

# Quarterly Report as of March 31, 2022

On January 1, 2020, the Company announced that it was back to the definition of "small corporation" as defined in this Securities Regulations (Periodic and Immediate Reports), 1970 (hereinafter: "Regulations") and in view of the aforesaid, and in accordance with the decision of the Company's Board of Directors. In this regard, the Company will continue to apply all the reliefs it has implemented to date as a small corporation, which are set out in Regulation 5D of the Regulations. For further details, see the Immediate Report on January 1, 2020 (Reference: 2020-01-000085), which is hereby incorporated by reference.

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# 1. <u>Chapter A – Introduction</u>

#### 1.1. General

Company name:	Unitronics (1989) (RG) Ltd. (Hereinafter: the " <b>Company</b> " or " <b>Unitronics</b> ")
Company number:	520044199
Address: 70100	Unitronics House, 3, Arava St., Airport City, POB 300, Israel
Email address:	riki@unitronics.com
Telephone:	03 977 8888
Facsimile:	03 977 8877
Period of the Report:	The three-month period ended on March 31, 2022
Date of the Report:	March 31, 2022

In accordance with Regulation 39A of the Regulations, the following review is limited in scope and only relates to material changes and developments in the Company's affairs during the report period and it is prepared under the assumption that the reader also has access to the Board of Directors' report for December 31, 2021, as published on March 29, 2022 (reference number: 2022-01-031416). The above reference is cited as inclusion by way of reference ("**2021 Periodic Report**"). At the same time, in some cases, for the purpose of providing an overall picture, the Company has included a more detailed description than is actually required, which incorporates information which, in its opinion, is not necessary material.

### 1.2. Description of the Company and its Business Environment

The company deals in the design, development, manufacturing, marketing, sales and support of programmable logic controllers (PLC) (hereinafter: the "**Controllers**"). Controllers are computer-based electronic products (hardware and software) used to control and monitor machines which perform automated operations, such as manufacturing systems and other automated installations in various sectors. The company has expanded its product line and has also started marketing and selling propulsion controllers (VFD and servo systems) designed to interface in an integrative and simple manner with the Controllers of the company. During the year the company launched a new integrative platform for cloud services (SaaS). The platform is designed to allow any customer to connect the controllers of the Company to an environment based on a cloud computing infrastructure, transfer data securely and create business dashboards (BI). In this new service, the emphasis is also on the added value which is reflected in the simplicity and ease of application and full integration with the remainder of the products of the company,

This activity is carried out by the Company as well as through Unitronics Inc., a wholly owned subsidiary incorporated in the US and Unitronics GMBH, a wholly owned subsidiary incorporated in Germany..

The Company's PLCs and services are marketed and sold through the Company's internal sales and marketing system via subsidiaries in the United States and Germany, as well as through a network of distributors that includes approximately 190 distributors, of which approximately 110 are in the US and North America and the remainder n approximately seventy countries (including Israel) throughout Europe, Asia, South and Central America and Africa.

The Company mainly operates from office and industrial buildings located at Airport City near the David Ben Gurion Airport. For further details, see Section 1.12 in Chapter A of the Company's 2021 Periodic Report.

#### 1.3. <u>Material Events during the Report Period and in the Period until its Publication</u>

#### 1.3.1. Consequences of the outbreak of the Corona virus

For the disclosure with regard to the outbreak of the Corona virus and its consequences in 2021, see section 1.7 of Chapter A - Description of the Business of the Company - in the 2021 Periodic Report.

During the period of the report and up to the date of its approval, the business and financial results of the Company were not materially affected by the Corona virus.

The Company does not anticipate that its business will be materially adversely affected in the near future by the Corona crisis. The Company regularly monitors developments with regard to the spread of the Corona virus in Israel and around the world and operates in accordance with the guidelines of the various authorities.

#### 1.3.2. Consequences of a global shortage of electronic components

The Company is exposed to the effects and risks associated with the global shortage of electronic components. Since the end of 2020, there has been a worldwide shortage of electronic components which affects the entire electronics industry. To the best of the knowledge of the Company, the shortage of electronic components is due to several reasons, including: a decrease in supply due to the Corona crisis as a result of which many workers stayed at home, which caused damage to the production lines; an increase in demand for electronic component-based products during the Corona crisis such as: smartphones, computers, monitors, routers and other electronic component-based products; as well as an increase in demand in the automotive industry, which began to stock up on a large amount of electronic chips, which was reflected by large-scale chip orders.

Following the increase in demand in parallel with the decrease in supply, the delivery times for electronic components have become very long, sometimes reaching a year and even longer. The Company estimates that the current situation is expected to continue in the forthcoming months, and as of the date of publication of this report, there is no clear forecast of an improvement in supply.

The extension of delivery times of electronic components causes an extension in the delivery times of part of the products to the customers of the Company which may accordingly defer the revenue therefrom. At the same time, the Company does not anticipate significant cancellations for orders as a result of the extension of delivery times of orders to the customers of the Company.

The Company's assessments of the possible consequences of the continued spread of the Corona virus and the public's directives on its activities constitute forward-looking information, as defined in the Securities Law, 1968, which is based, inter alia, on the Company's estimates as of the date of publication of this report with respect to factors outside its control. The Company's assessments are based on information that is currently held by the Company, on publications on this subject and on relevant government directives, and which are not certain to materialize, in whole or in part, and which may materialize substantially differently, due to factors outside the Company's control and Among other things, the length of time that the Corona virus will continue to spread, the guidelines of the relevant authorities in Israel and around the world, and the intensity and duration of the economic slowdown that will develop in Israel and around the world.

1.3.3. On April 11, 2022, the Company announced the convening of a special annual general meeting of the Company's shareholders the agenda of which is as follows: (a) Presentation and discussion of the 2021 Periodic Report of the Company; (b) reappointment of the auditors of the Company and the authorization of the Board of Directors of the Company to determine the salary thereof; (c) the reappointment of the directors serving in the Company (who are not external directors); (d) the reappointment of Ms. Rivka Granot for an additional term of three years as an external director of the Company; (e) the re-approval of the employment agreement of Mr. Haim Shani, the Active Chairman of the Board of Directors and one of the controlling shareholders of the Company, for an additional period of three years; (f) the reapproval of the terms of service of Mr. Amit Ben-Zvi, Chairman of the Active Joint Chairman of the Board of Directors, Partner and Officer of the FIMI Group, one of the controlling shareholders of the Company, for an additional period of three years; (g) the re-approval of the Remuneration Policy o the Company.

On May 17, 2022, the Company announced the results of the annual and special general meeting in according with which all the resolutions on the agenda of the meeting were approved by the required majority. For further details, see the Immediate Reports of the

Company of April 11, 2022 and May 17, 2022 (reference numbers: 2022-01-038805 and 2022-01-060136, respectively). The aforesaid constitutes a generalization by way of reference.

# <u>Chapter B – Board of Directors' Report</u>

# 2.1 The Financial Status

# 2.1.1 Balance sheet

	As of M	arch 31	As of	The Board of Directors' Explanations of the Material
	2022	2021	December 31, 2021	Changes in the Balance Sheets compared to December 31, 2021
		NIS thousands	5	
Current assets	81,784	82,987	84,268	An increase of approximately NIS 2.5 million in the total current assets is mainly due to a decrease in cash balances in the amount of approximately NIS 7.5 million (mainly a dividend which was paid), which was partially offset by an increase in trade receivables and inventory balances of approximately NIS 4.1 million.
Non-current assets	58,976	57,578	59,467	No material changes in comparison to December 31, 2021
Total assets	140,760	140,565	143,735	
Current liabilities	46,955	43,394	55,155	A decrease of approximately NIS 8.2 million, mainly due to a Dividend payable of NIS 10 million, which was announced in December 2021, and was paid during the reporting period.
Non-current liabilities	17,058	20,111	17,451	No material changes in comparison to December 31, 2021
Equity attributable to the Company's shareholders	76,747	77,060	71,129	An increase of approximately NIS 5.6 million in the equity of the Company, mainly due to a profit in the three month period ending March 31, 2022 in the amount of NIS 5.4 million
Total liabilities and equity	140,760	140,565	143,735	

The Company's working capital as of March 31, 2022, Marc 31, 2021 and December 31, 2021 amounted to approximately NIS 34,829, NIS 39,593 and NIS 29,113 respectively.

# 2.1.2 **Operating results**

month ended o	e three- period on March 1 2021	For the year ended on December 31, 2021	The Board of Directors' Explanations of the Main Changes in the profit and loss items compared to the corresponding period last year
	NIS thousa	ands	-

	For the three- month period ended on March 31 2022 2021		For the year ended on December 31, 2021	The Board of Directors' Explanations of the Main Changes in the profit and loss items compared to the corresponding period last year		
	 -	NIS thousa	nds			
Revenues	36,904	34,237	147,018	The revenues for the three-month period ended March 31, 2022, increased by approximately NIS 2.7 million compared with the corresponding period last year as a result of an increase in demand and sales of the products of the Company, mainly from target countries of the Company.		
Cost of revenues	19,915	18,730	79,935			
Gross profit	16,989	15,507	67,083	An increase of approximately NIS 1.5		
(gross profit margin)	(46.0%)	(45.3%)	(45.6%)	million in light of the increase in revenues, while improving the gross profit ratio relative to the revenue. The improvement in the rate of gross profit is mainly due to the increase in costs of a fixed nature, the percentage of the revenue of which decreased with the increase in the volume of activity and sales.		
Development expenses	1,027	875	4,144	The development expenses of the Company increased by approximately NIS 0.2 million compared with the corresponding period last year, returning to the level thereof prior to outbreak of the Corona crisis.		
Sales and marketing expenses	6,487	5,603	25,429	The sales and marketing expenses for the three-month period ended March 31, 2022 increased by approximately NIS 0.9 million compared to the corresponding period last year, mainly due to an increase in sales.		
General and administrative expenses	3,246	3,138	11,914	No material change compared to the corresponding period last year.		
Other income	-	1,268	1,268	Other income in the three-month period ended March 31, 2021 is		

	For the three- month period ended on March 31 2022 2021		For the year ended on December 31, 2021	The Board of Directors' Explanations of the Main Changes in the profit and loss items compared to the corresponding period last year
	-	NIS thousa	<u>nds</u>	
				attributed to the waiver of repayment of the PPP loan in the US.
Profit from ordinary activities	6,229	7,159	26,864	
Financing income (expenses), net	26	(1,336)	(3,627)	The financing expenses for the three- month period ended March 31, 2021 amounted to approximately NIS 1.3 million which is mainly due to financing expenses from the revaluation of the fair value, in respect of Warrants for ordinary shares, offset by financing income from exchange rate differences.
Profit before taxes	6,255	5,823	23,237	
Taxes on income	882	661	4,038	The increase in tax expenses during the report period is mainly due to an increase in profit in the period for which the Company created a provision for current taxes.
Profit for the period	5,373	5,162	19,199	

# 2.2 Liquidity and Financing Sources

2.2.1 The balance of cash and cash equivalents as of March 31, 2022, March 31, 2021 and December 31, 2021 amounted to approximately NIS 20,144 thousand, NIS 23,439 thousand and NIS 27,728 thousand, respectively. Below are explanations regarding the changes in cash flows:

	month pe	e three- eriod that Aarch 31	For the year ended on December 31	The Board of Directors' Explanations		
	2022	2021	2021			
	<u>NIS tho</u>	ousands				
Cash flow from operating activities	6,697 9,437		32,109	The cash flow from current operations amounted to approximately NIS 6.7 million, and is due to the profit for the period of the Company which amounted to NIS 5.4 million, adjustments to the cash flow required for the presentation of cash flow from operating activities, which amounted to NIS 1.3 million, which included expenses that did not involve cash flows a in the amount of NIS 3.3 million (mainly depreciation and amortization), offset by changes in operating assets and liabilities items in the amount of approximately NIS 2 million.		
Cash flow from investment activities	(2,528)	(7,990)	(7,314)	The cash flow used for investment activities during the reporting period totaled approximately NIS 2.5 million and was mainly used for Capitalized development costs as well as investment in fixed assets.		
Cash flow from financing activities	(11,843)	(1,998)	(20,606)	The cash flow used for financing activities during the reporting period totaled approximately NIS 11.8 million, which was mainly used for the payment of a dividend in the amount of NIS 10 million and the current repayment of bank loans.		

As of March 31, 2022, the Company's unutilized credit lines for operating activities amounted to NIS 5,400 thousand. From time to time, the Company turns to financial institutions to take out lines of credit according to its needs.

	Lending entity – Bank <sup>1</sup>				
	Compliance with financial covenants				
	Fina	ncial covenant	Results of the calculation of the compliance of the Company with the covenant as of March 31, 2022		
1	Ratio of financial debt to tangible equity	Shall not exceed 80%	The Company has a net cash balance		
2	Ratio of EBITDA to financial debt	Shall not exceed 10	The Company has a net cash balance		
3	Equity restriction	Not less than NIS 25 million	NIS 77 million		

### 2.2.2 Details of financial covenants of the Group

In addition, the Company has undertaken to the banking corporation to refrain from a change in control of the Company, not to merge or split with another company, and not to distribute a dividend to the shareholders, without obtaining the consent of the bank for the aforesaid actions.

# 2.3 <u>Quarterly Report Regarding the Balance of the Company's Liabilities according to its</u> <u>Repayment Schedule</u>

For details regarding the Company's liabilities by repayment dates as of March 31,2022, see the report on the Balance of the Company's Liabilities According to its Repayment Schedule, which is published concurrently with this report and is included herein by way of reference.

Amit Ben-Zvi Joint Active Chairman of the Board of Directors Haim Shani Active Chairman of the Board of Directors

Amit Harari CEO

Date: May 29, 2022

<sup>1</sup> For further details of the loan of the Company, see section 1.16 in Chapter A of the 2021 Periodic Report

# UNITRONICS (1989) (R"G) LTD Condensed Consolidated Financial Statements March 31, 2022 (Unaudited)

# **Condensed Consolidated Interim Financial Statements**

# March 31, 2022

# (Unaudited)

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Independent Auditors' Report To the shareholders of Unitronics (1989) (R"G) Ltd.

#### Introduction

We have reviewed the accompanying financial information of Unitronics (1989) (R"G) Ltd. (hereinafter – "the Company") which includes the condensed consolidated statements of financial position as of March 31, 2022 and the interim condensed consolidated statements of profit or loss and other comprehensive income, changes in equity and cash flows for the three month period then ended. The Board of Directors and the management are responsible for the preparation and presentation of this interim financial information in accordance with International Accounting Standards IAS 34 "Financial Reporting for Interim Periods, and are also responsible for the preparation of financial information for this interim period in accordance with Chapter D of the Securities Regulations (Periodic and Immediate Reports), 1970. Our responsibility is to express a conclusion on the financial information for this interim period based on our review.

#### Scope of Review

We conducted our review in accordance with Review Standard (Israel) 2410 of the Institute of Certified Public Accountants in Israel, "Review of Financial Information for Interim Periods Prepared by the Entity's Auditor." A review of interim financial information includes making inquiries, particularly with the people responsible for financial and accounting matters, and performing analytic and other review procedures. A review is significantly limited in scope in comparison to an audit conducted in accordance with generally accepted accounting standards in Israel, and therefore does not allow us to reach an assurance that we have become aware of all material issues which may have been identified in an audit. Accordingly, we do not express an audit opinion.

#### Conclusion

Based on our review and on the review reports provided by other auditors, nothing has come to our attention which would lead us to believe that the aforementioned financial information was not prepared, in all material respects, in accordance with IAS 34.

In addition to previous paragraph, based on our review and on the review reports provided by other auditors, nothing has come to our attention which would lead us to believe that the above financial information does not comply, in all material respects, with the disclosure requirements set forth in Section D of the Securities Regulations (Periodic and Immediate Reports), 1970.

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

Tel Aviv, May 29, 2022



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#### Condensed Consolidated Interim Statements of Financial Position

	As of March 31		As of December 31 2021	
	(Unaudited)		(Audited)	
	<u>NI</u>	<u>S (thousands)</u>	<u>l</u>	
Current assets				
Cash	20,144	23,439	27,728	
Deposits in bank	-	8,340	-	
Trade receivables	21,962	19,495	19,869	
Accounts receivable	3,235	1,808	2,137	
Related companies	6,111	6,002	6,229	
Inventory	<u> </u>	23,903 82,987	<u>28,305</u> 84,268	
Non-current assets				
Restricted bank deposit	-	175	-	
Rights-of-use assets	15,341	13,558	15,810	
Other deposits	97	114	116	
Fixed assets, net	2,164	2,235	2,206	
Intangible assets, net	41,374	41,496	41,335	
	58,976	57,578	59,467	
	140,760	140,565	143,735	
		,		

Amit Ben Zvi and Haim Shani Co-Chairmen of the Board of Directors Amit Harari CEO

Itzik Hai CFO

Date of approval of the financial statements: May 29, 2022

# Condensed Consolidated Interim Statements of Financial Position

	As of March 31		As of December 31
	2022	2021	2021
	<u>(Unauc</u>	dited)	(Audited)
		<u>NIS (thousan</u>	<u>ds)</u>
<u>Current liabilities</u>	0.004	0.000	0.400
Current maturities of bank loans	2,294	6,829	3,129
Accounts payable	21,908	16,842	19,993
Related companies	4,894	4,601	4,789
Lease liabilities	1,353	798	1,450
Dividend payable	-	-	10,000
Other payable	16,506	14,324	15,794
New Second Cliffer	46,955	43,394	55,155
Non-current liabilities		/	0.000
Bank loans	2,661	7,774	3,233
Employee benefit liabilities, net	1,929	1,781	1,929
Lease liabilities	1,545	142	1,842
Warrants for ordinary shares	6,101	5,933	6,022
Deferred taxes	4,822	4,481	4,425
	17,058	20,111	17,451
Equity			
Share capital	428	427	428
Share premium	63,877	63,204	63,877
Capital reserve with regard to			
adjustment of financial statements of foreign operations Capital reserve with regard to share	(3,090)	(2,693)	(3,260)
based payment transactions	748	618	673
Treasury shares	(7,042)	(7,042)	(7,042)
Reserve in respect of a transaction with	104	104	404
a controlling shareholder Retained earnings	21,722	22,442	104 16,349
ŭ	76,747	77,060	71,129
	140,760	140,565	143,735

#### Condensed Consolidated Interim Statements of Profit or Loss

	For the thr period er Marc 2022 (Unau	For the year ended December <u>31</u> <u>2021</u> (Audited)	
Revenues	36,904	34,237	147,018
Cost of revenues	19,915	18,730	79,935
Gross profit	16,989	15,507	67,083
Development expenses	1,027	875	4,144
Sales and marketing expenses	6,487	5,603	25,429
General and administrative expenses	3,246	3,138	11,914
Other income		1,268	1,268
Income from operations	6,229	7,159	26,864
Finance incomes	278	661	-
Finance expenses	252	1,997	3,627
Profit before taxes on income	6,255	5,823	23,237
Taxes on income	882	661_	4,038
Profit for the period	5,373	5,162	19,199
Basic earnings per share in NIS Diluted earnings per share in NIS	0.389 0.376	0.375	1.395 1.387

# Condensed Consolidated Interim Statements of Comprehensive Income (Loss)

	For the thr period Marc 2022 (Unau	For the year ended December <u>31</u> 2021 (Audited)	
Profit for the period	5,373	5,162	19,199
<u>Other comprehensive income (loss) (net of tax)</u>			
Amounts that will not subsequently be reclassified to profit or loss:			
Losses from revaluation in respect of defined benefit plans	-	-	(130)
Amounts that will be reclassified to profit or loss if certain conditions are fulfilled:			
Adjustments arising from translation of financial statements of foreign operations	170	271	(296)
Other comprehensive income (loss) for the period	170	271	(426)
Total comprehensive income for the period	5,543	5,433	18,773

#### Condensed Consolidated Interim Statements of Changes in Capital

	Share capital	Share premium	Capital reserve from adjustments due to translation of financial statements of foreign operations	Capital reserve for share base payment transactions	Company shares held by the company	Reserve from a transaction with a controlling Shareholder	Retained earnings	Total
-					NIS thousan (Unaudited			
Balance as of January 1, 2022	428	63,877	(3,260)	673	(7,042)	104	16,349	71,129
Profit for the period	-	-	-	-	-	-	5,373	5,373
Other comprehensive income for the period		<u> </u>	170			<u>-</u>		170
Total comprehensive income for the period	<del>-</del> -		170	<del>-</del> .			5,373	5,543
Share based payment cost	-			75		<u> </u>	-	75
Balance as of March 31, 2022 (unaudited)	428	63,877	(3,090)	748	(7,042)	104	21,722	76,747
Balance as of January 1, 2021	427	63,204	(2,964)	568	(7,042)	104	17,280	71,577
Profit for the period	-	-	-	-	-	-	5,162	5,162
Other comprehensive income for the period	-	<u> </u>	271	<u>-</u>		<u>-</u>	<u> </u>	271
Total comprehensive income for the period	-	-	271	-	-	-	5,162	5,433
Share based payment cost	-			50			-	50
Balance as of March 31, 2021 (unaudited)	427	63,204	(2,693)	618	(7,042)	104	22,442	77,060
Balance as of January 1, 2021	427	63,204	(2,964)	568	(7,042)	104	17,280	71,577
Net profit for the year	-	-	-	-	-	-	19,199	19,199
Other comprehensive income (loss) for the year			(296)	-		<u> </u>	(130)	(426)
Total comprehensive income (loss) for the year	_	_	(296)	_	_	-	19,069	18,773
Share based payment cost	-	-	-	242	-		-	242
Dividend distribution					-		(20,000)	(20,000)
Realization of employee options	1	673	-	(137)	-	-	-	537
Balance as of December 31,2021	428	63,877	(3,260)	673	(7,042)	104	16,349	71,129

# Unitronics (1989) (R"G) Ltd. Condensed Consolidated Interim Statements of Cash Flows

	For the thr period or Marc 2022 (Unau	For the year ended December <u>31</u> <u>2021</u> (Audited) s)	
Cash flows – operating activities:			
Profit for the period	5,373	5,162	19,199
Adjustments to reconcile net income (loss) to operating activities (Appendix A) Net cash provided by operating activities	<u> </u>	4,275	<u> </u>
Cash flows - investment activities:			
Investment in fixed assets	(153)	(148)	(776)
Withdrawal (investment) of bank deposits	-	(5,895)	2,252
Withdrawalof pledged long-term deposits	-	-	175
Investment in right-of-use assets	(62)	-	(261)
Investment in intangible assets	(2,313)	(1,947)	(8,704)
Net cash used in investing activities	(2,528)	(7,990)	(7,314)
Cash flows – financing activities:			
Repayment of long-term loans	(1,423)	(1,517)	(9,459)
lease payments	(420)	(481)	(1,684)
Dividends paid	(10,000)	-	(10,000)
Proceeds from exercise of options			537
Net cash used in financing activities	(11,843)	(1,998)	(20,606)
Exchange differences in respect of cash	90	(169)	(620)
Change in cash for the period	(7,584)	(720)	3,569
Cash at beginning of the period	27,728	24,159	24,159
Cash at end of the period	20,144	23,439	27,728

# Condensed Consolidated Interim Statements of Cash Flows

	period o	For the three month period ended on March 31 2022 2021		
	(Unau	dited)	2021 (Audited)	
		NIS (thousands	<u>)</u>	
Appendix A				
Adjustments necessary to present the cash flows - current operations				
Income and expenses not involving cash lows:				
Depreciation and amortization	3,008	2,864	11,937	
Cost of share-based payment	75	50	242	
Changes in employee benefit liabilities, net	-	-	(3)	
Revaluation of cash balances in foreign	( <b>—</b> —)			
currency	(75)	370	494	
Revaluation of bank deposits	-	(194)	(1)	
Revaluation of long-term loans	16	(22)	(322)	
Waiving of return of PPP loan	-	(1,268)	(1,268)	
Changes in deferred taxes	397	(302)	(338)	
Revaluation of financial assets, net	(231)	(14)	38	
Revaluation of warrants for ordinary shares	79	1,676	1,765	
Accrued interest and revaluation of leases	43	-	44	
Changes in assets and liabilities:				
Trade receivables, net	(1,965)	(2,269)	(3,188)	
Accounts receivables, net	(861)	(419)	(823)	
Decrease (increase) in inventories	(1,994)	455	(4,104)	
Related companies, net	276	(271)	(458)	
Accounts payable, net	1,913	863	4,038	
Other payable, net	643	2,756	4,857	
	1,324	4,275	12,910	

# Condensed Consolidated Interim Statements of Cash Flows

period o Marc 2022	For the year ended December <u>31</u> 2021 (Audited)	
64	99	336
516	464	2,072
<u> </u>		9
-	89 -	3,793 1,000
	period o <u>Marc</u> 2022 (Unau 64	(Unaudited) <u>NIS (thousands</u> <u>64</u> 99 <u>516</u> 464 <u>-</u> -

#### Notes to the Condensed Consolidated Interim Financial Statements

#### Note 1 – General:

Unitronics (1989) (R"G) Ltd. (hereinafter - the "Company") is engaged in the design, development, production, marketing, sale and support of programmable logic controllers (PLC) and automation products.

The condensed interim financial statements are to be reviewed in conjunction with the annual financial statements of the Company as of December 31, 2021 and the accompanying notes (hereinafter - the "Consolidated Annual Financial Statements"). Therefore, no notes were provided in the condensed interim financial statements with regard to non-material updates relative to the information which has previously been reported in the notes in the most recent annual financial statements of the Company.

#### Note 2 - Significant Accounting Policies

- A. The condensed interim financial statements are in conformity with the provisions of IAS 34 with regard to "Interim Financial Reporting". In addition, the condensed interim financial statements are in accordance with the disclosure provisions pursuant to Chapter D of the Securities Regulations (Periodic and Immediate Reports), -1970
- B. The condensed interim financial statements were prepared in accordance with the same accounting policies and calculation methods which were applied in the annual financial statements of the Company as of December 31, 2021.

#### Note 3 – Financial instruments

#### A. <u>Classification of financial instruments in accordance with fair value hierarchy</u>

The financial instruments presented in the Statement of Financial Position at fair value or disclosed at their fair value are classified according to groups with similar characteristics to the fair value hierarchy determined in accordance with the source of the data used to determine the fair value:

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

Level 2: Non-quoted prices included in Level 1 which can be forecasted directly or indirectly

Level 3: Data that is not based on market information which can be forecasted (assessment techniques without the use of market data which can be forecasted)

Academic agreements in foreign currency are measured in accordance with level 2.

Liability for options is measured in accordance with level 3.

#### Notes to the Condensed Consolidated Interim Financial Statements

#### Note 3 – Financial instruments (continued)

A. Classification of financial instruments by fair value rating (continued)

Valuation techniques regarding fair value measurements classified to Level 3 - Liabilities in respect of share options

The fair value of the liability for option warrants, for which no quoted market price exists, is determined throughout the reporting period on the basis of the economic model used in an evaluation made by an external appraiser. Further to the foregoing in Note 26 D of the consolidated annual financial statements, entitlement to additional Company shares held by FIMI shall depend on the total consideration FIMI will receive from the sale of its holdings of the shares of the Company and the Utron shares, Given the number of variables affecting the value of the options, the "Monte Carlo" model is used.

The fair value of the price adjustment mechanism is the expected future value of the additional shares, which will be allotted to FIMI (to the extent they are 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 FIMI will receive upon the sale/s of all the holdings of shares of the Company and the Utron shares ("FIMI shares").

The future value of FIMI shares was estimated using the Monte Carlo model and was 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 fair value of the additional shares was calculated by discounting the future value by zero risk interest on the date of the calculation.

# B. <u>Adjustment between fair value measurements classified at level 3 in the fair value hierarchy of financial instruments</u>

	Fair value or loss of financial liabilities				
	For the three	For the year			
	ended M	ended March 31			
	2022 2021		2021		
	<u>(Unau</u>	(Audited)			
	NIS thousands				
As of the beginning of the period	(6,022)	(4,257)	(4,257)		
Total net loss recognized in financing	(79)	(1,676)	(1,765)		
As of the end of the period	(6,101)	(5,933)	(6,022)		

#### Notes to the Condensed Consolidated Interim Financial Statements

#### Note 3 – Financial instruments (continued)

B. <u>Adjustment between fair value measurements classified at level 3 in the fair value hierarchy of financial instruments (continued)</u>

Quantitative data with regard to Level 3 fair value valuations:

The following is the effect on the profit or loss from a deviation from the standard\*

As of March 31, 2022 (unaudited)					
+10%	+5%	Fair value	-5%	-10%	
230	47	6,101	(150)	(343)	

The following is the effect on the profit or loss from a change in the base asset by a rate of:

As of March 31, 2022(unaudited)				
+20%	+10%	Fair value	-10%	-20%
900	414	6,101	(349)	(539)

\*In the calculation of the aforesaid sensitivity tests, the rate of the increase/decrease taken into account is a change in both the share of the Company and the share of Utron Ltd. (related company), in accordance with the "Monte Carlo" model.

#### Note 4 – Income by geographical area:

		For the three month period ending		
	March 31, March 31 2022 2021		December 31, 2021	
	Unrev	iewed	Reviewed	
	N	NIS, (in thousar		
Israel	2,460	1,986	7,975	
Europe	13,848	12,940	56,805	
United States	17,565	14,449	63,215	
Others	3,031	4,862	19,023	
Total income	36,904	34,237	147,018	

#### Notes to the Condensed Consolidated Interim Financial Statements

#### Note 5 – Material events during and after the reporting period

A. Outbreak of the Corona virus

For information on the outbreak of the Corona virus and the consequences thereof in 2021, see Note 1D to the consolidated annual financial statements.

During the period of the report and up to the date of the approval thereof, the business and financial results of the Company were not materially affected by the Corona virus crisis. The Company does not anticipate that its business will be materially adversely affected in the near future by the Corona crisis, and it regularly monitors developments with regard to the spread of the Corona virus in Israel and around the world and operates in accordance with the guidelines of the various authorities.

B. Global shortage of electronic components

The Company is exposed to the effects and risks associated with the global shortage of electronic components. Since the end of 2020 there has been a worldwide shortage of electronic components which is affecting the entire electronics industry. To the best knowledge of the Company, the shortage of electronic components is due to several reasons, including: a decrease in supply due to the Corona crisis, during which many workers stayed at home thereby impairing the production lines; Increased demand for electronic component-based products during the Corona crisis such as: smartphones, computers, monitors, routers and other electronic component-based products; as well as an increase in demand in the automotive industry, which began to stock up on a large amount of electronic chips, which was reflected in large-scale chip orders.

Following the increase in demand concurrent with the decrease in supply, the delivery times for electronic components have become very long, occasionally reaching a year and even longer. The Company estimates that the current situation is expected to continue in the forthcoming months, wherein as of the date of publication of this report, there is no clear forecast for an improvement in supply.

Extension of delivery times for electronic components has caused an extension in delivery time, for part of the products of the Company, to the customers of the Company which may cause the deferral of revenue therefrom. However, the Company does not anticipate a material cancellation of orders from the customers of the Company due to the extension of delivery times.

#### Note 6 – Events subsequent to the balance sheet date

- 1. Further to Note 22B (D) to the annual financial statements, on May 17, 2022, the general meeting of the shareholders of the Company (hereinafter the "Meeting") approved the employment agreement of Mr. Haim Shani, Active Chairman of the Board of Directors and one of the controlling shareholders of the Company, for a period of three years from the date of the expiration of the previous approval of the current employment agreement of Mr. Shani.
- Further to Note 22B (E) of the annual consolidated financial statements, on May 17, 2022, the Meeting approved the remuneration to Mr. Amit Ben Zvi, Active Joint Chairman of the Board of Directors of the Company, for a period of three years, effective from the expiration of the previous approval. Of the current service terms of Mr. Ben Zvi.

# UNITRONICS (1989) (R"G) LTD

# Presentation of Financial Information from the Condensed Consolidated Interim Financial Statements Attributed to the Company

As of March 31, 2022

(Unaudited)



#### <u>Special Auditors' Report to the shareholders of Unitronics (1989) (R"G) Ltd. with regard to</u> <u>the Separate Interim Financial Information in accordance with Regulation 38D to the Israeli</u> <u>Securities Regulations (Periodic and Immediate Reports), 1970</u>

#### Introduction

We have reviewed the separate interim financial information disclosed in accordance with Regulation 38D to the Israeli Securities Regulations (Periodic and Immediate Reports), 1970, of Unitronics (1989) (R"G) Ltd. as of March 31, 2022 and for the three month period then ended. The Company's board of directors and management are responsible for the separate interim financial information in accordance with Regulation 38D to the Israeli Securities Regulations (Periodic and Immediate Reports), 1970. Our responsibility is to express a conclusion on the separate interim financial information for this interim period based on our review .

#### **Scope of Review**

We conducted our review in accordance with Review Standard (Israel) 2410 of the Institute of Certified Public Accountants in Israel, "Review of Financial Information for Interim Periods Prepared by the Entity's Auditor." A review of interim financial information includes making inquiries, particularly with the people responsible for financial and accounting matters, and performing analytic and other review procedures. A review is significantly limited in scope in comparison to an audit conducted in accordance with generally accepted accounting standards in Israel, and therefore does not allow us to reach an assurance that we have become aware of all material issues which may have been identified in an audit. Accordingly, we do not express an audit opinion.

#### Conclusion

Based on our review and the review reports of other auditors, nothing has come to our attention that causes us to believe that the separate interim financial information is not prepared, in all material respects, in accordance with Regulation 38d to the Israeli Securities Regulations (Periodic and Immediate Reports), 1970.

Tel Aviv, May 29, 2022	Ziv Haft Certified Public Accountants (Isr.) BDO Member Firm				I
Your         Tel Aviv         Jerusalem         Haifa           +972-3-6386868         +972-2-6546200         +972-4-8680600	<b>Beer Sheva</b> +972-77-7784100	<b>Bene Berak</b> +972-73-7145300	<b>Kiryat Shmona</b> +972-77-5054906	<b>Petach Tikva</b> +972-77-7784180	<b>Modiin Ilit</b> +972-8-9744111
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#### Amounts of Assets and Liabilities Included in the Condensed Consolidated Interim Statements of Financial Position Attributed to the Company

	As of March 31		As of December 31
	2022	2021	2021
	<u>(Unaudi</u>	<u>ted)</u> <u>NIS (thousand</u>	(Audited) ls)
Current assets			
Cash	9,655	18,726	24,306
Bank deposits	-	8,340	-
Trade receivables	10,662	12,042	11,842
Accounts receivable	2,960	1,592	1,848
Related company	3,694	3,583	3,817
Accounts receivable – investee companies	14,713	7,926	5,556
Inventory	29,686	22,790	27,492
	71,640	74,999	74,861
Non-current assets			
Restricted bank deposit	-	175	-
Other deposits	97	114	116
Rights-of-use assets	15,315	13,382	15,747
Fixed assets, net	1,867	1,947	1,908
Loan and capital note to investee companies net of liabilities in			
excess of assets attributed thereto	8,622	6,944	7,741
Intangible assets, net	41,374	41,496	41,335
	67,275	64,058	66,847
	138,915	139,057	141,708
(*) reclassified			

Amit Ben Zvi & Haim Shani Joint Chairman of the Board of Directors Amit Harari Chief Executive Officer Itzik Hai Chief Financial Officer

Approved: May 29, 2022

#### Amounts of Assets and Liabilities Included in the Condensed Consolidated Interim Statements Attributed to the Company

	As of March 31		As of December 31
	2022	2021	2021
	(Unaudited)		(Audited)
Current liabilities	<u>1</u>	<u>NIS (thousands</u>	)
Current maturities of bank loans	2,294	6,829	3,129
Accounts payable	21,362	16,396	19,661
Related company	4,894	4,601	4,789
Lease liabilities	1,324	651	1,380
Dividend payable	-	-	10,000
Other payable	15,236	13,438	14,169
	45,110	41,915	53,128
NI CREATE			
Non-current liabilities	0.004	/	
Bank loans	2,661	7,774	3,223
Employee benefit liabilities, net	1,929	1,781	1,929
Lease liabilities	1,545	113	1,842
Warrants for ordinary shares	6,101	5,933	6,022
Deferred taxes	4,822	4,481	4,425
	17,058	20,082	17,451
Equity			
Share capital	428	427	428
Share premium	63,877	63,204	63,877
Capital reserve for adjustments resulting from translation of financial			
statements of foreign activities Capital reserve for share based	(3,090)	(2,693)	(3,260)
payment Treasury shares	748 (7,042)	618 (7,042)	673 (7,042)
Fund in respect of a transaction with the controlling shareholder	104	104	104
Retained earnings	21,722	22,442	16,349
	76,747	77,060	71,129
	138,915	139,057	141,708

#### Income and Expense Amounts Included in the Condensed Consolidated Interim Statements Attributed to the Company

	For the three month period ended on <u>March 31</u> 2022 2021 (Unaudited) <u>NIS (thousands)</u>		For the year ended December <u>31</u> 2021 (Audited)
	<u></u>		
Revenues	17,473	18,988	78,987
Revenue from investee companies	14,623	12,229	50,725
Total revenues	32,096	31,217	129,712
Cost of revenues	19,676	18,182	78,906
Gross profit	12,420	13,035	50,806
Development expenses	1,027	875	4,144
Selling and marketing expenses	3,230	3,259	12,562
General and administrative expenses	2,510	2,509	8,980
General and administrative expenses of investees	168	164	731
Income from operations	5,485	6,228	24,389
Finance income	278	661	-
Finance expenses	260	1,875	3,661
Profit after finance, net	5,503	5,014	20,728
Company's share in profit of investee companies	752	809	2,314
Profit before taxes on income	6,255	5,823	23,042
Taxes on income	882	661	3,843
Profit for the period	5,373	5,162	19,199

#### Income and Expense Amounts Included in the Condensed Consolidated Interim Statements Attributed to the Company

	For the three month period ended on <u>March 31</u> 2022 2021 (Unaudited) <u>NIS, (in thousand</u>		For the year ended December <u>31</u> 2021 (Audited) ds)
Profit for the period	5,373	5,162	19,199
<u>Other comprehensive income (loss) (after</u> <u>tax)</u>			
Items that will not subsequently be reclassified to profit or loss:			
Losses from revaluation of defined benefit plans	-	-	(130)
Amounts that will be reclassified to profit or loss in the future if certain conditions are met:			
Adjustments from the translation of financial statements of foreign operations	170	271	(296)
Other comprehensive income (loss) for the period	170	271	(426)
Total comprehensive income for the period	5,543	5,433	18,773

#### <u>Unitronics (1989) (R"G) Ltd.</u> Cash Flows Amounts Included in the Condensed Consolidated Interim Statements Attributed to the Company

Attributed to the Company				
	For the three month		For the year ended	
	period ended on		December	
	March 31		31	
	2022	2021	2021	
	(Unau	/	(Audited)	
	NIS, (in thousan		ds)	
Cash flows – operating activities:				
Profit for the period attributable to the Company's shareholders	5,373	5,162	19,199	
Adjustments to reconcile net income (loss) tc operating activities (Appendix A)	3,380	5,185_	12,257	
Net cash flows provided by the Company's operating activities	8,753	10,347	31,456	
Net cash flows provided by (used in) operating activities in respect of				
transactions with investees	(9,157)	(205)	2,165	
Cash flows provided by operating activities	<u>(404)</u>	10,142	33,621	
<u>Cash flows – investment activities:</u>				
Investment in fixed assets	(147)	(148)	(702)	
Withdrawal (Investment) of bank deposits	-	(5,895)	2,252	
Withdrawal of restricted cash	-	-	175	
Investment in right-of-use assets	(62)	-	(261)	
Investment in intangible assets Net cash used in investing activities	(2,313)	(1,947)	(8,704)	
Net cash used in investing activities	(2,522)	(7,990)	(7,240)	
Cash flows - financing activities				
Repayment of long-term loans	(1,423)	(1,517)	(9,459)	
Realization of employee options to shares Dividend distribution	-	-	537	
Lease liabilities	(10,000)	-	(10,000)	
	(377)	(417)	(1,537)	
Net cash used in financing activities	(11,800)	(1,934)	(20,459)	
Exchange differences in respect of cash and cash equivalents	75	(370)	(494)	
Change in cash in the period	(14.651)	(152)	5,428	
Cash balance at beginning of the period	24,306	18,878	18,878	
Cash balance at end of the period	9,655	18,726	24,306	
•	0,000	.0,120		

#### <u>Unitronics (1989) (R"G) Ltd.</u> Cash Flows Amounts Included in the Condensed Consolidated Interim Statements Attributed to the Company

	For the three month period ended on March 31 2022 2021 (Unaudited)		For the year ended December 31 2021 (Audited)	
Appendix A	<u>NIS, (</u>	(in thousands	<u>s)</u>	
Adjustments necessary to present the cash flows - current operations				
Income and expenses not involving cash flows:				
Company's share in the profits (losses) of				
investees companies	(752)	(809)	(2,314)	
Depreciation and amortization	2,956	2,793	11,731	
Changes in employee benefit liabilities, net	-	-	(3)	
Share-based compensation	75	50	242	
Changes in deferred taxes Revaluation of cash balances in foreign	397	(302)	(338)	
currency	(75)	370	494	
Revaluation of deposits	-	(194)	(1)	
Revaluation of long-term loans	16	(43)	(342)	
Revaluation of financial assets, net	(231)	(14)	38	
Accrued interest on leases	43	-	39	
Revaluation of warrants for ordinary shares	79	1,676	1,765	
Changes in assets and liabilities:				
Trade receivables, net	1,180	(1,721)	(1,521)	
Increase in accounts receivable	(881)	(461)	(773)	
Increase in inventory	(2,194)	(170)	(4,872)	
Increase in accounts payable				
	1,742	1,020	4,429	
Related companies, net	(42)	33	(13)	
Other payable, net	1,067	2,957	3,696	
	3,380	5,185	12,257	
Appendix B – Additional information with regard	to cash flows for o	current opera	tions	
Cash paid during the period for:				
Interest	64	99	331	
Tax on income	516	464	2,072	
Cash received during the period for:				
Interest	-	-	9	
	=			
<u> Appendix C – Non-cash activities</u>				
Lease agreements		- 8	9 3,629	
Dividend declaration		-	- 10,000	

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

#### Note 1 - General

A. The separate interim financial information of Unitronics (1989) (RG) Ltd. (hereinafter: "the Company") includes financial data from the condensed interim financial statements of the Company, which are attributed to the Company itself as a parent company, and have been prepared in accordance with Regulation 38D of the Securities Regulations (Periodic and Immediate Reports), 1970. The separate interim financial information is to be reviewed in conjunction with the separate financial information of the Company as of December 31, 2021 and the additional material information attached thereto, as well as with the condensed interim financial statements of the Company as of March 31, 2022.

The accounting policy used in preparing the separate interim financial information is consistent with the policy specified in note 2 of the condensed consolidated interim annual financial statements of the Company as of March 31, 2022 (the "Consolidated Interim Financial Statements"), subject to the foregoing and the separate financial information of the Company as of December 31, 2021, with regard to the handling of inter-company transactions.

# <u>Chapter D - Statements by the CEO and CFO of the Corporation for the</u> <u>First Quarter of 2022</u>

- 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, Amit Harari, certify that:

- 1. I have reviewed the quarterly report of UNITRONICS (1989) (R"G) Ltd. ("the corporation") for the first quarter of 2022 ("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.

May 29, 2022

Amit Harari, CEO

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

I, Itzik Hai, 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 first quarter of 2022 (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 mis-representation 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.

May 29, 2022

Itzik Hai, CFO