

## **Unitronics (1989) (R"G) Ltd.**

**Voting Instrument in accordance with the Companies Regulations (Voting in Writing and Position Statements), 2005 (“the Regulations”).**

### **Voting Instrument - Part One**

1. **Company name:** Unitronics (1989) (R"G) Ltd. (“The Company”)
2. **Type of General Meeting, date and place of convening:** An Annual and Extraordinary General Meeting of the Company's shareholders (the “**Meeting**”). The Meeting will convene at Unitronics Building, Arava Street, Airport City, Lod, Israel, on Tuesday, May 17, 2022, at 14:00. If the general meeting is adjourned due to the absence of a legal quorum, an adjourned meeting will be held on Tuesday, May 17, 2022 at the same hour and at the same place.
3. **Details of the items on the agenda of the meeting on which votes may be cast by means of a voting instrument:**
  - 3.1. Item no. 9 on the agenda (section 2.9 of the Report on the Convening of the General Meeting) - reappointment of Ms. Rivka Granot for an additional term of office of three years as an External Director of the Company.

Summary of the proposed resolution: To reappoint Ms. Rivka Granot as an External Director of the Company for an additional term of office of three years, commencing May 16, 2022.
  - 3.2. Item no. 10 on the agenda (section 2.10 of the Report on the Convening of the General Meeting) – reapproval of the employment agreement of Mr. Haim Shani, the incumbent Chairman of the Board and one of the controlling shareholders in the Company, for an additional term of three years.

Summary of the proposed resolution: to reapprove the employment agreement of Mr. Shani for a term of three years that will enter into force as of the expiration date of the last approval that was granted to the present employment agreement of Mr. Shani.
  - 3.3. Item no. 11 on the agenda (section 2.11 of the Report on the Convening of the General Meeting) – reapproval of the terms of service of Mr. Amit Ben Zvi, the incumbent Co-Chairman of the Board and an officer in the FIMI Fund, one of the controlling shareholders in the Company, for an additional term of three years.

Summary of the proposed resolution: to reapprove the terms of service of Mr. Amit Ben Zvi for a period of three years, in effect as of the expiration of the approval that was recently granted for the present terms of service of Mr. Ben Zvi.
  - 3.4. Item no. 12 on the agenda (section 2.12 of the Report on the Convening of the General Meeting) – reapproval of the compensation policy of the Company.

Summary of the proposed resolution: to reapprove the compensation policy, based on wording attached to the Report on the Convening of the General Meeting as **Appendix I**,

for a period of three years, starting from the date of its approval by the general meeting of the shareholders of the Company.

**4. Place and time for reviewing the full version of proposed resolutions:**

A Shareholder may review, by request, the wording of the proposed resolutions, the wording of the immediate report which the Company published with respect to the Meeting, and its attachments and voting instrument, at Unitronics Building, 3 Haarava Street, Airport City, Lod, Israel, on Sunday-Thursday, during the regular working hours and by appointment with Mr. Itzik Hai (Tel. 03-9778888, Fax: 03-9778877), and this is until the date of the Meeting.

**5. Majority required for adopting resolutions on agenda items:**

5.1. The required majority for the approval of the item on the agenda of the Meeting, as set forth in section 3.1 above is a majority of the votes of the shareholders who are entitled to attend the Meeting and who participate in the vote, provided one of the following is fulfilled: (a) the majority vote at the Meeting must include a majority of all the votes of shareholders participating in the vote who are not controlling shareholders of the Company or who do not have a personal interest in approving the appointment, other than a personal interest which does not arise from such shareholder's relations with the controlling shareholder, and without taking into account abstentions of such shareholders; or (b) the total number of dissenting votes among the shareholders referred to in section (a) does not exceed two percent of the total voting rights in the Company.

5.2. The required majority for approval of the items on the agenda, as set forth in sections 3.2 and 3.3 above is a majority of the votes of the shareholders who are entitled to attend the Meeting and who participate in the vote, provided one of the following is fulfilled: (a) the majority vote at the Meeting must include a majority of all the votes of the shareholders who do not have a personal interest, participating in the vote, without taking into account abstentions of such shareholders; or (b) the total number of dissenting votes among the shareholders referred to in section (a), does not exceed two percent of the total voting rights in the Company.

5.3. The required majority for the approval of the item on the agenda, as stated in section 3.4 above, is the majority of the shareholders eligible to participate in the meeting and who participate in the vote, provided that one of the following holds true: (a) the count of votes in the meeting will include the majority of the votes of the shareholders who are not controlling shareholders in the Company or who have personal interest in the Company, who participate in the vote, the count of the entire votes of the said shareholders will not take into consideration abstaining votes; or (b) the total number of objecting votes from among the shareholders as stated in section (a) did not exceed a rate of two percent out of the entire voting rights in the Company.

**6. Existence or absence of personal interest/affiliation:**

The items specified in section 3 above are items that require the shareholders attending the voting in accordance with this voting instrument to disclose the existence or absence of affiliation or any other attribute thereof, as required by the provisions of the Companies Law,

1999 (hereinafter: the “**Companies Law**”), and its applicable regulations. In Part Two of this Voting Instrument, a section is allocated for indicating the existence or absence of interest/affiliation, or any other attribute of the shareholder, as required by the provisions of the Company’s Law and its regulations, and for the description of the said interest/affiliation, if any, for items 3.1-3.4 above. It should be emphasized that if a shareholder fails to indicate or describe the existence or absence of such interest or affiliation, as stated above, or fails to specify the nature of such interest/affiliation, his/her vote shall not be counted.

**7. Validity of the Voting Instrument:**

7.1. The Voting Instrument shall be valid only if a Certificate of Ownership is enclosed for an unregistered shareholder (i.e. - a shareholder in whose favor shares are registered with a TASE member and the said shares are included among the shares registered in the Company’s register of shareholders in the name of the Nominee Company; or a copy of identity card, passport, or certificate of incorporation, if the shareholder is registered on the Company’s register (and all the above - the “**Attached Documents**”).

7.2. This Voting Instrument should be delivered to the Company, with the Attached Documents, as stated above, no later than 4 hours before the start of the voting (i.e. - on Tuesday, May 17, 2022 at 10:00); In this regard, the date of delivery is the date in which the Voting Instrument and Attached Documents arrived at the Company’s offices, at the above-mentioned address.

**8. Voting by an Electronic Voting Instrument:**

An unregistered shareholder may vote on the resolutions on the agenda which are set forth in section 2 of the Report on the Convening of the Meeting by an electronic voting instrument that will be transmitted via the Electronic Voting System, as such is defined in the Voting Regulations (hereinafter: the “**Electronic Voting Instrument**”).

The Electronic Voting Instrument is opened for voting at the end of the Determining Date. Voting via the Electronic Voting System will end 6 hours before the time of the Meeting (i.e. – on Tuesday, May 17, 2022 at 08:00), when the Electronic Voting System will be closed.

A vote cast by electronic voting may be changed or cancelled until the lockdown of the Electronic Voting System, after which it may not be changed through the Electronic Voting System. If a shareholder has voted in more than one manner, the final vote thereof shall be counted. In this regard, a shareholder’s vote in person or by proxy shall be deemed later than a vote via an Electronic Voting Instrument.

**9. Address for delivery of voting instruments and position statements:**

The Company’s offices, as set forth in section 4 above.

**10. Final date for delivery of position statements:**

Up to ten days before the date of the Meeting, i.e. no later than Sunday, May 8, 2022.

**11. Final date for the Board of Directors’ response to the position statements:**

Up to five days before the date of the Meeting, i.e. - no later than Thursday, May 12, 2022.

**12. Addresses of the Distribution Site, the TASE's and the Company's websites on which the texts of the voting instruments and position statements are posted:**

12.1. The distribution site of Israel Securities Authority (the **"Distribution Site"**): <http://www.magna.isa.gov.il>.

12.2. The Tel Aviv Stock Exchange website: <http://maya.tase.co.il/>

12.3. The Company's website: <http://www.unitronics.com>

**13. Certificates of Ownership:**

A shareholder is entitled to receive the Certificate of Ownership at a branch of the TASE member or by mail post, if he/she so requested. Such a request must be made in advance for a specific securities account.

**14. Receipt of voting instrument and position statements:**

An Unregistered Shareholder is entitled to receive by electronic mail, free of charge, a link to the text of the voting instrument and position statements at the Securities Authority's distribution site, from the TASE member with which his shares are registered, unless he/she has notified the TASE member that he/she does not wish to receive a link as stated, or that he/she wishes to receive voting instruments by mail for a payment; his/her notice with regard to the voting instruments shall also apply to the receipt of position statements. In addition, an unregistered shareholder may instruct that his/her Certificate of Ownership shall be delivered to the Company via the Electronic Voting System.

**15. Review of voting instruments:**

One or more shareholders who hold shares at a portion conferring at least five (5) percent of the Company's voting rights, or more, and any shareholder holding the said portion of the Company's voting rights, as it is defined in Section 268 of the Companies Law (a **"Controlling Shareholder"**), is entitled in person or via a representative on his/her behalf, after the convening of the Meeting, to review the voting instruments at the Company's offices and during the regular working hours, and as set forth in Regulation 10 of the Companies Regulations.

15.1. The amount of shares representing 5% of the Company's voting rights is: 689,843 ordinary shares of the Company (taking into account dormant shares that do not confer voting rights).

15.2. The amount of shares representing 5% of the Company's voting rights, which are not held by the Company's controlling shareholder, is: 195,366 ordinary shares (taking into account dormant shares that do not confer voting rights).

**16. Changes to the agenda:**

Once the instrument is published, there may be changes in the Meeting's agenda, including the addition of an item to the agenda; position statements may also be published; current agenda

and position statements that were published in the Company's reports may be viewed on the distribution site.

**17. Deadline for the delivery of an amended voting instrument:**

In accordance with Section 66(B) of the Companies Law, a request by a Company shareholder to add an item to the Meeting's agenda shall be delivered to the Company up to seven days after the convening of the Meeting. If such a request has been submitted, the item may be added to the agenda and its details posted on the distribution site. In this case, the Company shall publish an amended voting instrument together with an amended immediate convening report, no later than seven days after the final date for the delivery of a shareholder's request to add an item to the agenda, as mentioned above.

**18. Manner of voting:**

A shareholder shall indicate his/her vote with regard to the item on the agenda, in Part Two of this Voting Instrument.

## **Voting Instrument - Part Two**

Company name: **Unitronics (1989) (R"G) Ltd.**

Company address (for delivering and sending voting instruments): Unitronics Building, 3 Haarava Street, Airport City, Lod, Israel.

Corporate number: 520044199

Date of the meeting: May 17, 2022

Class of meeting: Extraordinary annual general meeting

The determining date: April 17, 2022

### **Details of the shareholder:**

Name of shareholder - \_\_\_\_\_

ID number - \_\_\_\_\_

If the shareholder does not have an Israeli ID card:

Passport number - \_\_\_\_\_

Country of issue - \_\_\_\_\_

Valid until - \_\_\_\_\_

If the shareholder is a corporation:

Corporate number - \_\_\_\_\_

Country of incorporation - \_\_\_\_\_

Does the shareholder belong to one of the following categories listed below<sup>1</sup>:

1. Interested party<sup>2</sup> - **Yes / No**
2. Senior officer<sup>3</sup> - **Yes / No**
3. Institutional investor<sup>4</sup> - **Yes / No**

---

<sup>1</sup> Please circle the relevant option for each of the items.

<sup>2</sup> As it is defined in Section 1 of the Securities Law.

<sup>3</sup> As it is defined in Section 37(D) of the Securities Law.

<sup>4</sup> As it is defined in Regulation 1 of the Control of Financial Services Regulations (Provident Funds) (Participation of Management Company in a General Meeting) - 2009, as well as the manager of a mutual investment fund, within ts



**Manner of voting**

<sup>1</sup> Failure to mark the instrument shall be deemed an abstention.

<sup>2</sup> The vote of a shareholder who does not fill in this column or who marks “Yes” without elaborating, will not be counted.

item number on the agenda, as detailed in the immediate report	The item on the agenda	Manner of voting <sup>1</sup>			With regard to the approval of a transaction according to Section 239(B) of the Companies Law, for which the required majority is not an ordinary majority - are you one of the controlling shareholders in the Company or have a personal interest in the resolution? <sup>2</sup>		With regard to the approval of a transaction according to Section 275 of the Companies Law, for which the required majority is not an ordinary majority - do you have a personal interest in the resolution? <sup>2</sup>		With regard to the approval of the compensation policy, pursuant to section 267A(b) of the Companies Law, for which the requisite majority for its approval is not an ordinary majority – are you a controlling shareholder or have personal interest in the resolution? <sup>2</sup>	
		In favor	Against	Abstention	Yes*	No	Yes*	No	Yes*	No
2.9	The reappointment of Ms. Rivka Granot for an additional term of office of three years as an External Director of the Company.									
2.10	Reapproval of the employment agreement of Mr. Haim Shani, the incumbent Chairman of the Board and one of the controlling									



item number on the agenda, as detailed in the immediate report	The item on the agenda	Manner of voting <sup>1</sup>			With regard to the approval of a transaction according to Section 239(B) of the Companies Law, for which the required majority is not an ordinary majority - are you one of the controlling shareholders in the Company or have a personal interest in the resolution? <sup>2</sup>		With regard to the approval of a transaction according to Section 275 of the Companies Law, for which the required majority is not an ordinary majority - do you have a personal interest in the resolution? <sup>2</sup>		With regard to the approval of the compensation policy, pursuant to section 267A(b) of the Companies Law, for which the requisite majority for its approval is not an ordinary majority – are you a controlling shareholder or have personal interest in the resolution? <sup>2</sup>	
		In favor	Against	Abstention	Yes*	No	Yes*	No	Yes*	No
	shareholders in the Company, for an additional term of three years.									
2.11	Reapproval of the terms of service of Mr. Amit Ben Zvi, the incumbent Co-Chairman of the Board and an officer in the FIMI Fund, one of the controlling shareholders in the Company, for an additional term of three years.									

item number on the agenda, as detailed in the immediate report	The item on the agenda	Manner of voting <sup>1</sup>			With regard to the approval of a transaction according to Section 239(B) of the Companies Law, for which the required majority is not an ordinary majority - are you one of the controlling shareholders in the Company or have a personal interest in the resolution? <sup>2</sup>		With regard to the approval of a transaction according to Section 275 of the Companies Law, for which the required majority is not an ordinary majority - do you have a personal interest in the resolution? <sup>2</sup>		With regard to the approval of the compensation policy, pursuant to section 267A(b) of the Companies Law, for which the requisite majority for its approval is not an ordinary majority – are you a controlling shareholder or have personal interest in the resolution? <sup>2</sup>	
					In favor	Against	Abstention	Yes*	No	Yes*
2.12	Reapproval of the compensation policy of the Company									

**Details:**

**\* Please specify if you indicated that you are a controlling shareholder in the Company or have a personal interest in the reappointment of Ms. Rivka Granot for an additional term of office of three years as an external director in the Company:**

---



---

**\* Please specify if you indicated that you have a personal interest in the reapproval of the employment agreement of Mr. Haim Shani, the incumbent Chairman of the Board and one of the controlling shareholders in the Company, for an additional term of three years:**

---



---

**\* Please specify if you indicated that you have a personal interest in the reapproval of the terms of service of Mr. Amit Ben Zvi, the incumbent Co-Chairman, partner and officer in the FIMI Group, one of the controlling shareholders in the Company, for an additional term of three years:**

---

---

**\* Please specify if you indicated that you are a controlling shareholder or have personal interest in the reapproval of the compensation policy of the Company:**

---

---

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

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

-----

For shareholders holding shares via a stock exchange member (pursuant to Section 177(1)) - this voting instrument is only valid with the addition of a Certificate of Ownership, except in cases where voting is done via the internet.

For shareholders registered in the Company's shareholders register - the voting instrument is only valid with the addition of a copy of the identity card/passport/certificate of incorporation.