(253)	(1,767)	26	(266)	24,068
Loss for the period	-	-	-	-	-	(527)	(527)
Other comprehensive profit for the period	-	-	(255)	-	-	-	(255)
Total comprehensive loss for the period	-	-	(255)	-	-	(527)	(782)
<u>Balance at June 30, 2017</u>	<u>107</u>	<u>26,221</u>	<u>(508)</u>	<u>(1,767)</u>	<u>26</u>	<u>(793)</u>	<u>23,286</u>

(1) See note 1B.

The notes to the condensed consolidated financial statements form an integral part thereof.

Unitronics (1989) (R" G) Ltd.
Condensed consolidated interim statements of Cash Flows

	For the six months period ended June 30,		For the six months period ended June 30,		For the three months period ended June 30,		For the three months period ended June 30,		For the year ended December 31,
	2017	2016	2017	2016	2017	2016	2017	2016	2016
	(unaudited)	(unaudited)	(unaudited)	(unaudited)	(unaudited)	(unaudited)	(unaudited)	(unaudited)	(audited)
					(in thousands)				
	Convenience translation into Euro (1)		Convenience translation into Euro (1)		Convenience translation into Euro (1)		Convenience translation into Euro (1)		
	NIS		NIS		NIS		NIS		
<u>Cash flows - operating activities</u>									
Loss for the period	(249)	(994)	(5,949)	(527)	(2,099)	(2,329)	(17,010)		
Adjustments necessary to show the cash flows - operating activities (Appendix A)	458	1,826 (*)	7,669	1,234	4,917 (*)	4,632 (*)	16,838		
Cash flows provided by (used in) operating activities	209	832	1,720	707	2,818	2,303	(172)		
<u>Cash flows - investing activities</u>									
Sale of marketable securities, net	-	-	14,392	-	-	1,616	14,392		
Purchase of property and equipment	(230)	(918)	(2,108)	(147)	(585)	(1,090)	(4,832)		
Sale of property and equipment	-	-	11	-	-	11	64		
Repayment of restricted cash	268	1,069	185	221	879	-	185		
Investment in long-term deposits in banks	-	-	(20,000)	-	-	(20,000)	(20,000)		
Investment in short-term deposits in banks	5,018	20,000	(25,000)	2,509	10,000	(25,000)	(25,000)		
repayment long-term other deposits, net	15	61	43	14	54	59	21		
Investment in intangible assets	(1,624)	(6,475)	(8,059)	(864)	(3,443)	(3,704)	(15,531)		
Cash flows provided by (used in) investing activities	3,447	13,737	(40,536)	1,733	6,905	(48,108)	(50,701)		
<u>Cash flows - financing activities</u>									
Repayment of long-term loans	(136)	(542)	(585)	(67)	(268)	(294)	(1,160)		
Repayment of bonds	(1,673)	(6,666)	(6,680)	-	-	-	(10,680)		
Private placement of shares and share purchase option	-	-	58,353	-	-	58,353	58,353		
Cash flows provided by (used in) financing activities	(1,809)	(7,208)	51,088	(67)	(268)	58,059	46,513		
Translation differences in respect of cash balances	(428)	(1,706)	(351)	(57)	(227)	91	(780)		
Change in cash and cash equivalents for the period	1,419	5,655	11,921	2,316	9,228	12,345	(5,140)		
Cash and cash equivalents at beginning of period	6,462	25,757	30,897	5,565	22,184	30,473	30,897		
Cash and cash equivalents at end of period	7,881	31,412	42,818	7,881	31,412	42,818	25,757		

(*) Reclassified.

(1) See note 1B.

The notes to the condensed consolidated financial statements form an integral part thereof.

Unitronics (1989) (R"G) Ltd.
Condensed consolidated interim statements of cash flows

For the six months period ended June 30,	For the six months period ended June 30,		For the three months period ended June 30,	For the three months period ended June 30,		For the year ended December 31,
2017	2017	2016	2107	2017	2016	2016
(unaudited)	(unaudited)		(unaudited)	(unaudited)		(audited)
			(in thousands)			
Convenience translation into Euro (1)	NIS		Convenience translation into Euro (1)	NIS		

Appendix A - Adjustments necessary to show the cash flows - operating activities

Income and expenses which not involve cash flows:

Depreciation and amortization	2,161	8,614	8,191	1,099	4,382	4,188	16,901
Loss (profit) from marketable securities, net	-	-	100	-	-	(1)	100
Change in liabilities for benefits to employees, net	6	25	97	9	37	69	223
Reevaluation of cash-foreign currency	75	299 (*)	173	(65)	(259) (*)	(227) (*)	522
Capital loss	3	13	10	2	6	10	23
Reevaluation of deposits in banks	1	4	(19)	7	26	(19)	(147)
Reevaluation of long-term loans and bonds	38	150	(144)	91	362	211	(308)
Change in deferred taxes	117	464	(265)	(19)	(77)	(234)	(339)
Reevaluation of share purchase option	396	1,580	232	281	1,122	232	544
Reevaluation of embedded derivatives and other financial assets	9	35	241	237	945	148	136

Changes in assets and liabilities:

Decrease (increase) in accounts receivable - trade	(4,043)	(16,114)	2,817	(585)	(2,332)	(421)	3,870
Decrease (increase) in accounts receivable - other	10	41	(598)	(6)	(24)	(170)	20
Increase in inventory	(367)	(1,462)	(2,311)	(315)	(1,258)	(951)	(3,416)
Increase (decrease) in inventory - work in progress	(85)	(338)	1,008	15	59	1,736	2,963
Increase (decrease) in accounts payable - trade	124	493	(970)	(395)	(1,573)	(841)	(2,199)
Increase (decrease) in accounts payable - other	2,013	8,022	(893)	878	3,501	902	(2,055)
	<u>458</u>	<u>1,826</u>	<u>7,669</u>	<u>1,234</u>	<u>4,917</u>	<u>4,632</u>	<u>16,838</u>

(*) Reclassified.

(1) See note 1B.

The notes to the condensed consolidated financial statements form an integral part thereof.

Unitronics (1989) (R" G) Ltd.
Condensed consolidated interim statements of cash flows

	For the six months period ended June 30,	For the six months period ended June 30,		For the three months period ended June 30,	For the three months period ended June 30,		For the year ended December 31,
	2017	2017	2016	2017	2017	2016	2016
	(unaudited)	(unaudited)		(unaudited) (in thousands)	(unaudited)		(audited)
	Convenience translation into Euro (1)	NIS		Convenience translation into Euro (1)	NIS		
<u>Appendix B - Non-cash operations</u>							
Purchase of property and equipment on credit	-	-	868	-	-	391	-
<u>Appendix C - Additional information regarding operating activities</u>							
Cash paid during the period for:							
Interest	517	2,059	2,378	6	25	35	4,565
Taxes on income	189	752	27	185	738	13	54
Cash received during the period for:							
Interest and dividend	26	102	89	12	47	5	245

(1) See note 1B.

The notes to the condensed consolidated financial statements form an integral part thereof.

Unitronics (1989) (R" G) Ltd.
Notes to the consolidated financial statements

Note 1 - General

- A. These financial statements have been prepared in a condensed format as of June 30, 2017, and for the six and three months periods then ended ("consolidated interim financial statements"). These financial statements should be read in conjunction with the Company's audited annual financial statements and accompanying notes as of December 31, 2016 and for the year then ended.
- B. Convenience translation in EURO
For the convenience of the reader, the NIS amounts for the last reported period have been translated in EURO by dividing each NIS amount by the representative rate of exchange of the EURO as of June 30, 2017 (EURO 1 = NIS 3.9859).
The translated EURO amounts presented in these financial statements should not be construed as representing amounts receivable or payable in EURO unless otherwise indicated.

Note 2 - Accounting Policies

- A. The condensed consolidated interim financial statements are prepared in accordance with International Accounting Standard IAS 34 – "Financial reporting for interim periods" including the requirements of disclosure under Chapter D of the Israeli Securities Regulations (Periodic and Immediate Reports) – 1970.
- B. The accounting policy which was implemented in the preparation of the condensed consolidated interim financial statements is identical to those used in the preparation of the annual consolidated financial statements.
- C. Disclosure of Effect of IFRS Standards in the Period Before Their Application

IFRS 15 – Revenue from Contracts with Customers

Further to Note 2(U)(1) of the consolidated financial statements concerning IFRS 15 (hereinafter – "the standard"), the Company has still not completed the formulation of a revenue recognition policy in accordance with the standard, and mainly determination of the method that would best reflect the nature of its project-based activity.

In the Company's estimation, if the new standard were to be implemented for the first time in the interim financial statements as of June 30, 2017, the effect of the new standard implementation, if the Company concludes that the method of inputs reflects more appropriately the Company's operations, would lead to an insignificant decrease in equity as of June 30, 2017.

If following the final formulation of the Company's revenue recognition policy there is a change in the aforementioned effect, the Company will update the information in its statements as of September 30, 2017 and as of December 31, 2017.

Note 3 - Significant events in the reported period and thereafter

- A. On March 26, 2017 the subsidiary Unitronics Inc. signed with a client that not a related to the company or to the interested parties on an agreement to establish an autonomic parking facility in California, United States, in the amount of approximately 9.3 million US dollars.
- B. On August 1, 2017 the subsidiary Unitronics Systems Inc. signed with a client that not a related to the company or to the interested parties on an agreement to establish an autonomic parking facility in New York, United States, in the amount of approximately 3.1 million US dollars.
- C. On August 5, 2017 the subsidiary Unitronics Systems Inc. signed with a client that not a related to the company or to the interested parties on an agreement to establish an autonomic parking facility in Texas, United States, in the amount of approximately 4.86 million US dollars.
- D. On July 25, 2017, trading in the Company's shares in Belgium ceased and on July 30, 2017 these shares were delisted from trading in Euronext Stock Exchange in Belgium and registered for trading on the Tel Aviv Stock Exchange.

Unitronics (1989) (R"G) Ltd.
Notes to the consolidated financial statements

Note 3 - Significant events in the reported period and thereafter (cont'd)

E. Company's Compliance with Financial Covenants on Debentures (Series 4 and 5)

The Company committed to financial covenants as set out in Notes 14 (A) and (B) of the consolidated annual financial statements. As of June 30, 2017, the Company is complying with the stipulated financial covenants.

F. Further to Note 24 to the consolidated annual financial statements, on May 16, 2017 enactment of the Encouragement of Capital Investments Regulations (Preferred Technology Income and Capital Gain for a Technology Enterprise), 2017 was completed, establishing new tax benefit tracks for preferred technology enterprises.

The corporate tax rate for taxable preferred technology income of a company owning a preferred technology enterprise has been reduced to 12%. As of the date of signing of the financial statements, the Company is examining its compliance with the criteria for preferred technology enterprises.

Note 4 - Financial Instruments

A. Fair value

Below the balances in the books and the fair value of financial instruments which are not presented in the financial statements according to their fair value, and there is a substantial difference between the carrying amount to fair value:

Financial liabilities (*)

	June 30, 2017		June 30, 2016		December 31, 2016	
	Book value	Fair value	Book value	Fair value	Book value	Fair value
	(unaudited)				(audited)	
	NIS, (in thousands)					
Bonds linked to the Israeli CPI	33,948	36,248	40,243	43,892	40,417	43,211
Bonds - non-linked	31,819	36,778	35,733	41,807	31,749	36,672

(*) The fair value is based on stock market value as at the report date.

B. Classification of financial instruments at fair value rating

The financial instruments presented in the statement of financial position at fair value or that disclosure of their fair value, are classified, according to groups with similar characteristics, to the rating of fair value as follows, which is determined in accordance with the source of the data used in determining fair value:

Level 1: Quoted prices (without adjustments) in an active market of identical assets and liabilities.

Level 2: Data which is not quoted prices included in Level 1, which can be seen directly or indirectly.

Level 3: Data which is not based on market data which can be seen (evaluation techniques without the use of market data which can be seen).

Unitronics (1989) (R" G) Ltd.
Notes to the consolidated financial statements

Note 4 - Financial Instruments (cont'd)

B. Classification of financial instruments at fair value rating (cont'd)

The Company holds financial instruments measured at fair value according to the classifications as follows:

	Level 1	Level 2	Level 3	Total
<u>As of June 30, 2017</u> (unaudited)				
NIS, (in thousands)				
<u>Financial assets at fair value:</u>				
Forward contracts	-	369	-	369
Foreign currency purchase/sell options	-	3	-	3
<u>Financial liabilities at fair value:</u>				
Forward contracts	-	37	-	37
Liability for share purchase option	-	-	6,477	6,477
<u>As of June 30, 2016</u> (unaudited)				
<u>Financial assets at fair value:</u>				
Forward contracts	-	265	-	265
Embedded derivatives	-	25	-	25
<u>Financial liabilities at fair value:</u>				
Forward contracts	-	11	-	11
Liability for share purchase option	-	-	4,585	4,585
<u>As of December 31, 2016</u> (audited)				
<u>Financial assets at fair value:</u>				
Forward contracts	-	360	-	360
Foreign currency purchase/sell options	-	55	-	55
<u>Financial liabilities at fair value:</u>				
Foreign currency purchase/sell options	-	45	-	45
Liability for share purchase option	-	-	4,897	4,897

During the specified periods, there were no transfers between the Levels.

Unitronics (1989) (R"G) Ltd.
Notes to the consolidated financial statements

Note 4 - Financial Instruments (cont'd)

C. Adjustment for fair value measurements that classified as Level 3 on fair value hierarchy of financial instruments

	Financial liabilities at fair value that classified to profit or loss					
	For the six months period ended June 30,		For the three months period ended June 30,		For the year ended December 31,	
	2017	2016	2017	2016	2016	
	(unaudited)		(unaudited)		(audited)	
<u>NIS, (in thousands)</u>						
Beginning of period (unaudited) (*)	4,897	(*) 4,353	5,355	(*) 4,353	(*) 4,353	
Total net loss recognized in financing expenses	1,580	232	1,122	232	544	
Balance at June 30, 2016 (unaudited)	6,477	4,585	6,477	4,585	4,897	

(*) As of May 18, 2016 - the date of establishment the liability

D. Evaluation techniques

Liability for share purchase option

Further to Note 27 to the annual consolidated financial statements, the fair value of the liability for share purchase option for which no quoted market price exists, is determined for every reporting period on the basis of the economic model used in an evaluation made by an external evaluator.

The economic model prepared on May 18, 2016 (the date of completing the transaction) established an estimate for the liability of NIS 4,353 thousand. This estimate was updated on the date of the report.

The fair value of the price adjustment mechanism is the expected future value of the additional shares which will be allotted to FIMI (should they be allotted), discounted on the date of the calculation, where the number of shares that will be allotted to FIMI will be derived from the consideration that FIMI will receive at the time of the sale of all the acquired shares.

The future values of the acquired shares are estimated using the binomial model and are divided into two categories:

1. The branches where the value of the shares acquired is lower than 250% of FIMI'S purchase price for which FIMI is entitled to the allotment of additional shares.
2. The branches in which the value of the shares acquired is higher than 250%% of FIMI'S purchase price for which FIMI is not entitled to the allotment of additional shares.

The future value of the additional shares was calculated by multiplying (a) the total shares that FIMI will receive by (b) the future value of the share and by (c) the probable future value of the share.

The figure used in the measurement of the unforeseeable fair value is the standard deviation.

The fair value of the additional shares was calculated by discounting the future value by zero risk interest on the date of the calculation.

Unitronics (1989) (R”G) Ltd.
Notes to the consolidated financial statements

Note 5 - Business segments

- A. The Group defined the Chairman of the Board of Directors and the Company’s CEO who makes the strategic decisions as the chief operating decision makers, of the Group. The Chairman and the CEO reviews the internal reports of the Group in order to evaluate performance and allocate resources and determines the operating segments based on these reports.

The Chairman and the CEO examines the segment's operating performance on the basis of measuring operating income, this measurement basis is not affected by one-time expenses in the operating segments, such as the costs of structural change and an impairment in the value of assets, where the impairment in value results from a single one time event. Interest revenues and expenses and taxes are not included in the results in each of the operating segments examined by the chief operating decision makers.

- B. The Group operates in two main operative segments:

- Planning, development, manufacture and marketing of PLC's - Programmable Logic Controllers systems (hereinafter - “Products segment”).
- Planning, development, manufacture, marketing, construction and maintenance of mechanized systems for automated parking solution and system integration projects (hereinafter - “Automated Solutions segment”).

Until the end of 2016 the Company reported activities in the Parking Solutions segment and in the Logistics Solutions segment as two separate business segments. Given the great similarity in these activities, reflected, inter alia, in their project-based character, the nature of the products and services, the nature of the production processes and the use of shared know-how and production means, as of January 1, 2017 the Company's management examines the performance of both segments jointly and allocates joint resources to them. Accordingly, starting from January 1, 2017, these activities are presented as one operating segment (the Automated Solutions segment).

Unitronics (1989) (R"G) Ltd.
Notes to the consolidated financial statements

Note 5 - Business segments (cont'd)

	For the six months period ended June 30,	For the six months period ended June 30,		For the three months period ended June 30,	For the three months period ended June 30,		For the year ended December 31,
	2017	2017	2016	2017	2017	2016	2016
	(unaudited)	(unaudited)		(unaudited)	(unaudited)		(audited)
	<u>(in thousands)</u>						
	Convenience translation into Euro (1)	NIS		Convenience translation into Euro (1)	NIS		
C. Revenues							
Products	15,409	61,420	57,240	7,625	30,391	29,690	113,509
Automated solutions	6,497	25,896	19,893	2,536	10,108	12,223	35,052
Other	50	198	192	25	100	100	427
Total revenues	<u>21,956</u>	<u>87,514</u>	<u>77,325</u>	<u>10,186</u>	<u>40,599</u>	<u>42,013</u>	<u>148,988</u>
D. Segment results and match loss for the period:							
Products	3,472	13,839	13,778	1,671	6,662	7,208	24,098
Automated solutions	(1,263)	(5,035)	(11,925)	(816)	(3,251)	(5,306)	(25,027)
Other	-	(1)	23	1	4	8	33
Unallocated corporate expenses	(1,344)	(5,356)	(5,156)	(632)	(2,519)	(2,808)	(10,884)
Operating profit (loss)	<u>865</u>	<u>3,447</u>	<u>(3,280)</u>	<u>224</u>	<u>896</u>	<u>(898)</u>	<u>(11,780)</u>
Unallocated financing expenses, net	(692)	(2,758)	(2,700)	(577)	(2,299)	(1,665)	(5,476)
Tax benefit (taxes on income)	(422)	(1,683)	31	(174)	(696)	234	246
Loss for the period	<u>(249)</u>	<u>(994)</u>	<u>(5,949)</u>	<u>(527)</u>	<u>(2,099)</u>	<u>(2,329)</u>	<u>(17,010)</u>

(1) See note 1B.

UNITRONICS (1989) (R"G) LTD.

**Financial data from the consolidated financial
statements attributed to the company itself**

June 30, 2017

(Unaudited)

To the shareholders of Unitronics (1989) (R"G) Ltd.

Re: **Special review report on separate interim financial information under Regulation 38D to the Israeli Securities Regulations (Periodic and Immediate Reports) - 1970**

Introduction

We have reviewed the accompanying separate interim financial information presented in accordance with Regulation 38D of the Israeli Securities Regulations (Periodic and Immediate Reports) - 1970 of Unitronics (1989) (R"G) Ltd. (hereinafter - "the Company") as of June 30, 2017 and for the periods of six and three months then ended. The Board of Directors and management are responsible for the preparation and presentation of the separate interim financial information in accordance with regulation 38D of the Israeli Securities Regulations (Periodic and Immediate Reports) - 1970. Our responsibility is to express a conclusion on the separate interim financial information for the interim periods, based on our review.

The separate interim financial information of the Company as of June 30, 2016 and for the six and three months periods then ended which included in the Company's periodic report was reviewed by Amit, Halfon Certified Public Accountants (Israel) whose special review report dated August 30, 2016 was unqualified.

Scope of the review

We conducted our review in accordance with Standard on Review Engagements 1, "*Review of Interim Financial Information Performed by the Independent Auditor of the Entity*" of the Institute of Certified Public Accountants in Israel. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with generally accepted auditing standards in Israel and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the accompanying separate interim financial information was not prepared, in all material respects, in accordance with regulation 38D of the Israeli Securities Regulations (Periodic and Immediate Reports) - 1970.

Amit, Halfon
Certified Public Accountants (Israel)

Ziv Haft
Certified Public Accountants (Isr.)
BDO Member Firm

August 21, 2017

Unitronics (1989) (R" G) Ltd.
Assets and liabilities included in the interim consolidated financial statements
attributed to the company

	June 30, 2017	June 30, 2017	June 30, 2016	December 31, 2016
	(unaudited)	(unaudited)		(audited)
	(in thousands)			
Convenience translation into Euro (1)	NIS			
Current assets				
Cash and cash equivalents	6,338	25,263	33,429	19,057
Restricted cash	226	901	1,091	1,091
Short-term deposits in bank	6,308	25,143	25,009	25,070
Accounts receivable -				
Trade	3,492	13,919	12,874	11,329
Other	527	2,099	2,058	1,972
Other financial assets	93	372	257	415
Accounts receivable - other - subsidiaries	12,284	48,963	40,558	34,296
Inventory	5,381	21,447	19,335	19,658
	34,649	138,107	134,611	112,888
Non-current assets				
Long-term deposits in bank	-	-	20,010	20,077
Long-term deposits - other	23	91	386	277
Property and equipment, net	4,198	16,733	17,395	16,902
Long-term receivables - Subsidiarw	18,816	75,000	55,000	75,000
Intangible assets, net	11,177	44,552	43,949	44,602
	34,214	136,376	136,740	156,858
	68,863	274,483	271,351	269,746

Amit Ben Zvi
Chairman of the Board of
Directors

Haim Shani
Director and C.E.O.

Gavriel Badusa
Chief Financial Officer

Approved: August 21, 2017.

(1) See note 1D.

The additional information to the financial information forms an integral part thereof.

Unitronics (1989) (R"G) Ltd.
Assets and liabilities included in the interim consolidated financial statements
attributed to the company

	<u>June 30,</u> <u>2017</u>	<u>June 30,</u> <u>2017</u>	<u>June 30,</u> <u>2016</u>	<u>December 31,</u> <u>2016</u>
	<u>(unaudited)</u>	<u>(unaudited)</u>		<u>(audited)</u>
	<u>(in thousands)</u>			
<u>Convenience translation into Euro (1)</u>	<u>NIS</u>			
<u>Current liabilities</u>				
Current maturities of long term loans	177	707	1,172	1,129
Current maturities of bonds	3,174	12,652	10,250	8,278
Accounts payable -				
Trade	4,422	17,625	15,802	15,212
Other	1,828	7,286	7,913	7,630
Other financial liabilities	9	37	11	45
	<u>9,610</u>	<u>38,307</u>	<u>35,148</u>	<u>32,294</u>
<u>Non-current liabilities</u>				
Liabilities less assets associated with subsidiaries	19,099	76,125	50,538	65,080
Loans from banks	584	2,326	3,263	2,527
Bonds	12,983	51,750	64,137	62,364
Liabilities for benefits to employees, net	495	1,973	2,287	2,352
Deferred taxes	1,181	4,707	4,305	4,188
Liability for share purchase option	1,625	6,477	4,585	4,897
	<u>35,967</u>	<u>143,358</u>	<u>129,115</u>	<u>141,408</u>
<u>Equity</u>				
Share capital	107	427	427	427
Share premium	26,221	104,513	104,513	104,513
Capital reserve from translation of foreign operations	(508)	(2,023)	253	209
Company shares held by the company	(1,767)	(7,042)	(7,042)	(7,042)
Reserve from a transaction with a controlling party	26	104	104	104
Retained earnings (loss)	(793)	(3,161)	8,833	(2,167)
	<u>23,286</u>	<u>92,818</u>	<u>107,088</u>	<u>96,044</u>
	<u>68,863</u>	<u>274,485</u>	<u>271,351</u>	<u>269,746</u>

(1) See note 1D.

The additional information to the financial information forms an integral part thereof.

Unitronics (1989) (R" G) Ltd.
Revenues and expenses included in the interim consolidated financial statements
attributed to the company

	For the six months period ended June 30,	For the six months period ended June 30,		For the three months period ended June 30,	For the three months period ended June 30,		For the year ended December 31,
	2017 (unaudited)	2017 (unaudited)	2016 (unaudited)	2017 (unaudited)	2017 (unaudited)	2016 (unaudited)	2016 (audited)
	Convenience translation into Euro (1)	NIS		Convenience translation into Euro (1)	NIS		
Revenues	10,601	42,256	39,670	5,255	20,944	20,389	78,626
Revenues from subsidiaries	4,848	19,323	16,659	2,509	10,003	8,448	31,263
Total revenues	15,449	61,579	56,329	7,764	30,947	28,837	109,889
Cost of revenues	9,692	38,630	36,053	4,786	19,077	18,361	72,227
Gross profit	5,757	22,949	20,276	2,978	11,870	10,476	37,662
Development expenses, net	362	1,441	1,472	159	632	728	3,167
Selling & marketing expenses	1,229	4,901	3,930	634	2,525	2,125	9,463
General & administrative expenses	1,225	4,882	4,030	583	2,322	2,228	8,917
General & administrative expenses to subsidiaries	86	344	390	44	175	197	800
Operating profit	2,855	11,381	10,454	1,558	6,216	5,198	15,315
Financing income	638	2,543	1,089	352	1,402	726	3,003
Financing expenses	1,109	4,421	2,947	819	3,265	1,799	6,501
Profit after financing, net	2,384	9,503	8,596	1,091	4,353	4,125	11,817
The Company's share of subsidiaries losses	2,211	8,814	14,576	1,444	5,756	6,688	29,073
Profit (loss) before tax benefit (taxes on income)	173	689	(5,980)	(353)	(1,403)	(2,563)	(17,256)
Tax benefit (taxes on income)	(422)	(1,683)	31	(174)	(696)	234	246
Loss for the period attributed to the company's shareholders	(249)	(994)	(5,949)	(527)	(2,099)	(2,329)	(17,010)

(1) See note 1D.

The additional information to the financial information forms an integral part thereof.

Unitronics (1989) (R" G) Ltd.
Comprehensive income (loss) included in the interim consolidated financial statements
attributed to the company

	For the six months period ended June 30,		For the three months period ended June 30,	For the three months period ended June 30,		For the year ended December 31,
	2017	2016		2017	2016	
	(unaudited)		(unaudited)	(unaudited)		(audited)
			(in thousands)			
	Convenience translation into Euro (1)	NIS	Convenience translation into Euro (1)	NIS		
Loss for the period attributed to the company's shareholders	(249)	(994)	(527)	(2,099)	(2,329)	(17,010)
<u>Other comprehensive income (loss) (after tax)</u>						
<u>Items that may not be classified afterwards to profit or loss:</u>						
Re-measurement gains from defined benefit plans	-	-	-	-	-	61
<u>Items that may be reclassified to profit or loss in the future if certain conditions are met:</u>						
Adjustments arising from translating financial statements of foreign operations (subsidiaries)	(560)	(2,232)	(255)	(1,014)	185	(379)
Other comprehensive income (loss) for the period	(560)	(2,232)	(255)	(1,014)	185	(318)
Total comprehensive loss for the period attributed to the company's shareholders	(809)	(3,226)	(782)	(3,113)	(2,144)	(17,328)

(1) See note 1D.

The additional information to the financial information forms an integral part thereof.

Unitronics (1989) (R" G) Ltd.
Cash Flows included in the interim consolidated financial statements
attributed to the company

	For the six months period ended June 30,	For the six months period ended June 30,		For the three months period ended June 30,	For the three months period ended June 30,		For the year ended December 31,
	2017	2017	2016	2017	2017	2016	2016
	(unaudited)	(unaudited)		(unaudited)	(unaudited)		(audited)
	NIS			NIS			
	Convenience translation into Euro (1)			Convenience translation into Euro (1)			
Cash flows - operating activities							
Loss for the period attributed to the company's shareholders	(249)	(994)	(5,949)	(527)	(2,099)	(2,329)	(17,010)
Adjustments necessary to show the cash flows - operating activities (Appendix A)	3,608	14,382	(*) 20,903	2,848	11,354	(*) 9,937	(*) 41,652
Cash flows provided by operating activities of the company	3,359	13,388	14,954	2,321	9,255	7,608	24,642
Cash flows used in operating activities from transactions with subsidiaries	(3,762)	(14,995)	(21,014)	(1,817)	(7,245)	(8,303)	(34,689)
Cash flows provided by (used in) operating activities	(403)	(1,607)	(6,060)	504	2,010	(695)	(10,047)
Cash flows - investing activities							
Sale of marketable securities, net	-	-	14,392	-	-	1,616	14,392
Purchase of property and equipment	(122)	(486)	(36)	(74)	(294)	-	(233)
Repayment of restricted cash	48	190	185	-	-	-	185
Investment in long-term deposits in banks	-	-	(20,000)	-	-	(20,000)	(20,000)
repayment (Investment) in short-term deposits in banks	5,018	20,000	(25,000)	2,509	10,000	(25,000)	(25,000)
repayment long-term other deposits, net	22	88	43	5	21	59	60
Investment in intangible assets	(1,128)	(4,496)	(5,171)	(580)	(2,313)	(2,528)	(10,468)
Cash flows provided by (used in) investing activities	3,838	15,296	(35,587)	1,860	7,414	(45,853)	(41,064)
Cash flows - financing activities							
Repayment of long-term loans	(136)	(542)	(585)	(67)	(268)	(294)	(1,160)
Repayment of bonds	(1,673)	(6,666)	(6,680)	-	-	-	(10,680)
Private placement of shares and share purchase option	-	-	58,353	-	-	58,353	58,353
Cash flows provided by (used in) financing activities	(1,809)	(7,208)	51,088	(67)	(268)	58,059	46,513
Translation differences in respect of cash balances	(69)	(275)	(*) (192)	55	219	(*) 183	(*) (525)
Change in cash and cash equivalents	1,557	6,206	9,249	2,352	9,375	11,694	(5,123)
Cash and cash equivalents at beginning of period	4,781	19,057	24,180	3,986	15,888	21,735	24,180
Cash and cash equivalents at end of period	6,338	25,263	33,429	6,338	25,263	33,429	19,057

(1) See note 1D.

Unitronics (1989) (R" G) Ltd.
Cash Flows included in the interim consolidated financial statements
attributed to the company

For the six months period ended June 30, 2017	For the six months period ended June 30,		For the three months period ended June 30, 2017	For the three months period ended June 30,		For the year ended December 31, 2016
2017	2017	2016	2017	2017	2016	2016
(unaudited)	(unaudited)		(unaudited)	(unaudited)		(audited)
(in thousands)						
Convenience translation into Euro (1)	NIS		Convenience translation into Euro (1)	NIS		

Appendix A - Adjustments necessary to show the cash flows - operating activities

Income and expenses not involving cash flows:

The Company's share of subsidiaries losses	2,211	8,814	14,576	1,444	5,756	6,688	29,073
Depreciation and amortization	1,354	5,396	5,325	688	2,746	2,678	10,931
Loss (Profit) from marketable securities, net	-	-	100	-	-	(1)	100
Change in liabilities for benefits to employees, net	6	25	97	9	37	69	223
Reevaluation of cash-foreign currency	69	275 (*)	192	(55)	(219) (*)	(183) (*)	525
Reevaluation of deposits in banks	1	4	(19)	7	26	(19)	(147)
Change in deferred taxes	116	464	(265)	(19)	(77)	(234)	(339)
Reevaluation of long-term loans and bonds	38	150	(144)	91	362	211	(308)
Reevaluation of share purchase option	396	1,580	232	281	1,122	232	544
Reevaluation of embedded derivatives and other financial assets	9	35	200	237	945	92	76

Changes in assets and liabilities:

Decrease (increase) in accounts receivable - trade	(650)	(2,590)	3,570	119	476	(317)	5,115
Decrease (increase) in accounts receivable - other	(26)	(105)	(459)	122	486	(619)	(317)
Decrease (increase) in inventory	(449)	(1,789)	824	(289)	(1,153)	107	444
Increase (decrease) in accounts payable - trade	605	2,413	(1,173)	13	50	1,069	(1,763)
Increase (decrease) in accounts payable - other	(72)	(290)	(2,153)	200	797	164	(2,505)
	<u>3,608</u>	<u>14,382</u>	<u>20,903</u>	<u>2,848</u>	<u>11,354</u>	<u>9,937</u>	<u>41,652</u>

(1) See note 1D.

The additional information to the financial information forms an integral part thereof.

(*) Reclassified.

Unitronics (1989) (R"G) Ltd.
Cash Flows included in the interim consolidated financial statements
attributed to the company

	For the six months period ended June 30,	For the six months period ended June 30,		For the three months period ended June 30,	For the three months period ended June 30,		For the year ended December 31,
	2017	2017	2016	2017	2017	2016	2016
	(unaudited)	(unaudited)		(unaudited)	(unaudited)		(audited)
	Convenience translation into Euro (1)	NIS		Convenience translation into Euro (1)	NIS		
				(in thousands)			
<u>Appendix B - Non-cash operations</u>							
Providing long-term financing to a subsidiary	-	-	-	-	-	-	20,000
<u>Appendix C - Additional information regarding operating activities</u>							
Cash paid during the period for:							
Interest	517	2,059	2,378	6	25	35	4,565
Taxes on income	189	752	27	185	738	13	54
Cash received during the period for:							
Interest and dividend	26	102	89	12	47	5	245

(1) See note 1D.

The additional information to the financial information forms an integral part thereof.

Unitronics (1989) (R"G) Ltd.
Additional information

Note 1 - General

- A. The separate interim financial information of Unitronics (1989) (R"G) Ltd. (hereinafter – "the Company") includes financial data from the Company's condensed consolidated interim financial statements that are attributable to the Company itself as a parent company, and is prepared as required by Regulation 38D of the Securities Regulations (Periodic and Immediate Reports), 1970.
- B. The accounting policies applied to the separate interim financial information are the same as those described in Note 2 to the Company's condensed consolidated interim financial statements as of June 30, 2017, subject to section A. above and to the explanation provided in the Company's separate financial information as of December 31, 2016 regarding the treatment of intercompany transactions.
- C. The separate interim financial information should be read together with the consolidated financial statements as well as the separate financial information of the Company as of December 31, 2016 and the additional material information attached thereto.

D. Convenience translation in EURO

For the convenience of the reader, the NIS amounts for the last reported period have been translated into EURO by dividing each NIS amount by the representative rate of exchange of the EURO as of June 30, 2017 (EURO 1 = NIS 3.9859).

The translated EURO amounts presented in these financial statements should not be construed as representing amounts receivable or payable in EURO unless otherwise indicated.

**Chapter D - Statements by the CEO and CFO of the Corporation for
the
Second Quarter of 2017**

- a. **Statement by CEO pursuant to Regulation 38C(D)(1) of the regulations**
- b. **Statement by CFO pursuant to Regulation 38C(D)(2) of the regulations**

Statement by the CEO pursuant to Regulation 38C(D)(1) of the regulations:

I, Haim Shani, certify that:

1. I have reviewed the quarterly report of UNITRONICS (1989) (R"G) Ltd. ("the corporation") for the second quarter of 2017 ("the Report").
2. To the best of my knowledge, the report is free of any misrepresentation of material fact and is not lacking any representation of material fact required for the representations made there in, under the circumstances in which they were made, to not be misleading in reference to the period covered by the report.
3. To the best of my knowledge, the financial statements and other financial information included in the report properly reflect, in all material aspects, the financial standing, operating results and cash flows of the corporation as of the dates and for the periods to which the report refers.
4. I have disclosed to the corporation's Independent Auditor, the Board of Directors and the Audit Committee of the corporation's Board of Directors, any fraud, whether material or not, involving the CEO or any direct report of the CEO, or involving any other employees that have a significant role in the financial reporting and in disclosure and control over financial reporting.

The foregoing shall not detract from my statutory responsibility, or that of any other person.

August 21, 2017

Haim Shani, Director and CEO

Statement by the CFO pursuant to Regulation 38C(D)(2) of the regulations

I, Gavriel Badusa, certify that:

1. I have reviewed the interim financial statements and other financial information included in the interim reports of UNITRONICS (1989) (R"G) Ltd. ("the corporation") for the second quarter of 2017 (hereinafter - "the Report" or "the Interim Reports").
2. To the best of my knowledge, the interim financial statements and the other financial information included in the interim reports are free of any misrepresentation of material fact and is not lacking any representation of material fact required for the representations made there in, under the circumstances in which they were made, to not be misleading in reference to the period covered by the report.
3. To the best of my knowledge, the interim financial statements and the other financial information included in the interim reports properly reflect, in all material aspects, the financial standing, operating results and cash flows of the corporation as of the dates and for the periods to which the report refers.
4. I have disclosed to the corporation's Independent Auditor, the Board of Directors and the Audit Committee of the corporation's Board of Directors, any fraud, whether material or not, involving the CEO or any direct report of the CEO, or involving any other employees that have a significant role in the financial reporting and in disclosure and control over financial reporting.

The foregoing shall not detract from my statutory responsibility, or that of any other person.

August 21, 2017

Gavriel Badusa, CFO



UNITRONICS (1989) (R"G) LTD.

PRESS RELEASE
Airport City, Israel,
August 22, 2017

*****Regulated Information*****
*****For Immediate Release*****

Corporation's Liabilities Status Report by Dates of Payment

Airport City, Israel – August 22, 2017 - Unitronics published the attached Immediate Report pursuant to the requirements of Israeli law, in connection with the requirement to report the Corporation's liabilities status by dates of payment.

About Unitronics

Unitronics (1989) (R"G) Ltd. is an Israeli company that engages, through its Products Department, in the design, development, production, marketing and sale of industrial automation products, mainly Programmable Logic Controllers ("PLCs"). PLCs are computer-based electronic products (hardware and software), used in the command and control of machines performing automatic tasks, such as production systems and automatic systems for industrial storage, retrieval and logistics. The Company also engages, through its Automated Solutions Department and/or its subsidiaries, in the design, construction and maintenance services in the framework of projects for automation, computerization and integration of computerized production and/or logistics systems, mainly automated warehouses, automated distribution centers and automated parking facilities. The Company's PLCs are distributed by over one hundred and forty distributors (and a wholly owned US subsidiary) in approximately fifty countries throughout Europe, Asia, America and Africa. The services of the Systems Department are provided to customers in Israel and also outside Israel.

This press release contains certain forward-looking statements and information relating to the Company that are based on the beliefs of the Management of the Company as well as assumptions made by and information currently available to the Management of the Company. Such statements reflect the current views of the Company with respect to future events, the outcome of which is subject to certain risks and other factors which may be outside of the Company's control. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results or outcomes may vary materially from those described herein as projected, anticipated, believed, estimated, expected or intended.

Unitronics (1989) (R"G) Ltd.
(the "Company")

Re: **An Immediate Report Concerning Corporation's Liabilities Status by Dates of Payment**

Pursuant to section 36A of the Israeli Securities Law, 1968.

Reporting period: June 30th, for the year: 2017.

Detailed Corporation's liabilities status by dates of payment is as follows:

- A. Debentures issued by the reporting Corporation to the public and held by the public, excluding such Debentures held by the Corporation's parent company, its controlling shareholder, companies controlled by same or companies which are controlled by the Corporation ("Solo" report) (in NIS thousands)

Fund Payments									
	NIS Index Linked	NIS Index Unlinked	Euro	USD	---	---	Other	Gross Interest Payment (Without Tax Deduction)	Total by year
First Year	11,011	2,000						3,611	16,622
Second Year	11,279	2,000						2,900	16,179
Third Year	11,279	2,000						2,175	15,454
Fourth Year		2,000						1,450	3,450
Fifth Year and So On		24,000						2,088	26,088
Total	33,569	32,000						12,224	77,793

- B. Private debentures and non banking-credit, excluding debentures or credit which was given by the Corporation's parent company, its controlling shareholder, companies controlled by same or companies which are controlled by the Corporation – based on data from the Corporation's separate financial reports ("Solo" report) (in NIS thousands)

Fund Payments									
	NIS Index Linked	NIS Index Unlinked	Euro	USD	---	---	Other	Gross Interest Payment (Without Tax Deduction)	Total by year
First Year									
Second Year									
Third Year									
Fourth Year									
Fifth Year and So On									
Total									

- C. Bank credit – from Israeli banks ("Solo" report) (in NIS thousands)

Fund Payments									
	NIS Index Linked	NIS Index Unlinked	Euro	USD	---	---	Other	Gross Interest Payment (Without Tax Deduction)	Total by year
First Year			516	191				86	793
Second Year			332					70	402
Third Year			332					60	392
Fourth Year			332					49	381
Fifth Year and So On			1,329					91	1,420
Total			2,841	191				356	3,388

D. Bank credit – from banks abroad (“Solo” report) (in NIS thousands)

Fund Payments									
	NIS Index Linked	NIS Index Unlinked	Euro	USD	---	---	Other	Gross Interest Payment (Without Tax Deduction)	Total by year
First Year									
Second Year									
Third Year									
Fourth Year									
Fifth Year and So On									
Total									

E. Summary table of tables A-D, Total credit- banking, non-banking and debentures (“Solo” report) (in NIS thousands)

Fund Payments									
	NIS Index Linked	NIS Index Unlinked	Euro	USD	---	---	Other	Gross Interest Payment (Without Tax Deduction)	Total by year
First Year	11,011	2,000	516	191				3,697	17,415
Second Year	11,279	2,000	332					2,970	16,581
Third Year	11,279	2,000	332					2,235	15,846
Fourth Year		2,000	332					1,499	3,831
Fifth Year and So On		24,000	1,329					2,179	27,508
Total	33,569	32,000	2,841	191				12,580	81,181

- H. Total credit balance, banks, non banks and debentures of all consolidated companies, excluding companies which are reporting companies and excluding the reporting Corporation's data included in tables A-D above (in NIS thousands)

Fund Payments									
	NIS Index Linked	NIS Index Unlinked	Euro	USD	---	---	Other	Gross Interest Payment (Without Tax Deduction)	Total by year
First Year									
Second Year									
Third Year									
Fourth Year									
Fifth Year and So On									
Total									

- I. Total credit balance provided to the reporting Corporation by its parent company or controlling shareholder and balance of debentures issued by the reporting Corporation and held by its parent company or controlling shareholder: 0.
- J. Total credit balance provided to the reporting Corporation by companies controlled by its parent company or controlling shareholder which are not controlled by the reporting Corporation, and balance of debentures issued by the reporting Corporation and held by companies controlled by its parent company or controlling shareholder which are not controlled by the reporting Corporation: 0.
- K. Total credit balance provided to the reporting Corporation by consolidated companies and balance of debentures issued by the reporting Corporation and held by the consolidated companies: 0.
- L. (1) Cash and cash equivalents, marketable securities and short term deposits ("Solo" report) (in NIS thousands): 50,406
 (2) Cash and cash equivalents, marketable securities and short term deposits of all consolidated companies (in NIS thousands): 56,555
 (*) Pledged cash is excluded.

Respectfully,

Unitronics (1989) (R"G) Ltd.