Unitronics (1989) (R"G) Ltd

Periodic and Annual Report for 2015

The Company is a "Small Company" as defined in the Securities Regulations (Periodic and Immediate Reports), 1970 (hereinafter: the "Regulations"). On March 9, 2014, the Company's Board of Directors adopted the reliefs specified in the Regulations: (1) Annulment of the obligation to publish a report on the internal audit and an auditors' report in respect of the internal audit; (2) Raising the materiality threshold with respect to the attachment of valuations to 20%; (3) Raising the threshold for attaching statements of material consolidated companies to the interim reports to 40%; and (4) Exemption from implementation of the provisions of the Second Schedule of the Regulations (Details on Exposure to Market Risks and Methods of Managing Such Risks).

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Chapter A - Description of the Company's Business (Reg. 8A)

Part I – Description of the general development of the Company's business

1.1 Company's activity and description of its business development

The Company engages in the design, development, manufacture, marketing, sale and support of PLCs (programmable logic controllers) (hereinafter: "**PLCs**"). PLCs are computer-based electronic products (hardware and software) used for command and control of machines performing automated actions, such as production systems and other automated installations in various areas. The Company, directly and through a subsidiary, also provides design, construction and maintenance services within the framework of projects for the automation, computerization and integration of computerized logistics systems, mainly automated warehouses and mechanized distribution centers (Logistics Solutions segment). Also, the Company engages, through wholly owned subsidiaries (and second tier subsidiaries), in the design, development, marketing, production, construction and maintenance of mechanized systems for robotic parking solutions.

The Company was incorporated in August 1989 as a private company according to the Israeli Companies Ordinance (New Version), 5743-1983 (hereinafter: the **"Companies Ordinance"**). In July 1999 the Company became a public company as defined in the Companies Ordinance. In September 1999 the Company first published a prospectus offering its shares to the public in Belgium, subsequent to which its shares were listed for trading on the Euro.NM Belgium stock exchange in Belgium. In 2000, following the establishment of the EuroNext stock exchange in Belgium, trading of the Company's shares was moved to this stock exchange. In May 2004 the Company published a prospectus in Israel according to which shares and other securities of the Company were listed for trading also on the Tel Aviv Stock Exchange (hereinafter: the **"Stock Exchange"**).

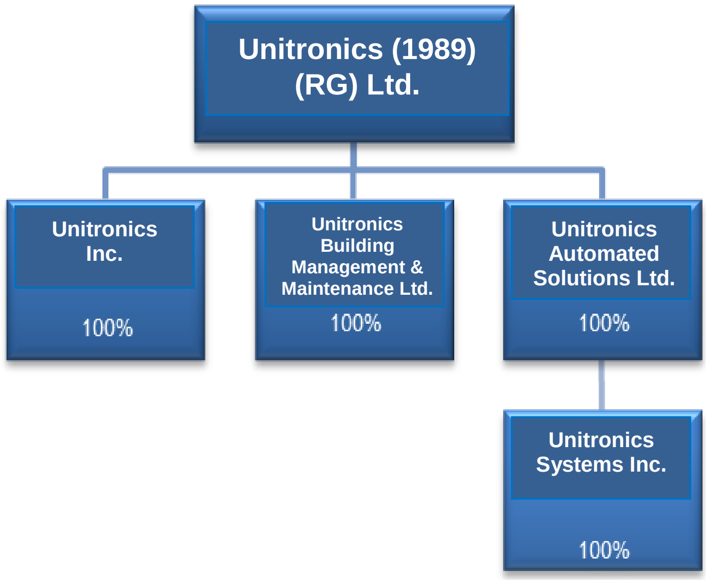
The Company operates mainly from offices and industry buildings in Airport City near the David Ben Gurion Airport (for further details see Section 1.13 below).

1.2 Subsidiaries and holding structure diagram

The Company has three wholly-owned active subsidiaries and one active second tier subsidiary wholly owned by the Company (hereinafter: the "**Subsidiaries**"):
Unitronics Inc., which is incorporated in the United States (Delaware) (hereinafter: "**Unitronics Inc.**") and engages primarily in coordinating and running the Company's product segment marketing and distribution operations in the United States.
Unitronics Building Management & Maintenance (2003) Ltd. (hereinafter: "**Unitronics Management**"), which is primarily engaged in the management and maintenance of the Unitronics Building.
Unitronics Automated Solutions Ltd. (hereinafter: "**Unitronics Solutions**"), which coordinates the Company's robotic parking systems business and logistics solutions business.

Unitronics Systems Inc. (a subsidiary of Unitronics Solutions), which is incorporated in the United States (Delaware) (hereinafter: "**Unitronics Systems**") and engages primarily in the robotic parking systems business in the US and in North America.
For details see section 1.22 below.

Below is a diagram of the holding structure of the Company and its active subsidiaries:



1.3 <u>Operating segments</u>

The Company has three major operating segments as detailed below. In addition, the Company engages in the management and maintenance of the Unitronics Building through Unitronics Management Ltd.

<u>Products segment</u>: Design, development, manufacture, marketing, sale and support of PLCs of various models that incorporate an operating panel (a keyboard and a display) as an integral part of the PLC, and connectivity (including Internet, intranet, and cellular phone communications), as well as external expansion units for the PLCs and software for the PLCs. The PLCs are primarily intended for management of automatic systems including industrial automation, logistics systems, automated parking facilities, for management of production floors and additional auxiliary items.
This activity is carried out by the Company and through Unitronics Inc.
The Company's PLCs and services are marketed and sold in approximately sixty countries (including Israel) throughout Europe, Asia, South and Central America, North America and Africa.

<u>Logistics Solutions segment (formerly – Systems segment)</u>: Services of design, construction and maintenance of computerized storage and/or logistics systems, mainly automated warehouses and computerized distribution centers, including the construction of new systems and/or the upgrading and rendering serviceable of existing systems, and maintenance services for these systems provided through framework arrangements or on a service call basis.

This activity is carried out by the Company and through Unitronics Solutions.
The Company's services in the Logistics Solutions segment are provided mainly to customers in Israel, and in a minority of cases also outside Israel.

Parking Solutions segment: Development, design, marketing, production, construction and maintenance of robotic parking systems, including the construction of new systems and/or the upgrading and rendering serviceable of existing systems, and provision of maintenance services for these systems through framework arrangements or on a service call basis.
This activity is carried out through Unitronics Solutions and through Unitronics Systems.
The Company's services in the Parking Solutions segment are provided mainly to customers in Israel and in the US.

1.4 Investments in the Company's capital and transactions with its shares

During the past two years no investments were made in the capital of the Company, and, to the best of the Company's knowledge, no other material transaction was carried out with the Company's shares by an interested party in the Company.

1.5 Dividend distribution

The Company has neither distributed nor declared the distribution of dividends since it was established.

The balance of distributable earnings under the law as at December 31, 2015 and the date of publication of this report is NIS 12,958 thousand.

On February 23, 2014 the Company's Board of Directors passed a resolution regarding the adoption of a Dividend Distribution Policy as of the date of publication of the Periodic Report for 2013 (for further details see Immediate Report dated February 23, 2014 of an event or matter outside the corporation's ordinary course of business, Reference No. 2014-01-044944, included herein by reference and Note 17 to the consolidated financial statements for 2015 (Chapter C of this Periodic Report).

Based on the earnings for 2015 (not including earnings deriving from asset revaluation) and in accordance with the provisions of the Dividend Policy, the Company may distribute dividends from the earnings for 2015 up to approximately NIS 2 million. The dividend distribution is subject to the decision of the Board of Directors and approval of the general meeting of shareholders of the Company.

The Board of directors of the company decided at its meeting on March 6, 2016 to postpone at this stage the decision to distribute the dividend in light of the Company's business plans as detailed in Sections 1.9.24, 1.10.19 and 1.11.21 below.

Part II – Other Information

1.6 Financial information on the Company's business activities

	For the year ended December 31		
	2015	**2014**	**2013**
	NIS, in thousands		
Revenues:			
Products	109,059	108,442	95,449
Logistics solutions	35,070	37,835	55,096
Parking solutions	14,611	24,641	5,195
Other	409	393	439
Total Revenues*	**159,149**	**171,311**	**156,179**
Segment costs:			
Products – fixed**	35,131	31,787	25,879
Products – variable***	50,071	50,120	49,089
Logistics solutions – fixed**	6,240	7,119	9,913
Logistics solutions – variable***	14,120	25,979	40,181
Parking solutions – fixed**	16,997	11,911	9,297
Parking solutions – variable***	13,372	19,840	3,561
Other– fixed ***	-	-	-
Other– variable***	396	425	414
Total ****	**136,687**	**147,181**	**138,334**
Segment results:			
Products	23,857	26,535	20,482
Logistics solutions	14,710	4,737	5,002
Parking solutions	(16,118)	(7,109)	(7,664)
Other	13	(33)	25
Total	**22,462**	**24,130**	**17,845**
Un-attributable expenses	(9,127)	(10,442)	(8,403)
Profit from ordinary operations*	**13,335**	**13,688**	**9,442**

* Consistent with the financial statements
** Expenses that do not change as a result of changes in the Company's scope of activities
*** Expenses that do change as a result of changes in the Company's scope of activities
**** There are costs shared by the Company's business segments, the distribution index of which is determined by the number of employees in the segment

For details on the assets used by the segments, see Note 25 in the consolidated financial statements for 2015 (Chapter C of this Periodic Report).

For an explanation regarding the developments in each of the aforementioned data, see section 2.2 in Chapter B of this Periodic Report.

1.6.1 Financial information on projects

The following tables list the amount of revenue, direct costs and earnings of the Company from the Logistics Solutions and Parking Solutions segments for the years 2015, 2014 and 2013 as well as other financial information in connection with the Company's projects in these areas.

The tables include projects regarding which binding agreements were signed, with total individual revenues exceeding NIS 1 million that were carried out during 2015. The information for 2015 and the comparative information are with respect to these projects only. The application of the projects (including the comparative figures) varies depending on the date of completion of the projects in each reporting period.

Project revenue and progress (NIS, in thousands) (*)

Segment	Cumulative Revenue Recognized			Expected Revenues at 31.12.15	Total Revenues Actual + Expected
	2015	2014	2013		
Logistics Solutions	189,103	163,065	137,204	9,400	198,503
Parking Solutions	40,396	26,383	4,377	17,686	58,082
Total	229,499	189,448	141,581	27,086	256,585

Segment	Weighted Percentage Progress			Advances Received at 31.12.15	Period Turnover		
	2015	2014	2013		2015	2014	2013
Logistics Solutions	95%	89%	78%	3,288	26,039	25,861	30,868
Parking Solutions	70%	47%	11%	1,968	14,012	22,007	4,377
Total	89%	67%	51%	5,256	40,051	47,868	35,245

Costs and gross profit (NIS, in thousands) (*) (**)

Segment	Cumulative Costs Recognized			Expected Costs at 31.12.15	Total Costs Actual + Expected
	2015	2014	2013		
Logistics Solutions	139,272	129,543	108,716	7,615	146,887
Parking Solutions	35,449	22,105	3,706	15,244	50,693
Total	174,721	151,648	112,422	22,859	197,580

Segment	Cumulative Gross Profit Recognized			Expected Gross Profit	Gross Profit Cumulative + Expected	Gross Profit Percentage (**)		
	2015	2014	2013			2015	2014	2013
Logistics Solutions	49,831	33,552	28,487	1,784	51,615	26%	21%	21%
Parking Solutions	4,947	4,278	671	2,443	7,390	13%	16%	15%
Total	54,778	37,830	29,158	4,227	59,005	23%	20%	21%

(*) The figures are only for projects that are included in the tables
(**) Not including related production overheads

1.7 <u>General environment and impact of external factors on Company's activity</u>

Industrial automation is being implemented in a variety of industries, including process industries (the food, drink, pharmaceuticals, chemical, paper and fuel industries), production systems (production machinery, automated tools), energy production systems (power stations of all kinds), logistics systems (storage, conveying and distribution systems) building control systems (air conditioning, heating, energy control, access control, warning and security systems), transportation systems (vehicles, aviation and shipping, traffic control), automated parking facilities, etc. The Company believes that the need for automation is attributable, among other reasons, to the increasing complexity of industrial processes; the increase in the volumes and types of activities and the information required to manage them; the aspiration to improve the efficiency of processes (optimization) and to increase the availability of resources while implementing safety rules; and the desire to economize on manpower and manual intervention. Automation products are therefore intended to address these needs, including rapid response to the changing needs of the market, simplicity of design and of operation, connectivity to organizational management systems (ERP), high reliability and time between malfunctions (MTBF), high availability, as well as savings and efficiency.

For an analysis of the general environment, as well as general information on areas of activity presented in this report below, the Company relies, *inter alia*, on several sources. These sources include, among others, market studies and articles by Frost & Sullivan (http://www.frost.com), by ARC Advisory Group (http://www.arcweb.com), by IHS Technology (https://technology.ihs.com) (summaries accessible to the public on the website), and by the International Parking Institute (hereinafter: "**IPI**") (http://www.parking.org). Hereinafter, wherever this report relies on the above market studies, this fact will be explicitly stated.

The Company's activity includes, as explained above, the activities of the Products segment, the Logistics Solutions segment and the Parking Solutions segment. The Company's management estimates that these three areas of activity are affected by the growing need for application of automation stemming from the factors explained above – on the one hand, and by the state of the global and local economies and their general impact on the various industries – on the other hand.

Additional trends in the global automation market as reflected in the abovementioned market studies are the economic growth and accelerated industrial development of certain geographic regions of the world, such as China, India and other developing countries, which show increased activity in establishing local production capabilities and enterprises and increasing introduction of automation into such plants.

Notwithstanding the aforesaid, the Company is unable to either estimate or quantify the impact of such developments on the results of its operations. For a discussion of other external factors, including specific market risks and their manner of management, see sections 1.23 below. For a discussion of information concerning the general environment and external factors relevant to each operating segment separately, see sections 1.9, 1.10 and 1.11 below.

Part III – Description of the Company's business by operating segments

1.8 Overview – synergy between the Company's operating segments

The Company engages, as stated above, in three business segments: the Products segment, the Logistics Solutions segment and the Parking Solutions segment. Although the Company operates in each segment separately with regard to policy, decision making, budgets, resources and other inputs, there is synergy between these fields within the Company, as well as an ongoing process of feedback and mutual contribution, primarily in respect of feedback concerning market needs and customers' preferences, technological trends, business opportunities, data on competitors, and other areas. Furthermore, the three segments share the use of multiple infrastructures, as detailed in Part IV below.

1.9 Products segment

1.9.1 Structure of the operating segment and changes therein

The Company's main products are PLCs which integrate, within a single unit, the control components (hardware and software constituting the active part of the PLC, or its "brain") and the interface components (HMI – Human-Machine Interface) intended to allow the operator to control the PLC itself, and through it the instruments controlled and monitored by the PLC, with no prior knowledge of programming required.

1.9.2 Legislative restrictions, regulations and constraints applicable to the operating segment

The manufacture and/or marketing of products in the field of control and automation is subject to various standards in different parts of the world, some of them general in nature intended for the field of electronics and some more specific to the field of control and automation. In this context the relevant standards are mainly EN 61131-2: 2007 that deals with PLC requirements (concerning electromagnetic compatibility and safety aspects), and American and Canadian safety standards (such as the UL/cUL 508 standard and ISA-12.12.01 – Hazardous Locations).

In addition, in recent years the Company has witnessed a growing trend on the part of authorities in both Israel and abroad to legislate regulations designed to protect the environment.

For details regarding compliance of the Company's products with these standards and the Company's assessments in this regard, see sections 1.9.21 and 1.9.22 below.

1.9.3 Changes in the scope of operations and profitability of the segment

According to the Frost & Sullivan Report from January 2014 (hereinafter: the "**Frost & Sullivan Report**"), the global PLCs market was estimated at $10.4 billion in 2013 and is expected to reach $14.6 billion by 2018 (an average growth rate of 7.1% per year).

Most sources similarly identify several trends:

(a) Classification of PLCs by size and properties: The number and type of external devices that can be connected to and controlled by a PLC define its dimensions as:
- Nano PLCs also known as Smart Relays;
- Micro PLCs also known as Compact PLCs;
- Small PLCs and medium PLCs together also known as Modular PLCs;
- Large PLCs also known as High-End Modular PLCs.

As stated in section 1.9.8 below, the Company focuses in the Products field on nano, micro, small and medium PLCs (and does not focus on large PLCS), that have, based on the sources cited above, the highest relative growth rates.

(b) Areas of application: Concurrently with the increasing need for automation as explained above, the global and local economy affect the market, as reflected, *inter alia*, in the different market development rates projected for the coming years in different industrial fields and for different types of customers. The Frost & Sullivan Report estimated that among key industries, the food and beverage industries accounts for approximately 22% of the global industrial PLC market, the motor vehicle industry accounts for 15% and the chemical industries accounts for roughly 13%. According to this report, the growing industries of solar energy, wind-generated energy and other sources of renewable energy are expected to boost sales of industrial PLCs to these sectors. The report also anticipates a growth in sales of industrial PLCs to the motor vehicle industry, the water and wastewater treatment industry, the chemical industry and the food and beverage industry.

(c) Geographic breakdown: A study of the geographical distribution of sales of PLCs around the world in recent years according to the Frost & Sullivan Report shows that, in general, 39% of the sales take place in Asia and the Pacific countries, 37% in Europe, the Middle East and Africa, 17% in North America and 7% in the rest of the world. IHS Technology publications in 2014 show that there is a slowdown in the rate of sales in Asia and the Pacific countries whereas there is a strong growth in the US market in light of the recovery and the overall improvement of the economic situation in the country.

According to the Frost & Sullivan Report, in the past few years the PLC market has displayed steady growth till now, and the various market surveys presented above, indicate forecasts for continued growth in this market and its expansion into additional areas, accompanied by tough competition, which is also expected to grow and expand into different areas. ARC, in its surveys over the years, also has anticipated that the PLCs market will expand beyond the traditional industry clients (factories and car manufacturers) to providers of overall automation solutions that combine the production lines and the data collection systems in the field, to the organizational data and management systems. Pursuant to this, the Company identifies a trend towards increased utilization of decentralized systems based on smaller PLCs – the focus of the Company's activities. In the Company's opinion this trend arises, *inter alia*, from ongoing pressure on prices of PLCs. The above may, in the Company's estimation, cause a decline in profitability for companies engaged in this field (including Unitronics, although the Company is unable to quantify a possible decline in profitability[1]), resulting from a decline in market prices of PLCs.

1.9.4 Technological changes which could have a material impact on the operating segment

The PLC market is characterized by frequent technological developments, introduction of new products and technologies, and changes in market needs and requirements. The developments and innovations in the fields of electronics, communications and computers also influence the control and automation industries, including a trend towards miniaturization of PLCs (smaller units that compete in terms of functionality and price with large units from previous generations), expanded use of communications (between PLCs, and between PLCs and the command computers and organizational systems, and between PLCs and smartphones and tablets – using available and widespread communications technologies such as Ethernet, Internet and cellular communications), and development of convenient, user-friendly interfaces including the use of color screens in various sizes and the use of touch screens as a means of man-machine communication in equipment and machinery. The Company designs its products in accordance with these trends, including miniaturization (down to palm-sized products), incorporation of convenient and user-friendly interfaces (such as different-sized color and touch screens) in the body of the PLC, and built-in communications capabilities as detailed in sections 1.9.8.1 and 1.9.10 below.

[1] The information concerning a possible decline in profitability for companies engaged in the PLC field, including Unitronics, is forward-looking information. The principal facts and data serving as a basis for this information are the data presented in a number of market surveys in the field as detailed in sections 1.7 and 1.9.3 above, and in particular the information regarding the anticipated development of the PLC market as well as the competition in this field and the competitors operating therein, and the Company's estimation regarding a possible decline in PLC market prices. The principal factors which may prevent this information from materializing are market growth rates differing from those anticipated, involvement of the main players in this market in a manner differing from that anticipated, and the development of sub-markets in the PLC field coupled with increased professionalism and focus by various producers on their own special niche areas, which could mitigate potential price drops.

1.9.5 Critical success factors in the operating segment and changes therein

The Company estimates that the primary success factors in the PLC sector include, among others, the availability of a range of products addressing market demand and trends; functional reliability of the products; competitive prices reflecting appropriate cost-benefit ratios; high standard of service and support, promoting image and customer loyalty; and an extensive distribution infrastructure capable of providing an international response.

1.9.6 Main entry and exit barriers in the operating segment and changes therein

The Company estimates that the primary entry barriers to the PLC field include, among others, the duration of the development processes of the technologies underlying the PLCs and the significant time spans and complex penetration processes related to the integration and/or replacement of a PLC in a specific machine or application. The Company estimates there are no material exit barriers from the segment.

1.9.7 Substitutes for the products of the operating segment and changes therein

The field of industrial PLCs includes PLCs manufactured by different companies, as detailed in section 1.9.13 below. By its nature, a programmable industrial controller requires modification and programming actions that are usually performed by the client or an integrator on his behalf, in order to adapt it to the task it is designated for. It is therefore not possible to point out products that constitute an immediate, direct substitute for the Company's products, and in any event the client has to make adjustments, program, and usually also make electric and mechanical adjustments in order to use other PLCs.

1.9.8 Products and services

The Company's main products include PLCs of various series, external expansion units and software programs:

1.9.8.1 PLCs and expansion units

The Company designs, develops, manufactures, markets, sells and supports several series of PLCs. These PLCs are based on a central processing unit (CPU) for computer-embedded industrial systems that coordinate the range of command, control, and communications operations executed by the PLC. The Company's PLCs also incorporate an integral human-machine interface (HMI) component designed to enable the operator to control the PLC itself, and through it the instruments controlled and monitored by the PLC. This interface may differ from one product series to another in its nature and complexity, and it includes a data display (alphanumeric and/or graphic), a programmable keyboard and/or a regular keyboard and/or a touch screen. The PLC communicates with external components (such as the production devices themselves, engines or sensors) by means of built-in physical connections ("sockets" of sorts, similar to phone or computer sockets) intended for data input and output. The input/output capabilities of PLCs (number and type of connectable devices) define their dimensions, as specified in the table below

The PLC's I/O capabilities may be expanded using external expansion units, thereby upgrading its functioning (as detailed below). The Company's PLCs have been designed for compatibility with the different protocols of line and wireless communications, including by means of the Internet (remote control and access, from inside and outside the organization, by means of a computer, with no physical connection), intranet (PLC-PLC communications and/or PLC-computer communications within the organization), and by means of a cellular phone (access to information and/or to means of control without a physical connection and without a computer, using cellular phone infrastructures, e.g. by means of SMS messages or by transmitting files over various telecommunications networks, such as GSM, CDMA, GPRS, CDPD and others). The communications capability of the PLCs is intended to enable tracking, control and monitoring of systems and processes, not only from the site in which the PLC is installed (production floor, logistics warehouse, etc.), but also from other stations, including the management offices or even from outside the organization's premises, thereby providing access to data and/or means of control for different levels in the organization, from production machine operators within the organization, to the organization’s planning and control levels (including raw materials inventory planning, finished products etc.) to the senior management or even people outside the organization. Below are major characteristics which distinguish between the above PLC categories:

Traditional classification	**Nano PLCs**	**Micro PLCs**	**Small PLCs**	**Medium PLCs**
Alternative classification	**Smart Relays**	**Compact PLCs**		**Modular PLCs**
Major relative advantages	Highly compact; low cost; suitable for control and automation of only the most basic tasks	Efficient price/ performance ratio; suitable for control of simple tasks and operation of relatively simple equipment	Larger I/O capacity and stronger supporting software, in a relatively compact package; suitable for command and control of complex automation tasks	Capacity to process large input volumes and control multiple inter-connected automation components
Major industrial applications	Simple industrial automation tasks, scheduled building controls, environmental systems (irrigation, air conditioning, etc.), safety systems	Micro PLCs, small PLCs and medium PLCs are typically used to control simple and complex automation tasks in most industrial applications, including in the automotive, food processing, chemical, pharmaceutical, metals, mining, paper, plastic, conveyance systems, packaging and other industries.		

The Company’s products focus on a range of up to tens of integral I/O points per individual PLC, with the ability to expand by tens to hundreds of additional points (up to 2,000 in the UniStream™ product range), using external expansion units and communications networks.

The main series of PLCs and expansion units manufactured by the Company include alpha numeric nano and micro PLCs (M90 / M91 and Jazz® series) and different-sized graphic PLCs (Samba™, Vision™ and UniStream™ series) with monochromatic or color touch-screens, external expansion and other accessories (such as cables, adapters, etc.).

The Company's PLCs are positioned as advanced technology products among the target audience - control engineers and machine builders. A validation of this is that four different models of the Company's products have been awarded the "Engineers Choice Award" by "Control Engineering" magazine (www.controleng.com). This is an annual contest run by one of the most prestigious magazines in the United States in the field of controllers (with above 140,000 subscribers) during which the readers themselves select products divided into several categories from a list of products launched in the same year. In 2015, for example, a Samba Series PLC was selected as the winner in the "Hardware - Integrated HMI controllers" category.

1.9.8.2 Software

The Company develops and markets, as a package together with its PLCs, software operating programs for PLCs, used to program the operating interfaces of the PLC itself and its operation, as well as the command and control operations of the PLC with respect to the instruments to which it is connected. The Company's main software programs of this type are U90™ and VisiLogic® which serve PLCs from most of the PLC series of the Company and the Company's UniLogic® software which serves PLCs from the UniStream® series only. These software programs operate in the Microsoft Windows environment and are designed to also permit those without professional programming skills to program, in an intuitive and accessible manner, both the operating interface of the PLC itself, at the operator's convenience, and the PLC tasks with respect to the system components in the machine or equipment that the PLC is supposed to control. These software programs enable access to programming tools, including self-design or import of graphic icons, text messages, menus in various formats, and adaptation of the display to the varying conditions of the process being controlled (e.g. changing displays according to progression of manufacturing process along an industrial production line).

In addition, the Company provides programming tools for addressing additional needs, such as reading stored information from the PLC to electronic datasheets, connecting the PLC to communications networks, and remote control. The software package also includes a soft copy of operating instructions, the PLC software programs, documentation of the technical specifications of the product, and associated documentation data.

1.9.8.3 Trends and Changes – Products

The Company's products are mainly focused on the micro and nano PLCs sector. This segment is characterized in the market surveys described above as the market segment with the highest growth rate. At the same time, this market segment is highly competitive and prices of products therein are steadily declining (see also section 1.9.3 above).

The Company invests in the development of new products designed to meet the changing needs of customers in the PLC market. These products replace and are intended to continue replacing the Company's older products and are also intended to open new opportunities and markets for the Company.

1.9.8.4 Services

Services of the Products Department comprise primarily technical support for Company products, and are delivered by a technical support team offering pre-sale support services for purchasing Company products (mainly consulting for customization of products to each customer's specific needs), post-sale training and technical support for assimilating the use of the products and/or troubleshooting. Calls to the support team usually originate from the Company's distributors (see section 1.9.11.2 below), from direct end users and from indirect end users (who purchased the Company's products from distributors in Israel or abroad). These calls are processed by support staff, with the involvement of the Company's lab, development and marketing staff as necessary.

1.9.9 Revenue breakdown and profitability of products and services

The contribution to the Company's profitability by the different series of the Company's major products shows no material difference between that of one series and another. The changes in the profitability of the Company's Products segment in the years 2013, 2014 and 2015, stem largely from changes in the exchange rates of the main sale and raw material purchase currencies against the NIS throughout these years, from different (although not materially different) profit margins of several transactions, coupled with changes in manpower inputs during these periods.

Below are details of the revenues and gross profit rates of the Company in the Products segment for the indicated periods:

	For the year ended December 31		
	2015	**2014**	**2013**
	NIS, in thousands		
Revenue from products (*) (amount and percent from consolidated revenues)	(69%) 109,059	(63%) 108,442	(61%) 95,449
Gross profit (amount and percent)	(43%) 46,601	(43%) 46,885	(39%) 37,498

(*) Company products are sold in volumes of tens of thousands of products each year.

1.9.10 New products

During the reported period, the Company has been engaged, and intends to continue engaging, inter alia, in activities for the development of additional series of controllers and/or new control products and/or expanding the capabilities and functionalities of the current series of controllers, designated to enable the Company to provide to its customers products and capabilities which are not within the existing product range of the Company, and using technologies that allow more advanced performance[2]. These

[2] The information regarding the development of products with dimensions that are not within the Company's existing product range is forward-looking information. The main data serving as a basis in this subject are the Company's development plans, which are based, *inter alia*, on the analysis of market surveys as set forth in sections 1.7 and 1.9.3 above, the analysis of market requirements and customer preferences, as expressed in the Company's firsthand contacts with the markets, technological feasibility, the Company's assessments regarding the costs of the research and development that would be required to finance the execution of the developments, and also the tough competition existing in the industry, as specified in this Report. The main factors which could cause this information not to materialize are the rates of investment that would be required in these operations, which could significantly overrun the Company's budgets in these subjects, limitations in the ability to

products, which are in various stages of development (some of them in the initial stages and others in more advanced stages, about to be launched on the market) are planned to include additional products that will allow for the expansion of the product line to include larger and/or more advanced products.

These development efforts require the allocation of significant resources, primarily in the area of human capital, as well as the study and assimilation of new platforms and technologies. For information on the Company's development expenditures, see section 1.9.16 below.

1.9.10.1 Customers

The direct customers of the Products Department are mainly distributors bound to the Company by distribution agreements (see section 1.9.11 below). The end customers are generally manufacturers of PLC-controlled industrial machines in a range of various industries, including the plastics, textile, vehicle spare parts, food and petrochemical industries and others. These machines are controlled by PLCs and are intended for the automation of defined tasks such as packaging, for specific operations on production lines, etc. The machine manufacturer purchases PLCs suitable for the machine he is producing, installs the Company's PLCs in the machine, and markets it to his customers, who will integrate it in the production line or in other automatic applications that will be controlled and managed by the Company's PLCs. In general, the Company has no direct contact with end customers, who are in direct contact with the various distributors for customization, installation, warranty, and the like.

1.9.10.2 Major Customers – During the reporting period, the Company did not have a major customer in the Products segment.

1.9.10.3 The Company regularly reviews the terms of credit it provides to customers and the effects of extending credit to customers. If necessary, the Company makes specific provisions for debts whose collection is doubtful.

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commercialize these technologies at competitive market prices, or at all, the absence of the development of markets and a consumer culture suited to using the technologies developed, and the superior financial and technological means available to a considerable part of the Company's rivals, and all of the foregoing in addition to the general risks as set forth in section 1.23 above.

1.9.11 Marketing and distribution

The Company's products and services are marketed and sold through the Company's internal marketing network and via Unitronics Inc., as well as through a chain of distributors comprising 165 distributors (of which 100 are in the United States) in about sixty countries (including Israel) across Europe, Asia, South and Central America, North America and Africa. In addition, the Company uses in the United States about 15 Independent Sales Representatives to help in representing the company's products and services in front of the distributors and end customers in the United States.

1.9.11.1 The Company's internal marketing setup: The Company's internal marketing staff coordinates and guides the activity of the Company's network of distributors, on an ongoing basis as well as at central events such as conferences, courses and training sessions held by the Company at its own facilities or at the distributors' facilities. The marketing personnel also maintain direct contact with current and prospective users of the Company's products and services, for the purpose of follow-up and feedback, nurturing customer relations and identifying business opportunities. The Company likewise maintains a technical support team consisting of several employees, each in charge of a desk covering several countries and providing support services prior to and for the purpose of purchasing the Company's products (mainly advice for the customization of products to the specific needs of each applicant) and post-purchase training and technical support for assimilation of products and/or troubleshooting. Inquiries to the support team usually come from the Company's distributors, from direct end users and from indirect end users (who purchased the Company's products from distributors in Israel or abroad). These applications are processed by support staff and, if required, also with the involvement of the Company's development and marketing staff.

1.9.11.2 Distributors: The Company's agreements with its distributors generally confer exclusive distribution rights in defined territories (subject to the Company's right to sell by itself and/or through subsidiaries and/or pursuant to comprehensive agreements for setting up systems), for limited periods (usually one year), renewable subject to meeting specific minimum sales or at the Company's discretion in the event the distributor fails to meet said minimum sales. The distributors purchase Company products based on an annual purchase forecast provided by them in advance, usually according to the Company's price list, and sell them at their own discretionary prices. The Company generally grants its distributors 30 to 90 credit days, and from some requires collateral such as a bank guarantee or letters of credit (except in the United States). These agreements may generally be terminated at any time by a 30 to 90 day notice of either party, and are generally governed by Israeli Law and subject to the jurisdiction of the courts in Tel Aviv and/or to an arbitration mechanism for the settlement of disputes.

The Company does not pay commission to its distributors, and the latter generate their profits from the difference between the purchase price and the selling price to the end customer. The Company suggests a recommended selling price to the distributors, but does not require them to charge these prices. The Distributor is generally required to provide end users with a warranty period of 24 months, backed by the Company's commitment thereof for the same period of time. The Company's distributors may not return products. Under the products' warranty, non-functioning products during the warranty period are either repaired or replaced. It should be noted that in actuality, the quantity of the replaced products is not material (for details on revenue recognition in the Products segment, see Note 2 section (P)(1) to the consolidated financial statements for 2015 (Chapter C of this Periodic Report)).

1.9.11.3 Independent Sales Representatives (hereinafter: "**the reps**"): The Company's agreements with the reps, generally grant the reps exclusive rights in defined territories only in the United States for a limited periods (usually a year) automatically renewable. Generally, these agreements may terminate, at any time by any party, by giving notice 30 to 90 days, and subject to the USA law and the jurisdiction of the courts in Massachusetts and / or arbitration dispute settlement mechanism. The company pays commissions to the reps depending on actual sales made to distributors and end customers in the territory in which the reps have an exclusive agreement.

1.9.11.4 Sales promotion: The Company promotes its sales primarily through: (a) a website (http://www.unitronics.com) for downloading software and other help tools for the Company's products, and for obtaining details about the Company, its products and services; (b) public relations and contact with the market and with current and prospective customers, including updates on innovations and developments at the Company, follow-up of customer satisfaction and/or lessons to be learned and for implementation, and similar activities; (c) marketing and sales aids and activities, including detailed marketing catalogues, regular distribution of product updates and marketing material, use of demonstration kits at the customer's site and training sessions for customers and distributors; (d) participation in national and international trade exhibitions, whether directly or via the Company's distributors, and (e) issuing publications in the professional literature of the industrial PLC sector worldwide.

1.9.12 Order backlog

In general, the order backlog of the Products Department is in line with the nature of activity in this market, which is based primarily on purchases from stock and off-the-shelf from distributors.

Expected revenue recognition period	Product order backlog as of February 29, 2016 (closest possible date to date of this report)	Product order backlog as of December 31, 2015	Product order backlog as of December 31, 2014
	NIS, in thousands		
Q1 2015	---	---	5,028
Q2 2015	---	---	637
Q3 2015	---	---	243
Q4 2015	---	---	2,059
For 2016	---	---	960
Q1 2016	3,230	3,556	---
Q2 2016	1,483	921	---
Q3 2016	613	558	---
Q4 2016	3,439	3,235	---
For 2017	---	---	---
Total	**8,765**	**8,270**	**8,927**

Differences in the reported order backlog for different periods arise from changes in delivery schedules of ordered products on the one hand, and from receipt of new orders on the other hand, all within the ordinary course of the Company's business. The backlog mix, in terms of the main products included, is not indicative, and changes constantly, since it reflects specific demand for particular products based on the pace of consumption of various customers and the requirements of different markets that usually dictate this pace. As already mentioned, the nature of the activity in this market is primarily based on inventory and off-the-shelf purchases[3].

1.9.13 Competition

To the best of the Company's knowledge and based primarily on the Frost & Sullivan Report, over 70% of the global market of industrial PLCs is ruled by six major players and in addition there are over 30 companies with an annual turnover of more than US$ 10 million. One can define three categories of major competitors in the market:

A. Market leaders, usually multinational companies with global operations active in multiple fields, including in the PLC sector. Included in this group are: Mitsubishi Electric Automation Inc., Rockwell Automation / Allen Bradley Company Inc., Siemens AG, Omron Corp., Schneider Electric and GE Intelligent Platforms.

B. Large multinationals dealing primarily in PLCs. Companies included in this group: B&R Industrial Automation, ABB, Yokogawa Corp., Automation Direct/Koyo, Bosch Rexroth AG, Toshiba International Corp., Philips Components and Festo Group.

[3] The information regarding the expected recognition of order backlog revenue is forward-looking information. The data relating to the forecast are an estimate only, relying on past experience and the planned schedules for the different orders. Changes in the basic assumptions leading to this estimate could significantly change the Company's estimate regarding future recognition of order backlog revenue compared to the data shown above.

C. Smaller companies operating in limited geographical regions or dealing in special niche products. This group includes such companies as: Honeywell Safety Management Systems, Kim Controls, Horner Electric APG, and PILZ. In the Company's estimation, its activity in the products segment falls into this category. The Company knows of no other Israeli companies in this category.

The Company knows of no statistical knowledge that can serve as a basis regarding the consumption and/or sales of PLCs in Israel, and thus is unable to assess the size of the local market, its own share in the local market and/or its own share relative to other PLC manufacturers/distributors in Israel. As regards its share in the global market, the Company assesses, based on widely accepted international market studies in the industry, including the ARC and Frost & Sullivan reports, that, its share in the global PLC market stands at below one percent.

The Company competes and intends to continue competing primarily on the basis of the advanced technology integrated into its products, and the cost effectiveness of its products as compared to that of its competitors (including the functionality of its products and their performance, reliability, portability, capacity for integration in existing systems, convenience and ease of installation, operation and maintenance, and the quality of the technical support and customer service provided by the Company).
The Company estimates that its products are positioned mainly as niche products (small products including nano and micro PLCs) that combine integral user interface capabilities and broad communications capabilities – characteristics that are particularly suitable for various decentralized applications and for integration as a control component for manufacturers of small and medium machines. However, there is no certainty that the markets or the existing or prospective customers will regard the Company's products as worthier than those of the competitors. Similarly, there is no certainty that its competitors will not develop products and technology that will render the Company's products obsolete or less competitive.

As mentioned in this section above, the majority of the Company’s competitors are larger and more established companies, with financial and other means which significantly surpass those of the Company, including R&D, marketing and sales resources, as well as a recognized name in the market. These competitors are able to respond before the Company to changing market needs, and also to offer customers more flexible and convenient financing terms than those offered by the Company, thereby limiting the Company’s ability to compete effectively. There is no certainty that the Company will successfully compete in this market, and its competitors may succeed in capturing some of its market share.

1.9.14 Production capacity

The Company manufactures its products primarily through subcontractors. Subcontractors are responsible for most of the PLC component placement, final assembly, testing, calibration and product packaging activities, and in some cases are also responsible for purchasing components (hereinafter: the “**Turnkey Method**”). In addition, the Company itself assembles, using its staff and its facilities in Airport City, a certain portion of the components of the electrical circuits, and for some of the products, it performs the final assembly of the product, its electrical testing, calibration and packaging. The use of subcontractors to carry out the production is also intended to maintain the possibilities for growth and flexibility in view of the high production capacity, using existing subcontractors and the ability to add subcontractors as needed (subject to a learning and assimilation curve). As for production operations within the Company, as of the date of this report most of the production capacity is being utilized, but the Company is able to increase its production capacity for these activities as needed, given the possibility of assigning these tasks to unskilled manpower, which is, therefore, relatively available and requires only a short training period.

1.9.15 Fixed assets, real estate and facilities

The Company has no fixed assets, real estate or facilities specific to the products segment, and it uses its fixed assets, real estate and facilities (including rented space) for its business in three operating segments (for details, see section 1.13 below).

1.9.16 Research and development

For additional details on products and technologies under development, see section 1.9.10 above. Below are the main details concerning sums expended by the Company during the periods detailed below on R&D activities:

	For the year ended December 31		
	2015	**2014**	**2013**
	NIS, in thousands		
Payroll and benefits	10,434	9,741	9,752
Subcontractors	1,576	1,898	1,867
Other expenses	1,937	1,886	2,068
Less capitalized expenses that were recognized as an intangible asset	(10,847)	(10,567)	(10,743)
Total	**3,100**	**2,958**	**2,944**

Overall, the Company spent NIS 13,947 thousand during the reported year (of which NIS 10,847 thousand were recognized as intangible assets) for the development of products and technologies, as specified in section 1.9.10 above. The Company estimates that in 2016, total development expenses in the Products segment will not change materially compared to actual development expenses in this segment in 2015[4].

[4] The information concerning the estimated development expenses in the Products segment is forward-looking information. The principal data which serve as a basis for this information are the Company's development programs which are based, *inter alia,* on analysis of market surveys as detailed in sections 1.7 and 1.9.3 above, analysis of market needs and consumers' preferences as reflected in the Company's direct contacts with the markets, technological feasibility, the Company's estimates regarding R&D costs as well as the Company's estimates with respect to the revenues from this segment. The principal factors which may prevent this information from materializing are the actual revenues from the sale of products in 2015, the investments required for such activity, which may significantly exceed the Company's budgets for such matters; restrictions on the Company's ability to commercialize these technologies at competitive market prices or at all; absence of developed markets and a consumer culture suitable for using the technologies being developed; as well as the superior financial and technological means available to a major portion of the Company's competitors – all this in addition to the general risks outlined in section 1.23 of this report.

From 1992 to 2003, the Chief Scientist at the Ministry of Industry, Trade and Labor (hereinafter: the **"Chief Scientist**") participated in the funding of the Company's R&D programs under the Encouragement of Industrial Research and Development Law, 5744-1984 (hereinafter: the "**R&D Law**"). Subject to the support received for the financing of the Company's R&D plans (for further details see section 1.9.20 in Chapter A of the periodic report for 2012), the Company must comply with the provisions of the R&D Law, and the regulations and rules by virtue thereof, which include paying royalties to the Chief Scientist at a rate of 2% to 5% of sales of products developed with the Chief Scientist's assistance, up to repayment of the total grants (and with respect to grants received starting from January 1999 – plus interest at LIBOR rate); receiving approvals regarding changes in holdings and controlling means in the Company; refraining from overseas manufacturing of products based on technology developed with the assistance of the Chief Scientist, and from the transfer of such technology overseas. Total grants approved for the Company based on the R&D programs amounted to NIS 2,473 thousand in respect of which the Company paid to the Chief Scientist up to December 31, 2015, a total of NIS 420 thousand in royalties. Liabilities recognized in the financial statements in respect of grants received from the Chief Scientist, as of December 31, 2015, totaled NIS 285 thousand, attributable to programs in respect of which, in management's estimation, royalties are likely to be paid. As of the date of this report, the Company has met its obligations to the Chief Scientist.

1.9.17 Intangible assets

As stated, the Company has recognized some expenses relating to the development of its products and technologies (as specified in section 1.9.16 above) as intangible assets. In addition, the Company safeguards its intellectual properties by registering patents, although it believes that in a world of rapid technological changes, its ability to develop and launch new state-of-the art products in a relatively short period of time, facilitates its success and penetration into markets, such that the protection of its intangible assets and intellectual properties is of lesser importance. For details on intangible assets related to this operating segment, see section 1.14 below.

1.9.18 Human capital

As mentioned above, the activity of Company staff is split into segments, with workers employed and involved in all three operating segments of the Company, but with some of the Company employees focusing more on a specific segment (for details see section 1.15 below).

1.9.19 Raw materials, suppliers and subcontractors

1.9.19.1 The Company's products may incorporate about 30-350 mechanical and electronic components, including electronic circuits and their components, keyboards, display screens, and others. About 95% of the components in most of the products are standard (off-the-shelf) products, manufactured in Israel and abroad. Some 5% of the components in most of the Company's products are custom made for it in accordance with a specification and/or plan, mainly plastic casings, keyboards, printed circuit boards (PCBs), various connectors, metal parts, touch screens and specific LCD displays. Although these components are of major importance in Company products, they may be ordered from several suppliers/ manufacturers in Israel and overseas, usually without any need for product adaptations, and consequently, there is no dependence on a single supplier/ manufacturer. Most of the standard components can be purchased from different suppliers who can be replaced without changes in the product, and the Company is not dependent on a single source. However, in some cases (about 4% of off-the-shelf components in most Company products), although they may be purchased from several suppliers, their replacement by new suppliers is liable to cause delays (of several weeks) resulting from the alternative supplier's learning and assimilation curve with respect to the Company's needs. For particular products, where the replacement of a supplier may lead to a longer delay, backup stocks with a 3-4 month supply are maintained (whether they are purchased directly by the Company or for the Company by a subcontractor as part of the turnkey production arrangement), the purchase quantities for these stocks being financially immaterial.

The Company is dependent on several manufacturers which specialize in the production and supply of a small number of items that represent about 1% of the components in most of its products (representing immaterial purchase quantities from a financial standpoint, in the years 2013, 2014 and 2015), although these are off-the-shelf components that include processors and communication components that could be purchased from suppliers in or outside Israel (primarily Infineon, Atmel, WizNet, Lattice Semiconductors and STMicroelectronics). Although such components may be installed in the Company's PLCs even if they are made by other manufacturers, this might involve structural and functional changes and various modifications of the hardware and software that are liable to cause delays and customizing costs. In order to reduce this dependence, the Company enters into annual orders arrangements and in a few cases, into minimum stock retention agreements, with several different suppliers, in order to ensure availability and regular supply of these components. The Company has no sole supplier of raw materials from whom it purchases 10% or more of the annual consolidated cost of its raw materials and subcontracting services.

1.9.19.2 The Company regularly surveys the components' state of supply on the market as well as lead times, in order to identify trends of shortage in due time. As in similar periods in the past when lead times for electronic components have grown longer, if the potential of a future shortage of a specific component is identified, the Company prepares itself by stocking up in advance with components with an increased lead time, by developing alternative acquisition channels, and by updating the suppliers in due time regarding the forecast quantities.

1.9.19.3 The Company generally has no written agreements with suppliers of raw materials, it is not bound by framework arrangements with them (save for annual orders and certain minimum stock retention agreements as detailed below) and it orders materials as needed, on an *ad hoc* basis, generally against purchase orders only. The commercial terms generally applicable to the raw materials suppliers are open credit without guarantees, payment at terms of net 60 EOM (after approval by acceptance control), predefined lead time (sometimes including an option for the Company to change quantities and/or schedules), prices subject to volume discount, delivery and transport at the supplier's expense and the supplier's warranty for replacement of goods, at its expense, in the event of nonconformity or quality problems.

The Company enters into a minimum inventory retention agreement with certain suppliers, pursuant to which the supplier undertakes to keep an inventory at a certain percentage of the Company's annual consumption (adjusted on a quarterly or a monthly basis), exclusively earmarked for supply to the Company at set prices, without any obligation of the Company to purchase inventory. Under these agreements, the Company is obligated, in only a few cases, subject to certain exceptions, to purchase the minimum stock, for amounts that are financially immaterial to the Company, even if not ordered by the end of the agreement period. Several of these agreements are unlimited in time, and the termination of activity thereunder in respect of particular items is subject to prior notice.

1.9.19.4 The Company is party to a non-exclusive agreement (hereinafter in this section: "**the agreement**") with a manufacturing contractor for turnkey work, who is a third party unrelated to the Company or interested parties therein. Under the agreement, the manufacturing contractor serves as a subcontractor for the manufacture and supply of inventory of the Company's turnkey products and/or electronic assemblies. Under the agreement, the manufacturing contractor performs most of the component purchases, placement and assembly followed by the testing and packaging of the finished products, in accordance with the detailed instructions of the Company, and under the supervision of the Company, and in accordance with detailed purchase orders based on periodic forecasts relayed to the manufacturing contractor which are updated regularly. As part of its obligations, the manufacturing contractor provides a 24-month warranty on its work, insures its obligations under the Agreement, while the related intellectual property rights connected with the product are retained by the Company. Payment for the products is based on fixed amounts dependent on the volume of the ordered work and paid on a +30 day basis. The Company is entitled to terminate the agreement, for any reason, by giving 90 days' prior written notice to the manufacturing contractor. Under the agreement with the manufacturing contractor the Company sells raw materials to the manufacturing contractor for the purpose of manufacturing for the Company. For details, see Note 18 to the consolidated financial statements for 2015 (Section C of this Periodic Report).

The Company's payments to the manufacturing contractor accounted for 17% and 14%, in 2015 and 2014, respectively, of the total consolidated expenses of the Company for raw materials and subcontractors during these periods.

The Company is not dependent on certain manufacturing subcontractors and the Company may hire other additional contractors for this purpose. However, the replacement of an existing subcontractor may involve delays arising from the learning curve and the implementation of the Company's needs and/or the use of specific manufacturing production components tailored to the needs of the Company (for example, the molds for the casting of the plastic casings of the PLCs). The Company believes that the replacement of the said subcontractor is not expected to result in additional material costs to the Company.

1.9.20 Working capital

1.9.20.1 Inventory

The Company holds, whether itself or through its production contractors, on an ongoing basis about 70-150 days of components and raw materials inventory to meet forecast requirements. In addition, the Company holds a finished products inventory for supplying current orders for some 45-90 days. The Company's policy is generally to hold a finished products inventory based on actual orders or internal forecasts regularly made and updated by the Company. However, and as necessary, the Company may deviate from this policy, mainly when preparing for extraordinary events or in response to the behavior of raw materials markets in the world (for example, in cases of concern over possible temporary shortages of electronic components throughout the world and/or limited allocations of components by the component manufacturers in certain cases of excess demand). The Company manages the production processes, purchasing of raw materials, raw materials inventory and finished products inventory through a general management software program that concurrently serves the Company's procurement, production, and inventory systems, and this alongside financial management and accounting (ERP – Enterprise Resource Planning). From time to time the Company examines new means of inventory maintenance, with a view to increasing the finished goods inventory held by the Company, and shifting this inventory in some of the markets to sites closer to the distributors, in order to assist the distributors and customers and to make Company products more accessible.

1.9.20.2 Warranty: The Company typically provides a 12-24 month warranty for its products. The Company does not make provisions for warranty due to immateriality (absence of demands and/or demands of insignificant sums).

1.9.21 Environmental issues, risks and management thereof

The Company's activity in this area does not involve environmental risks as the term is defined in Section 28 in the First Schedule to the Securities Regulations (Details of the Prospectus and Draft prospectus – Structure and Form), 5729-1969. However, as stated in section 1.9.2 above, the manufacture and marketing of electronic products is subject in different countries to directives that address the use of certain materials in the manufacture of electronic products and the treatment of electric and electronic equipment waste, including arrangements pertaining to the issue of electronic waste in the EU (the WEEE (Waste Electrical and Electronic Equipment) Directive and the RoHS (Restriction of Hazardous Substances) Directive, which restrict the use of certain substances in electrical and electronic equipment marketed in Europe), as well as legislation in accordance with the provisions of Israeli law (Regulation of the Treatment of Packaging Waste Law and the Law for Environmental Protection for the Environmental Treatment of Electronic Equipment).

So far the Company has not been required to implement the provisions of the WEEE 1 and 2 Directives. Nevertheless, the Company is following the implementation of the directives in the various countries through its distributors, making pinpoint adjustments where required, as well as through professional consultation, participation in conferences and updated professional literature. As of the date of this report, the Company has spent immaterial amounts to comply with the provisions of the directives and does not expect to spend material amounts in the upcoming year for the purpose of compliance with these directives[5]. The Company is unaware of any exposure due to the non-implementation of the WEEE Directives and is unable to quantify this exposure, insofar as it exists.

The Company designs its products in compliance with the aforementioned RoHS Directive of the EU, and has spent immaterial amounts for this purpose; the Company estimates that, as of the date of this report, the Company's products are generally compliant with these provisions. The Company estimates that it does not expect to spend material amounts in the upcoming year and/or in subsequent periods for the purpose of compliance with the requirements of these directives[6].

The Law for the Regulation of Packaging Waste Treatment sets recycling targets according to the type of material and the year of recycling, all regarding manufacturers with product packaging weights that exceed a certain threshold per year. To the best of the Company's knowledge, the total weight of packaging of the packaged products it sells per year does not reach the threshold set by law, and therefore, is not subject to the obligations thereof and the Company has advised the Ministry of Environmental Protection of the aforesaid. The Company will continue to monitor the total weight of packaging of the packaged products it sells each year to ensure compliance with the law.

The Law for Environmental Treatment of Electrical and Electronic Equipment and Batteries, 5772-2012, sets recycling targets according to the year of recycling for importers and manufacturers of electronic equipment. In accordance with this law, the Company recently entered into a contract with a "recognized implementation body" of the Environmental Protection Ministry, which is responsible for the fulfillment of the obligations of manufacturers and importers, as per the provisions of said law. Moreover, the Company is studying the implications of the new law by inquiring with consultants and keeping up with up-to-date professional material. As of the date of

[5] The information concerning Company preparations for complying with the WEEE directive is forward-looking information. The principal data which served as a basis for this information are: developments currently known to the Company regarding the directive's implementation, the technical steps needed for its implementation, and the Company's collaboration with its distributors in this matter. The principal factors which may prevent this information from materializing are the diverse implementations in the various countries, changes to the directive's provisions and/or interpretation or lack of cooperation on the distributors' part in realizing the implementation, and the means necessary for the directive's implementation, for which there is no assurance that they will be available to the Company at all or at the scope required for implementation.

[6] The information concerning Company preparations for complying with the RoHS directive is forward-looking information. The principal data which served as a basis for this information are: the engineering steps in the development and implementation of the directive on which the Company is working as of the date of this report, and the need for continued investments in the R&D expenses, especially with regard to compliance with regulatory requirements, for which there is no assurance that they will be available to the Company at all or in the amounts it needs. The principal factors which may prevent this information from materializing are the diverse implementations in the various countries of the relevant regulatory requirements for each product, completion of the engineering steps needed to complete the implementation, changes to the directive's provisions and/or interpretation, and delays in the compliance of the suppliers of components and arrays with these requirements.

this report, the Company does not expect to spend material amounts in the upcoming year for the purpose of compliance with this law[7].

1.9.22 Standards and Quality Control

The Company operates a lab, equipped with instruments designed to enable the Company to check the proper functioning of its finished products, including their mechanical and operational properties, as well as their software components. This lab maintains contact with other test labs in Israel and abroad.

In accordance with the requirements of the two EU directives dealing with electronic products, EC/2004/108 (a directive pertaining to electromagnetic compliance) and EC/2006/95 (a directive pertaining to safety aspects), the Company's products, which are defined as PLCs, must meet the standards defined in sections 8 and 11 of the EN 61131-2: 2007 standard, which deals with requirements applicable to such products. Pursuant to the provisions of these directives, the Company labels most of its PLCs of the series relevant to these directives with a CE mark, which indicates that the PLCs comply with the requirements of the directive. To the best of the company's knowledge, In April 2016 directives are due to come into effect which will replace the aforementioned two directives and which will apply to products launched in the European market starting from April 20, 2016. These directives will have no effect on products launched before that date, and consequently there is no need to invest in a reexamination of the existing production lines in light of the new requirements. The Company is studying the implications of the new directives for products that will be launched after the said date and as of the date of this report.

Most of the Company's PLCs and their external expansion components also comply with the requirements of American standard UL/cUL 508 standard (safety aspects, including fire, temperature resistance, and electrical safety) and some comply with the requirements of the UL Hazardous Locations ISA 12.12.01 standard (work in a dangerous or explosive environment). Accordingly, the Company labels these products, and products largely based on them, with the UL/cUL mark. In the coming year the American UL/cUL 508 standard is expected to be replaced by the UL/cUL 61010-1 and UL/cUL 601010-2-201 standards. The Company is studying the implications of the new standards and acting to implement them.

Compliance with the above standards may be a binding legal requirement for marketing Company products in some of the Company's target markets, while in other markets it is a market requirement, although not a formal legal requirement. There is no assurance that the Company will successfully comply with requirements imposed on its products for complying with these or other standards should they be required, and failure to comply with such standard requirements could limit the Company's ability to market its products in some of its target markets.

[7] The information concerning Company preparations for complying with the provisions of the Law for Environmental Treatment of Electrical and Electronic Equipment and Batteries is forward-looking information. The principal data which served as a basis for this information are: the contract with the "recognized implementation body" and developments known to the Company today pertaining to the implementation of regulations by virtue of said law. The principal factors which may prevent this information from materializing are changes to the law's provisions and/or interpretation, and delays in the implementation of the collection and recycling processes by the "recognized implementation body" as defined in the law.

The United States Securities and Exchange Commission regulations regarding "conflict minerals," which are designed to reduce the violation of human rights, require public companies listed on American stock exchanges to report the use of certain metals. These regulations are not directly applicable to the Company, however, they might be applicable to some of its customers, and therefore the Company is following developments in this matter and studying the aspects and ramifications of these regulations, inter alia, by consulting with advisers, attending conferences and studying up-to-date professional material. In addition, the Company turned to most of the suppliers and manufacturers in the chain of supply, in order to obtain declarations stating their compliance with these regulations.

As of the date of this report, the Company estimates that it will not spend material amounts over the next year on compliance with the provisions of the standards and regulations detailed above[8].

1.9.23 Business objectives and strategy

The Company aspires to position itself as a world leader in the field of control and automation products, in niches and markets in which its products have added value and a relative advantage. These niches include, among others, the fields of nano and micro PLCs, PLCs incorporating a control panel (including use of color displays, which is becoming prevalent in control panels for many systems), small PLCs incorporating communications and network support capabilities, and PLCs supporting decentralized architecture. In target market segmentation (for further details see sections 1.7 and 1.9.3 above), the most prominent are manufacturers of small and medium machines that require economical, advanced and integrated control solutions, as well as constructors of systems that require solutions for remote control and/or data collection by communications. Criteria for evaluating success in achieving these objectives include, among others, number of installations (PLCs sold) every year, rate of penetration (sales) in new and existing countries and regions, customer satisfaction, percentage of repeat sales to these customers, and overall contribution of the Products segment to the Company's profitability.

In order to realize these objectives, the Company plans to continue improving existing products as well as developing new products, on the basis of continuous analysis of users' needs and market trends, market surveys conducted from time to time, as well as responses from its distributors and customers. There is no assurance regarding the Company's ability to actually improve current products and to develop new products, and this depends, among others, on analysis of market needs and consumer preferences as reflected through the Company's direct contacts with the markets, technological feasibility, cost of potential developments, as well as the strong competition in the segment, as detailed in this report.

8 The information concerning Company preparations for compliance with the "conflict minerals" regulations is forward-looking information. The principal data which served as a basis for this information are: the developments known to the Company today regarding the implementation of the regulations, the technical steps required for their implementation, and the Company's cooperation with its suppliers and manufacturers in this matter. The principal factors which may prevent this information from materializing are: changes in the provisions and/or interpretation of the regulations, and delays in compliance of the component and assembly vendors with these regulations.

The Company further plans to continue developing and strengthening its international marketing infrastructure, *inter alia* through continued supervision and follow-up of the activity of existing distributors, location of new distributors in new territories or where it is necessary to replace an existing distributor, professional training and instruction for distributors on subjects related to the Company's products, and gathering of relevant information. The Company is likewise examining possibilities for expanding its marketing capabilities by means of additional platforms, including strategic collaborations with entities possessing broad marketing capabilities, which it will be possible to harness also for the marketing of some of its products. There is no assurance regarding the Company's ability to strengthen and develop its marketing infrastructure in the Products segment, and this depends, inter alia, on analyses of marketing attributes and markets for Company products conducted by the Company from time to time, and the evolving nature of PLCs as off-the-shelf products and as consumer products, as detailed in this report.

Another element is striving to increase customer satisfaction and loyalty through efforts to sell quality products and backing them up with suitable support and maintenance services.

The Company concurrently plans to continue, from time to time, to examine business opportunities in Israel and worldwide, which would allow expansion of its operations from the financial, marketing and technological aspects. There is no certainty regarding the conditions for the realization of such opportunities and/or whether they will be available to the Company at all.

1.9.24 Development forecast for the coming year

Except for 2013, the Products segment has shown growth in revenue during the past five years. In 2013, there was a slight drop in revenues from the products segment compared to 2012, stemming primarily from an even higher decrease in the rates of the main selling currencies against the NIS, and in 2014 the Product segment returned to a growth in revenue. To continue the growth trend in its operations in the products segment, the Company will be required to continue investing great amounts in R&D and marketing, so as to be able to offer existing and prospective customers more competitive and efficient products, designed to provide a suitable response to those offered by its competitors. However, there is no assurance that making large investments in development and marketing as aforesaid, will increase or maintain the Company's current pace of sales. For details on the Company's estimates regarding development expenses expected in the products segment in 2016, see section 1.9.16 above.

1.10 Logistics Solutions segment

1.10.1 Structure of the segment and changes therein

The Logistics Solutions segment includes the design and construction of automated warehouses, distribution centers with automatic elements (such as an automated warehouse), and conveying systems integrated in the organization's logistics system. This segment has developed considerably in recent years, as part of the overall development trend in supply chain management and the succession of logistics activities from the supplier to the end consumer. An additional reason for the increased demand in this segment in recent years is the need for increased efficiency, both in terms of the methods and means of storage and retrieval, and in terms of the savings in the space and time required for storage and retrieval, which generally accompany the transition to automated logistics systems and distribution centers.

1.10.2 Legislative restrictions, standards and special constraints applicable to the segment

The activities of the Company's Logistics Solutions segment and certain of the components of the systems in the construction of which it engages are designed in accordance with various standards, including standards on the subject of earthquakes, wind resistance, lifting devices, electrical installations, safety standards and transport standards. For further details, see section 1.10.17 below.

1.10.3 Changes in scope of sector operations, its profitability, developments in the segment's markets and changes in the characteristics of its customers

In the Logistics Solutions segment, the Company competes for each project against several companies from Israel and international companies that are leaders in their field. The market in Israel is relatively small and several competitors contending for the few projects executed in this field every year. Economic growth and a relative improvement in the economic situation in Israel, together with the increasing complexity of business activities which the automated logistics systems are designed to handle, are expected, in the Company's opinion, to increase the number of projects carried out in Israel in this area, including the number of projects to be implemented by the Company[9].

The Company's installations base in Israel, which the Company estimates to be wide as compared to its competitors, could assist the Company in providing more efficient service and technical support, and advance its prospects of being chosen to implement new projects of this type in the future.

1.10.4 Technological changes which could have a material impact on the segment

The Logistics Solutions segment, like the Products segment, is also characterized by frequent technological developments, introduction of new products and technologies and changes in market needs and requirements. The developments in the control and automation industry described above also affect conveying equipment and systems, concurrent with developments in the field of motion technologies and materials technologies. The Company is in the process of adapting the systems which it constructs and/or upgrades to the requirements of the market and to the technological changes taking place in it.

1.10.5 Entry/exit barriers and critical success factors in the segment and changes therein

In the Company's opinion, the major entry barriers in the Logistics Solutions segment include the knowledge and experience required for analysis and design of logistics systems within organizations; the duration of sale processes for systems due, among other things, to the conservative nature of the target markets for such systems; complex software systems for warehouse and parking facility management; local operational and engineering ability to support project construction; control technologies for conveying systems within such systems; and the required support and maintenance infrastructure in order to provide the level of service and availability required of such systems. The Company estimates that the major exit barriers in this

[9] The information concerning a possible growth in the number of projects to be implemented in the Logistics Solutions segment in Israel, including the number of projects to be implemented by the Company, is forward-looking information. The principal data which served as a basis for this information are: the assumption that economic growth and a relative improvement in the economic situation in Israel, together with the increasing complexity of the business activities which the automated logistic systems automated parking systems are designed to handle, will impact on the demand in this field. The principal factors which may prevent this information from materializing are: lack of improvement in the economic situation in Israel and/or the world (or insignificant improvement) and/or failure of businesses to make investments, in general, and investments in automated logistic systems, in particular, notwithstanding a relative improvement in the economic situation, *inter alia*, for reasons of cutting expenses and/or changes in inventory maintenance and/or management policy and/or delay or absence of market recognition of the advantage of automated logistic systems. Also, insofar as this information pertains specifically to the Company, other factors may prevent such information from materializing, such as the Company's inability to compete with its rivals, and the other risk factors enumerated in section 1.23 below.

segment are the commitments of companies operating in this sector to complete system construction projects, in accordance with signed contracts, and their commitment to provide service for the constructed systems pursuant to annual service contracts.

The Company estimates that the key success factors in the Logistics Solutions segment include the knowledge and experience accumulated in the area of design and construction of such systems; the range of solutions on offer that meet market needs and trends; the functional reliability of the various components including the software and control systems being offered and the high level of service and support that build-up a reputation and customer loyalty.

1.10.6 Products and services

The Logistics Solutions segment does not include products (other than custom software for management of logistic systems, as explained below), but rather is focused on delivering various services, primarily design, construction and maintenance services as part of automation, computerization and integration projects of automated production and/or logistics systems, mainly automated warehouses and distribution centers (as detailed below).

The Company develops and markets, as a single package, both as an integral component of the logistics systems which it sets up, and as a stand-alone product, warehouse management software which is marketed under the name UniStock™, designed to allow control, command and management of the manual and/or automated warehouse systems (software which is referred to in the industry as Warehouse Management System – WMS), including the management of inventories, orders, issues and distribution, and also the operation and synchronization of the movements of automated conveyance systems and the handling of terminals (software which is referred to in the industry as Material Flow Control – MFC).

The Company also launched a new component, called in the industry "Gateway Connector," which enables connecting the SAP-EWM module (an advanced SAP warehouse management system), and it believes that this can help to increase the potential for expanding activity in SAP-based projects.

These software packages, which operate in the MS Windows environment and which were developed using the DotNet technologies, client–server architecture and/or website interfaces (web-based and also web services) are planned to provide support in several languages (including Hebrew) and to communicate with ERP systems or organizational management or billing systems. These software programs may be installed and applied as is, just like any other application software, without requiring any changes to the software in order to adapt it to any unique needs, however, they may also be customized to meet defined and special needs of each customer.

1.10.6.1 Automated production and/or logistics systems

The main components of these systems include the following: (a) Storage and retrieval components (a mechanical controlled and computerized system, generally comprising dedicated customized cranes installed on dedicated rails, that perform the storage, retrieval and transport tasks); (b) A shelving system installed along either or both sides of the crane rails; (c) Conveying systems for transporting the loads to and from the automated storage system; (d) Material handling systems, designed to perform missions such as sorting, gathering, palleting, etc; (e) High-speed automated gathering systems for small items; (f) Command and control systems for the mechanical components of the system, including PLCs, sensors and control software. Sometimes these components also include infrastructure components, such as foundations, shell, ceiling and other structural elements.

In recent years, these services have usually been provided to customers in Israel (see section 1.10.8 below). The Company generally provides these services as a chief contractor, in projects in which it serves as the integrator of all the system assemblies (shelving, conveyors, cranes, etc.), electrical systems, installation of the PLCs, the software and hardware, under a direct contract with the customer-user. In such cases the Company contracts with subcontractors for the execution of tasks related to the system assemblies, other than the software and PLCs, which are directly handled by the Company. In certain cases the Company operates as a subcontractor for specified tasks only, mainly those related to the management software, the electrical systems and the supply and installation of PLCs in the system for which service is provided.

The Company's services in the Logistics Solutions segment include the design and engineering of the systems, construction of new systems and/or upgrading and servicing of existing systems, up to the stage of commercial operation. After this stage, the Company also offers maintenance services for these systems based on framework agreements or on service calls (where contracting for the provision of maintenance services is separate, and thus the consideration for these services is not part of the consideration for the installation of the systems themselves). In this segment the Company also markets its management software – the UniStock™ (WMS) software programs, which are marketed under user licenses, mainly within the framework of projects for the construction of systems as described in this section.

1.10.6.2 Trends and changes

The Company’s services in the Logistics Solutions segment have in recent years focused mainly on the Israeli market. The Company has no statistical data and/or market studies pertaining to this field in Israel. Based on its recent years’ experience in this market, the Company believes there is a trend of increasing penetration of these technologies into various organizations in Israel, with the growth in the number of automated warehouses and logistics centers reported to have been installed in the Israeli market in recent years providing, in the Company’s estimation, an indication of this trend. The Company estimates that various macroeconomic considerations, including the cost of land, manpower costs, transportation considerations and the distance of the distribution centers from population centers, could strengthen the penetration of automated logistics technologies in the Israeli market. One of the significant characteristics of this activity is the relatively large financial scope of a limited number of orders for what is characterized as one-off services. This creates a high exposure to volatility of sales volumes and profitability in the Logistics Solutions segment (in line with changes in the pace of progress), and in general, to the influence of a relatively small number of projects slated to be implemented at any given time.

There are many companies operating in the automated logistics systems market, some of which do not have independent systems of their own for technical support and customer service (unlike the Company, as detailed below), a factor which helps them to compete with the Company's prices, given the lower cost basis and at times lower profit targets. The combination of these factors could have a detrimental effect on the Company's ability to compete in this sector and could harm the Company's revenues and profits from the Logistics Solutions segment and in general.

The Company is in various stages of exploring possibilities for joining other projects for the construction of automated warehouses in Israel and worldwide, which have not yet matured.

1.10.7 Revenue and profit breakdown

The bulk of the revenues from this activity derive from customers entering with the Company into onetime transactions for the purpose of constructing one system only. The contribution to the profitability of the Company's projects in the Logistics Solutions segment varies from one transaction to another, especially in accordance with the Company's status as a principal contractor (which is usually characterized by a higher financial value and lower profitability, mainly due to the need for subcontractors) or as a subcontractor (which is usually characterized by a lower financial value and higher profitability, mainly due to the use of its own resources), and on the particular technical and functional requirements of each specific transaction, as well as on the results of negotiations with the entities ordering the service in each particular case.

Below are details of the consolidated revenues and gross profit of the Company in the Logistics Solutions segment for the periods indicated:

	For the year ended December 31		
	2015	**2014**	**2013**
	NIS, in thousands		
Logistics solutions (amount and percent from consolidated revenues)	(22%) 35,070	(22%) 37,835	(35%) 55,096
Gross profit (amount and percent)	(43%) 15,299	(15%) 5,559	(11%) 5,907

1.10.8 <u>Customers</u>

The direct customers of the Logistics Solutions segment are generally the end user, in most cases industrial and/or logistics businesses, generally in the private sector (although in a few cases these are customers from the public sector, including the defense forces, government companies or local authorities), that need an automatic warehouse, automatic dispatch systems and/or automatic logistics centers, and which contract with the Company for acquiring a single system. Customers of this segment generally retain the Company's services for designing a single new automatic system and/or constructing a system at the customer's site and to provide services and support for the system after it is handed over for commercial use. In certain cases the Company is retained for the servicing, improvement, upgrading, or enhancement of an existing system at the customer's site (installed by the Company or by third parties).
The Company's services in this segment are currently provided mainly in Israel, to customers from numerous sectors, including food processing, pharmaceuticals, import/export warehouses, logistics centers, etc. In some cases the party contracting with the Company is the chief contractor hired by the end user to integrate an entire system, who subcontracts to the Company to perform specific tasks only, such as the design of the system or the installation of PLCs in the system. The Israeli customers of the Company's Logistics Solutions segment include the Strauss Group, the Israel Electric Corporation, Graffiti, Rafael, Caesarea Electronics, Maman, Teva, Tnuva, MIS, Maadanot, Coca Cola Israel (The Central Bottling Company), Leiman Schlissel, Home Center, Frenkel CD, Shalam Packaging Solutions, Pelephone Communications, Scoop Metals, Colmobile, the Israeli Air Force, the Israel Aircraft Industry, Klil Industries, Clalit Health Services, a Defense Ministry facility, Intel, Milco Industries and others.

The Company's services in this segment are provided pursuant to customer-tailored agreements, and generally include a list of defined and detailed tasks, technical and functional specifications which the system being constructed will be required to meet, timetables (generally ranging from 9 to 18 months for setting up the system, depending on its complexity and other factors, which vary from case to case) and installment payments according to the progress in work. Under these agreements, the Company is generally required to provide guarantees (mostly bank guarantees) to secure performance of its obligations. As of the publication date of the report, the Company provided bank guarantees as aforesaid for a cumulative sum of NIS 5.5 million.

In addition, the Company undertakes to train the customer’s employees to operate the system, and provides a 12-month warranty period for the major components of the system assemblies (or for longer periods subject to the inclusion of the warranty price in the cost of the system), which generally includes an undertaking to start attending to certain malfunctions within predefined timetables, a commitment to provide service against payment at the end of the warranty period, and an undertaking to ensure the availability of spare parts for defined periods.

Major customer: 10% or more of the Company's revenues for the periods detailed below derives from customers ordering automated systems that entered into a one-off transaction with the Company, whose termination, including under the terms stated therein, without being replaced by new customers making purchases on a similar scope, could have a material adverse impact on the Company's revenues.

Below is the pro-rata share of these customers in the revenues of the Logistics Solutions segment and in the Company's total revenues:

	For the year ended December 31					
	2015		**2014**		**2013**	
	% of total revenues					
	From sales of the Logistics Solutions Segment	From total Company Sales	From sales of the Logistics Solutions Segment	From total Company Sales	From sales of the Logistics Solutions Segment	From total Company Sales
Major customer A	46.7%	10.3%	48.8%	10.8%	42%	14.8%

Agreements with major customers: Below are the major terms and conditions of agreements between the Company and major customers, the revenues from which account for 10% or more of the Company's consolidated revenues in the aforementioned periods, in addition to the general terms and conditions applicable to such agreements as stated above:

(a) Major agreement: Pursuant to an agreement signed on May 13, 2012 between the Company and an unrelated third party customer, the Company undertook to design, supply, set up and install an automated logistics system in Israel (hereinafter in this section: "**the Project**"). The Project is valued at NIS 56 million, an amount considered material to the Company and having an impact on the Company's revenues and profits. The payments in this project are made according to progress in the execution of milestones in the Project. The Project was completed in the course of 2015.

To secure the fulfillment of its liabilities under the Project, the Company has undertaken to provide bank guarantees and to an agreed compensation in certain cases, at progressive rates.

The Company recognized revenues from this project in its financial statements based on the percentage of completion method, with the percentage of completion determined based on the completion of engineering stages in the Project.

1.10.9 Marketing and distribution

In the Logistics Solutions segment, in-house marketing and sales teams operate in Israel, comprising a number of employees handling relations with prospective customers, responding to tenders, preparing price proposals, promoting customer relations and locating business opportunities in Israel and overseas.

1.10.10 Order backlog

Selling the services of the Logistics Solutions segment involves a long sales cycle, which requires considerable time and resources, including participation in tenders and presentations, along with other participants, with the services rendered over a period of 9-18 months, depending on system complexity. Below are data on binding agreements for the services of the Logistics Solutions segment that were not yet recognized as revenue in the financial statements for the following periods:

Expected revenue recognition period	Performance agreements in the Logistics Solutions segment as of February 29, 2016 (the closest possible date to date of this report)	Performance agreements in the Logistics Solutions segment as of December 31, 2015	Performance agreements in the Logistics Solutions segment as of December 31, 2014
	NIS, in thousands		
Q1 2015	---	---	7,916
Q2 2015	---	---	3,708
Q3 2015	---	---	3,642
Q4 2015	---	---	2,481
For 2016	---	---	2,908
Q1 2016	4,462	3,170	---
Q2 2016	4,318	3,170	---
Q3 2016	3,601	3,170	---
Q4 2016	3,170	3,171	---
For 2017	---	---	---
Total	**15,551**	**12,681**	**20,655**

Differences in the reported order backlog between 2014 and 2015 stem from the rate of receipt of orders for the execution of new projects in the ordinary course of the Company's business, as well as from changes in milestone schedules of current projects[10].

1.10.11 Competition

The construction of automated logistics systems involves the integration of different disciplines including, among others, mechanical and engineering design, construction (including foundations, shell and other construction components), supply and installation of mechanical conveying systems; design, development and installation of electrical and control systems; design, development, and installation of software systems; and coordination between all the entities that take part in the construction of the system. In the Logistics Solutions segment in Israel, the Company competes with several Israeli and multinational companies that offer services of design, installation, upgrading and maintenance of industrial systems, mainly automated warehouses and logistics systems, including companies such as Dematic, Knapp, Swisslog, SSI Schaefer and System Logistic. In the field of warehouse management software

[10] The information concerning recognition of order backlog revenue is forward-looking information. The data relating to the forecast are an estimate only, relying on past experience and the planned schedules for the different orders. Changes in these basic assumptions leading to this estimate could significantly change the Company’s estimate regarding to recognition of future order backlog revenue compared to the data shown above.

systems the Company has several Israeli competitors, including a company from the Matrix Group and in recent years, local branches of international companies such as RedPrairie, Mantis S.A. and others.

The Company cannot, at the present time, make any assessment regarding the size of the local market and its share therein, nor does it have any statistical data on which to base itself in this matter. At the same time, the Company's customer base in the field of installations in Israel, which the Company estimates as broader relative to its competitors, includes customers in a wide range of sectors. The majority of the Company's competitors are larger and more established companies, whose financial and other resources significantly exceed those of the Company, including R&D, marketing and sales resources, as well as a recognized brand name in the market. These competitors are able to respond ahead of the company to changing market needs, and can even offer customers more flexible and convenient financing terms than those offered by the Company, thereby limiting the Company's ability to compete effectively with its rivals.

There is no certainty that existing or potential markets or customers will regard the Company's services as more worthy than those of the competitors. Similarly, there is no certainty that its competitors will not develop services that will render the Company's services less competitive.

1.10.12 Production capacity

In the Logistics Solutions segment, production capacity is in fact the Company's ability to implement projects on the scope and within the schedule ordered, and is primarily based upon the Company's in-house staff that includes a fixed kernel of skilled employees with experience in this type of project, with the Company hiring and training new employees as necessary, in accordance with agreements for the construction and/or maintenance of systems which are signed from time to time.

The sale processes of projects in this segment take months and sometimes even years. Even after signing the agreement to set up the system, the initial stages are characterized by planning involving engineers from the Company's constant staff. Therefore, the Company usually has sufficient time to prepare for the project's execution stages, which require additional staff. As of the date of this report, the Company uses a large part of this production capacity in relation to existing agreements for the construction of systems.

1.10.13 Fixed assets, real estate and facilities

The Company has no fixed assets, real estate or facilities that are specific to the Logistics Solutions segment, and it makes use of fixed assets, real estate and facilities for its activities in the three segments (for details see Section 1.13 below).

1.10.14 Human capital

The activity of the Company's staff is divided into segments, as explained above, with all employees engaged and involved in the three operating segments, but focusing primarily on matters concerning their own specific segment (for details see Section 1.15 below).

1.10.15 Raw materials, suppliers and subcontractors

For the performance of some of the tasks in accordance with agreements with various customers (mainly the supply and installation of cranes, rails, conveyors and shelving) the Company generally hires subcontractors. The principal terms of the agreements with the subcontractors are, in most cases, an adoption of the Company's commitments under the agreement with the customer (back-to-back), with respect to the system's components supplied by the subcontractor.

In addition, the Company usually links the payment currency and the date of payment of the consideration to the subcontractors to the currency and date on which the Company receives payment from the various customers for the specific component that was supplied by the subcontractor (back-to-back). In other words, the consideration is usually transferred to the subcontractor only after and subject to receipt of the relevant payment from the customer.

In 2014 and 2015 the Company had no major subcontractors in the Logistics Solutions segment.

1.10.16 Working capital

1.10.16.1 Inventory and inventory of works in progress: The Company does not maintain significant inventories in the systems segment. During the performance of a project, an inventory of works in progress is recorded, which reflects the rate of progress of the project relative to actual expenses.

1.10.16.2 Warranty: The Company typically provides a 12-month warranty for major system components in the Logistics Solutions segment.

1.10.17 Standards and quality control

The Company's activities in the Logistics Solutions segment, including in the supply, installation, maintenance, and upgrading of transport systems, automated warehouses and control systems comply with the requirements of ISO 9001, 2008 edition. Certain components of the systems constructed by the Company in this segment are designed in accordance with various applicable standards, including Israeli Standards IS 413 relating to earthquakes, and IS 414 relating to wind resistance (regarding the structure of the warehouse and the shelves array); standards concerning hoisting facilities such as IS 1202 (hoisting facilities – steel cables, for cranes and elevators); and standards pertaining to electrical installations and other safety standards. The compliance of Company-constructed systems with these standards' requirements is generally checked by professional inspectors, independent of the Company, who test each system individually, as part of the processes for completing the system for delivery to the customer. Also in force in Israel are specific standards (F.E.M. standards) for the conveying systems sector, laid down by the European conveying equipment manufacturers association, which address, among other issues, the functionality of facilities and systems.

Compliance with the above standards is a binding legal requirement for marketing Company services in some of the Company's target markets, and in other markets it is a market requirement, although not a formal legal requirement. There is no certainty that the Company will manage to meet the requirements applicable to its services in order to be compliant with these standards or others if called for, and failure to comply with the provisions of said standards could limit the Company's ability to market its services in some of its target markets. As of the date of this report, the Company is unaware of failure to comply with the standards applicable to its systems as described above.

1.10.18 Business objectives and strategy

The Company aims to position itself as a leader in the Logistics Solutions segment mainly in Israel and to expand its activity in this sector abroad. Measurements for evaluating success in achieving these objectives include, *inter alia*, the number of installations (systems built with the Company's participation) each year, the satisfaction of customers and business entities with which the Company interacts, and the overall contribution of the Logistics Solutions segment to the Company's profitability.

In order to achieve these objectives, the Company plans to improve the management and control software for its logistics systems, and to continue developing and improving these products on the basis of continuous analysis of market trends, market surveys conducted from time to time, and responses from customers and business entities with which it interacts. There is no certainty regarding the Company's ability to actually improve existing products and to develop new products in the Logistics Solutions segment, and this depends, among others, on analysis of market needs and consumer preferences as expressed in the Company's firsthand contacts with the markets, technological feasibility, costs of potential developments, as well as the strong competition in the sector, as described in this report.

1.10.19 Forecast for developments in the coming year

In order to enable the continued sales in the Logistics Solutions segment, the Company is required to make substantial investments in marketing, sales promotion and training of staff, which will allow it to offer existing and potential customers more efficient services that can adequately compete with rivaling products.

As part of the Company's preparations for improving operating efficiency in this segment, the Company is acting to consolidate the development, management and operating activities of the Logistics Solutions segment and the Parking Solutions segment. This move is intended to concentrate all the Company's activities in the field of automated systems under a single roof, while both segments continue to engage in their respective activities and to focus on their respective businesses. For details see Section 1.20.6 below.

1.10.20 Environmental protection, environmental risks and management thereof

On the whole, the Company's activity in this segment does not involve environmental risks as the term is defined in Regulation 28 of the First Schedule to the Securities Regulations (Details of Prospectus and Draft Prospectus – Structure and Form), 1969.

However, the Company is sometimes required, as part of its agreements with some of its customers, to build and integrate automated logistic systems which may include, among others, construction aspects ("**projects including construction**"). In these cases, the Company undertakes to comply with requirements pertaining to environmental protection, in accordance with the directives of the Ministry for Environmental Protection, the requirements of local authorities, legislative requirements and the relevant by-laws – in order to receive building permits for the execution of projects including construction for such customers. The Company is also obligated, during the execution of projects including construction, to comply with the requirements of the law and local authorities, with respect to the environmental management of construction sites and the removal of debris and waste from construction sites, and at the end of the project it is required to prove compliance with these environmental requirements to obtain occupancy permits for such customers.

For the execution of construction work in projects that include construction, the Company enters into contracts with subcontractors that engage in construction. The terms of agreements with these subcontractors usually include adopting the Company's undertakings pursuant to the agreement with the customer (back-to-back) in connection with the subcontractors' work, including the treatment of and responsibility for environmental aspects.

As of the date of publication of this report and given the aforesaid, the Company believes that its activity in the Logistics Solutions segment in general, and in projects including construction in particular, the Company is not exposed to environmental risks that have or could have a material impact on it.

1.11 Parking Solutions segment

1.11.1 Structure of the segment and changes therein

The Company's activity in the Parking Solutions segment focuses on robotic and mechanized systems designed to offer efficient and cost-effective parking solutions in the field of parking facilities.

This field is not new around the world; however, as described hereinafter, there has been a global awakening of interest in the field in recent years, with the exponential growth in the number of vehicles, crowded parking conditions in urban areas and soaring land prices. A robotic parking facility is designed to accommodate two to three times the number of parking spaces within the same volume as a conventional self-park, thus saving on current operating costs, while simultaneously improving the driver's personal security and safety and enhancing his driving experience. Automated parking facilities are considered "green" and environment-friendly solutions due to their reduced energy consumption and emission of exhaust gases (the vehicles are conveyed from and returned to the parking space with the engine turned off, without the need for artificial lighting - a factor that reduces the carbon signature of a robotic parking facility), a factor that also impacts this operating segment and its growth.

1.11.2 Legislative restrictions, standards and special constraints affecting the operating segment

In the field of parking solutions there are at present specific Israeli standards which are based on international standards. In addition, activity in this field is subject to general guidelines and standards in different parts of the world, relating to additional areas that are included and/or relevant to the systems segment. For further details see Section 1.11.19 below.

1.11.3 Changes in the scope of activity and profitability of the segment, developments in the segment markets and changes in customer characteristics

The need for vehicle parking solutions has apparently existed since the invention of the motor vehicle. According to the International Organization of Motor Vehicle Manufacturers (OICA), more than 85 million vehicles were manufactured in 2013 alone (an increase over 2012), and forecasts put the number of vehicles manufactured worldwide by 2018 at more than 100 million vehicles per year. Based on indicators for the second quarter of 2015, this threshold has already been crossed (http://www.oica.net/wp-content/uploads//total-sales-2015-Q2.pdf). According to estimates, there are more than 650 million vehicles on the road today (http://oica.net/wp-content/uploads/press-release-press-conference-20120307.pdf and http://www.worldometers.info/cars). The International Parking Institute ("**IPI**") estimates that revenues in the parking industry in the US alone stood at 25 to 30 billion dollars in 2013. Estimates of the number of commercial parking spaces available in the US alone range between 100 million and 750 million.

According to a survey conducted by IPI in 2015 (http://www.parking.org/media/emerging-trends.pdf), the trends that have the biggest impact on the parking industry include: the rise in the integration of technologies and automation to improve efficiency and scale back the operating costs of parking systems, green and sustainable parking solutions; a growing transition toward innovative technologies to improve access, service and security; increasing interest in automated parking systems; and instruction programs offered to entrepreneurs, architects and traffic consultants in various frameworks by international organizations.

Automated and mechanized parking systems have been around for many years. The direct customers of automated parking systems are usually real estate developers who are interested in including an automated parking solution in a real estate project (office buildings, residential buildings or a combination of both), or local authorities seeking to provide parking solutions in their area of jurisdiction, as well as other customers from the private or public sector. Recent years have seen an awakening of interest in this field, due to the trends in the parking industry in general, as noted above, as well as the crowded parking conditions in urban areas, the ever-growing number of vehicles and soaring land prices.

1.11.4 Technological changes that could significantly affect the operating segment

The field of parking solutions is also characterized by frequent technological developments, the introduction of new products and technologies, mechanical innovations enabling more efficient conveyance systems, developments in control technology and robotics, as mentioned above, as well as developments in motion technology and in materials technology. The Company works on the development, design and construction and/or upgrading of parking facilities, according to the requirements and technological changes in the different disciplines. Building a robotic parking facility involves various disciplines, including mechanical and engineering design, construction (including foundations, shell and other building components), planning, production, supply and installation of mechanical and/or robotic conveyance systems, development and installation of electricity and control systems, development and installation of software systems and coordination between all those participating in the construction of the facility.

1.11.5 Entry and exit barriers and critical success factors in the operating segment and changes therein

In the Company's estimation, the main entry barriers to the field of parking solutions include the knowledge and experience required for the analysis and design of parking facilities according to requirements, the duration of sale processes, due in large measure to the conservative nature of the target markets for these facilities (which traditionally are not technology-oriented), the need to interface with existing payment and collection systems, as well as the need for support and maintenance systems to provide the level of service and availability required for such facilities. In the Company's estimation, the main exit barriers are the Company's undertaking to complete parking facility construction projects in accordance with signed agreements and commitments to service the parking facilities built by it in accordance with signed annual service agreements.

In the Company's estimation, key success factors in the field of parking solutions include the knowledge and experience accumulated by the Company in the design and construction of automated logistics systems, as described above, the ability to offer components and solutions that conform to market requirements and trends, the functional reliability of the various components, including the offered software and control systems, and the capacity to build a high-level service and support system.

1.11.6 Products and services

1.11.6.1 Robotic parking facilities

A robotic parking facility is designed to accommodate two to three times the number of parking spaces within the same volume as a conventional self-park, thus saving on current operating costs, while simultaneously improving the driver's personal security and safety and enhancing his driving experience. The parking process in a robotic parking facility (or robotic parking garage) is similar to the storage and retrieval of goods in an automated logistics system (automated warehouse). In a robotic parking facility, the driver drives the vehicle into a parking compartment (or bay) which accepts the vehicle and, after the vehicle occupants have gotten out, transports the vehicle and parks it in the most suitable vacant space available in the facility. Subsequently, upon demand, the system returns the vehicle to a vacant compartment (bay).

Like the automated logistics systems described above, robotic parking systems generally include the following components: (a) conveyance elements (controlled computerized mechanical systems, such as trolleys for horizontal conveyance of the vehicles and lifts for vertical conveyance, which perform the vehicle storage, retrieval and conveyance operations); (b) shelving systems (metal and concrete or another combination of materials) for storage (parking) of the vehicle; (c) entry and exit compartments (or bays) through which the vehicle which is to be parked enters the facility and from which the driver picks up his vehicle; (d) control systems for controlling all of the system's mechanical elements, including regulators, sensors and control software. The components sometimes also include infrastructure elements such as foundations, shell, ceiling and other structural elements.

In this operating segment, the Company focuses on the provision of various services, primarily planning, engineering, construction and maintenance of customized robotic parking facilities. As well, the Company engages in the development, engineering and production of the conveyance, control and software components for these facilities.

Unitronics has developed a proprietary technology which is intended to increase parking density and to enhance the efficiency of the use of parking garages, and it is based on a system of robotic units which have been developed at the company, an array of trolleys and automatic elevators and computer control programs that are intended to allow efficiency in the operation of the robotic systems and the storage time or the retrieval of a vehicle from the parking space in an average of approximately two minutes. The Company believes that the technology which it has developed will make it possible, for the first time, to achieve these advantages at an overall cost which is lower than the cost of conventional parking garages, taking into consideration all of the costs for the developer.

Unitronics believes that the advantages of the system include, among other things: an overall savings in investment, an environmentally friendly system, reduced electricity consumption, the reduction of the emission of pollutants by the vehicles driving around the parking garage, particularly quiet activity, the reduction of the need to dig beneath the groundwater line, the reduction of the maintenance costs and adjusted access for disabled persons for the entire parking garage, in addition, the system is planned to offer convenience and to enhance safety for the drivers using the parking garage.

The Company also develops and markets, as a single suite together with the robotic parking facilities built by it, an Automated Parking Management System (APMS) which enables automatic command, control and management of robotic parking facilities, including management of the admission, parking and delivery of vehicles, as well as operation and synchronization of the movements of automatic conveying systems.

These software packages operate in the Microsoft Windows environment, under client-server architecture and/or Web-based interfaces, and are designed to support multiple languages (including Hebrew) and to communicate with various management or billing systems. These software programs can be installed and implemented as is, like any other application program, without the need for software modifications to accommodate special needs, but it is also possible to adapt them to the specific and unique needs of each customer.

1.11.6.2 Trends and changes

Several years ago, the Company began using its abilities, developments and years of experience in the design, construction and maintenance of complex conveying systems and advanced control systems (implemented in the logistics solutions segment), also in the field of robotic parking facilities. This field calls for tools, methods and systems very much like those required in the field of logistics solutions. In both the fields of logistics solutions and robotic parking facilities, the Company reuses various modules (mechanical modules, control modules and software modules) which are suited to the system's requirements and thus allow the Company to integrate and combine components in the design and construction stages. The continuation of this trend is reflected, *inter alia,* in the Company's restructuring plans as described in Section 1.20.6 below.

As detailed above, the parking solutions segment has been in existence for many years, but recent years have seen an awakening of interest in the field. The Company estimates, based on the trends described above, that various macroeconomic considerations, including the cost of land, manpower costs, transportation and environmental considerations, and the need to improve drivers' welfare, could serve to entrench automated parking technologies worldwide. However, the pace of penetration of automated parking systems and their acceptance by building developers, local authorities and city drivers worldwide is still unknown and the Company is unable at this stage to estimate it.

1.11.7 Segmenting of revenues and profits

The contribution to the Company's profitability from Parking Solutions segment varies from transaction to transaction according to the technical and functional requirements of each particular transaction and the results of negotiations with the customer in each case. Below are details of the Company's consolidated revenues and gross profit in the parking solutions segment for the specified periods:

	Year Ended December 31		
	2015	**2014**	**2013**
	NIS, in thousands		
Parking solutions (amount and percent from consolidated revenues)	(9%) 14,611	(14%) 24,641	(3%) 5,195
Gross profit (amount and percent)	(-41%) (5,965)	(5%) 1,333	(1%) 19

The parking solutions segment had still not attained profitability in the reporting period mainly due to hiring manpower for establishing service department for this operating segment that will provide services for projects delivered to customers on the East Coast and the West Coast in the United States and due to hiring manpower which is ahead of the rate of progress in the projects, in order to increase the production capacity.

1.11.8 Customers

The direct customers in the parking solutions segment are usually real estate developers who are interested in including a robotic parking solution in a real estate project (office buildings, residential buildings or a combination of both) or local authorities seeking to provide parking solutions in their area of jurisdiction, as well as other customers from the private or public sector.

Customers in the Parking Solutions segment usually retain the Company to design and/or build one new robotic parking facility at the customer's site or at a site which is being built by the customer, and to service and support the facility following its delivery for commercial use. In certain cases, the Company is retained to service, improve, upgrade or enhance an existing facility (which was installed by the Company or by third parties) at the customer's site. The customer's services in the field of parking solutions are provided at present mainly in North America (United States) and in Israel, but are also offered to customers in other parts of the world.

The parking facilities that have been and presently are being built by the Company in this field include a municipal parking facility in Hoboken, New Jersey, a parking facility in an integrated office building in Mexico City, a municipal parking facility in West Hollywood, California, a parking facility in a residential complex in Tel Aviv, a parking facility in an integrated residential complex in Hoboken, New Jersey, and additional projects in residential complexes in the Dan Region in Israel.

The Company's services in the Parking Solutions segment are provided pursuant to agreements whose terms vary from case to case, but which generally incorporate a list of defined and detailed tasks, technical and functional specifications which the robotic parking facility that is being constructed will be required to meet (such as capacity and output), timetables (mostly ranging from 8 to 24 months for the planning, production, construction and operation of the robotic parking system, depending on the timetables for the different construction stages, the complexity of the facility and other factors that differ from case to case) and installment payments according to the progress in work. Under these agreements, the Company is generally required to furnish bank guarantees to secure performance of its obligations. At the reporting date, the Company provided bank guarantees as detailed above totaling NIS 18.2 million.

The Company typically provides a 12-24 months warranty for major components of the robotic parking facilities), which generally includes an undertaking to start attending to certain malfunctions within predefined timetables, a commitment to provide service against payment at the end of the warranty period, and an undertaking to ensure the availability of spare parts for defined periods.

Principal customers: The Company has had no principal customer in the parking solutions field during the reporting period.

1.11.9 Marketing and distribution

In the Parking Solutions segment, the Company operates in Israel (within Unitronics Solutions) and in the US (within Unitronics Systems, and from its branches in New Jersey and Los Angeles) and through in-house marketing and sales teams consisting of several employees who handle relations with potential customers, prepare engineering and commercial responses to tenders, draw up price proposals, foster customer relations and locate business opportunities in Israel and the world.

If necessary, marketing activities in certain regions are sometimes carried out with the assistance of independent distributors (finders), who receive a sales commission in the event that their marketing activities mature into a binding commercial agreement between the Company and the customer. The Company's agreements with such distributors confer in some cases exclusive rights to distribute the Company's robotic parking solutions in defined territories, subject to compliance with sales targets and for limited periods (usually one year) renewable subject to meeting specified minimum sales or subject to the Company's discretion in the event that the distributor fails to meet the specified minimum sales.

1.11.10 Order backlog

Sales of services in the Parking Solutions segment involve an extended sales cycle, requiring substantial input of time and resources, including participation in presentations and tenders, alongside other participants, and the services themselves extend over several months and sometimes several years, depending on the complexity of the automated parking facility as well as the permits required for its setup, including building permits. The table below contains data on binding agreements for the Company's services in the Parking Solutions segment for the indicated periods, according to timetables and milestones in the setup of these facilities:

Expected revenue recognition period	Performance agreements in the Parking Solutions segment as of February 29, 2016 (the closest possible date to the date of this report)	Performance agreements in the Parking Solutions segment as of December 31, 2015	Performance agreements in the Parking Solutions segment as of December 31, 2014
	NIS, in thousands		
Q1 2015	---	---	5,994
Q2 2015	---	---	8,443
Q3 2015	---	---	11,494
Q4 2015	---	---	6,873
For 2016	---	---	14,259
Q1 2016	3,818	3,818	---
Q2 2016	4,606	4,606	---
Q3 2016	5,858	3,602	---
Q4 2016	7,385	3,740	---
For 2017	16,508	5,053	---
Total	**38,175**	**20,819**	**47,063**

Differences in the reported order backlog between 2014 and 2015 stem from the rate of receipt of new orders for the construction of robotic parking systems in the ordinary course of the Company's business and from changes in the milestone schedules of current projects[11].

1.11.11 Competition

The Company cannot, at the present time, make any assessment regarding the size of the local and global markets and its share therein, nor does it have any statistical data on which to base itself in this matter. The majority of the Company's competitors are larger and more established companies, whose financial and other resources significantly exceed those of the Company, including R&D, marketing and sales resources, as well as a recognized brand name in the market. These competitors are able to respond ahead of the company to changing market needs, and can even offer customers more flexible and convenient financing terms than those offered by the Company, thereby limiting the Company's ability to compete effectively with its rivals.

The Company's main competitors include companies from the Automation Group, LTV, Wohr, Westfalia and others. The Company competes and plans to continue competing with its rivals, primarily on the basis of the quality and innovation of its products and services versus its rivals' solutions (including product functionality, flexibility and performance, standard of technical support and customer service offered by the Company). Nevertheless, there is no certainty that the markets or existing or prospective customers will regard the Company's services as more worthwhile than those of its competitors. Likewise, there is no certainty that its

[11] The information concerning recognition of order backlog revenue is forward-looking information. The data relating to the forecast are an estimate only, relying on past experience and the planned schedules for the different orders. Changes in these basic assumptions leading to this estimate could significantly change the Company's estimate regarding to recognition of future order backlog revenue compared to the data shown above.

competitors will not offer products and services that make the Company's services less competitive.

1.11.12 Production capacity

Production capacity in the field of parking solutions is essentially the Company's ability to manufacture components for parking systems and to implement projects in this area on the scope and within the times ordered. This capacity is based on in-house teams of the Company, whose number was increased with the establishment of Unitronics Solutions. These teams engage primarily in the design, engineering, development (mechanics, electricity, control and software), manufacture, assembly, installation and management of robotic parking facilities construction projects.

Another operation carried out concurrently is the manufacture of mechanical assemblies by subcontractors. The use of subcontractors for such tasks ensures quality production by contractors specializing in mechanical assembly production processes, and also allows for growth and flexibility, given the high production capacity of the existing subcontractors and the possibility of bringing in more subcontractors as needed (subject to a learning and assimilation curve as detailed below). For further details on subcontractors, see Section 1.11.17 below.

Project selling processes in the field of parking solutions take months, and sometimes even years. Even after signing an agreement for the construction of a system, the initial stages are characterized by planning involving the Company's engineers, which therefore usually allows the Company enough time to prepare for the execution stages in which additional manpower and the use of subcontractors is required.

1.11.13 Fixed assets, real estate and facilities

Until September 2015 the Company rented a building in the Yavne industrial zone in which it concentrated its operations in the Parking Solutions segment. In June 2015 an agreement was signed for the lease of a building in Airport City for the Company's operations in the Parking Solutions and Logistics Solutions segments. Construction work is being carried out in the building to adapt the leased premises to the Company's needs. The Company plans to fully occupy the building during the second quarter of 2016. For details see Section 1.13.4 below. Apart from this, the Company also uses for purposes of this activity the fixed assets, real estate and facilities serving the other areas of activity (for details see Section 1.13.4 below).

1.11.14 Research and development

Below are details of amounts spent by the Company on development activities during the periods specified below:

	Year Ended December 31		
	2015	**2014**	**2013**
	NIS, in thousands		
Payroll and related expenses	7,189	4,733	3,646
Materials and subcontractors	8,070	4,464	2,519
Other expenses	1,185	1,221	1,393
Net of capitalized expenses recognized as an intangible asset	(13,208)	(7,275)	(4,796)
Total	**3,236**	**3,143**	**2,762**

Overall, the Company spent NIS 16,444 thousand during the reporting year (of which NIS 13,208 thousand were recognized as intangible assets) for the development of products and technologies as detailed in Section 1.11.6 above.

The Company foresees a decrease in development activity in this segment involving the development of components (modules, transport elements, software and control elements), due to completion of the development of key components of the robotic parking system[12].

1.11.15 Intangible assets

As stated, the Company recognized a part of the product and technology development expenses (as detailed in Section 1.11.14 above) as intangible assets. In addition, the Company protects its intellectual property through the registration of patents. For details on intangible assets connected with this operating segment, see Section 1.14 below).

1.11.16 Human capital

The Company's activity in the Parking Solutions segment is carried on mainly through Unitronics Solutions, to which the Company provides a range of services in this area, and Unitronics Systems. As noted above, the Company's operations are divided into three segments, with all employees engaged and involved in the three operating segments, but focusing primarily on matters concerning their own specific segment (for details see Section 1.15 below).

[12] The information regarding total anticipated development expenses in the Parking Solutions segment is forward-looking information. This information is drawn primarily from the Company's development plans based, *inter alia*, on an analysis of market needs and consumer preferences, as expressed in the Company's firsthand contacts with the markets, technological feasibility, the Company's assessments of development costs needed to fund development work, as well as Company estimates of anticipated revenues in this segment. Major factors that could prevent this information from materializing are actual revenues generated by Company sales in the Parking Solutions segment in 2016, the amount of the required investments in this activity, which could considerably overrun the Company budgets designated for this purpose, limitations on the ability to commercialize these technologies at competitive market prices or at all, lack of development of markets and consumer culture suited to the use of the developed technologies, the superior financial and technological means available to a substantial part of the Company's competitors, all this in addition to the general risks detailed in Section 1.23 below.

1.11.17 Suppliers and subcontractors

The Company is a party to several nonexclusive agreements with a number of subcontractors for the manufacture of mechanical assemblies, for amounts which are insignificant for the Company. The Company is not bound by any framework arrangement with them, hiring their services according to need and on an ad-hoc basis. The usual trade terms between the Company and the production subcontractors include open credit without guarantees, payment terms: net 60 EOM, and predetermined lead time (weeks or months according to complexity of production).

The Company is not dependent on particular subcontractors for production and can hire for this purpose other additional contractors. Nevertheless, replacing an existing subcontractor with a new one could involve delays stemming from a learning and assimilation curve with respect to the Company's needs and/or use of unique production components customized to the Company's needs. The Company's assessment is that replacing a subcontractor would not result in a significant increase in costs.

1.11.18 Working Capital

1.11.18.1 Inventory: The Company does not keep on hand large amounts of inventory for this operating segment. Nevertheless, at times an inventory of works in progress is recorded on a specific basis, stemming from expenses due to works in progress in this segment (such as transport components manufactured for an ordered system) and generally reflecting progress in project implementation, with data in respect thereof correct on a specific basis as of the reporting date only.

1.11.18.2 Warranty: In this operating segment, the Company generally grants a warranty of 12 months for most of the system

1.11.19 Standards and quality control

In the parking solutions segment there is an Israeli standard, IS5437, which is based on the European standard EN14010. In addition, the parking solutions segment is subject to general directives and standards in different parts of the world, in areas such as construction (standards relating to earthquakes, safety at construction and work sites, local directives, licensing and permits, etc.), mechanical and electrical facilities (standards relating to safety, lift facilities, electrical facilities, conveyance facilities, etc) and transportation (safety standards, local directives, licensing and permits, etc.). The compliance of the Company’s systems with the requirements of these standards is checked by professional inspectors, independent of the Company, who test each system individually, as part of the process for completing the system for delivery to the customer. Apart from the foregoing, the Company is not aware of additional standards in this area.

Compliance with certain standards could be a binding legal requirement for marketing the Company's services in some of the Company's target markets, while in others it may be a market requirement even though there is no formal legal requirement. There is no certainty that the Company will manage to meet the requirements applicable to its services in order to be compliant with these standards or others if called for, and failure to comply with such standard requirements may limit the Company's ability to market its services in some of its target markets.

1.11.20 Goals and business strategy

The Company aims to position itself as a global leader in the area of robotic parking solutions, and to expand its operations in this industry both in Israel and abroad, through the export of its capabilities and technologies. Measurements for the evaluation of success in realizing these goals include, among others, the number of installations (robotic parking systems constructed with its participation) per year in Israel and abroad, quantity and volume of technology sales and management products to customers and other entities outside Israel with which the Company collaborates in its operations in this sector, satisfaction of Company customers and business entities with which it interacts, and the overall contribution of the parking solutions segment to the Company's profitability.

In order to achieve these targets, the Company is acting to continually upgrade its proprietary robotic parking systems, including the electro-mechanical and robotic transport components and the management and control systems, while the Company is examining the possibility of turning some of its activities in this sector into the sales of designated robotic products for this sector (off-the-shelf) without the direct intervention of the Company in the establishment of the projects, based on an ongoing analysis of market trends, as well as the responses of customers and business entities with which it interacts. There is no certainty that the Company will actually be able to improve existing products and develop new ones in the area of parking solutions, this depends, among other things, on an analysis of market needs and customer preferences, as expressed in the Company's firsthand dealings with the markets, technological feasibility, costs of potential developments, as well as the competition in the sector, as described in this annual report.

In addition, the Company is planning to continue developing and bolstering its international marketing setup in the field of robotic parking solutions – at first, primarily in North America and Israel and then in other countries. There is no certainty that the Company will actually be able to develop and bolster its international marketing setup in this segment, this depending, among other things, on analyses of marketing characteristics and attributes of the markets for the Company's services, conducted periodically by the Company, and on the lengthy, complex selling process of these services, as explained in this annual report. At the same time, the Company plans to continue studying from time to time business opportunities in Israel and the world, with a view to expanding its operations financially, technologically and marketing-wise. There is no certainty that the conditions for such opportunities will materialize and/or whether such opportunities will even present themselves to the Company.

The Company is also considering the development of a generic product line based on installed systems that will constitute a suite of off-the-shelf products designed to enable robotic parking solutions. This trend is intended to adjust the Company's activities to the growing market demand for robotic parking solutions.

1.11.21 Development forecast for the coming year

To enable continued sales in the robotic parking sector and in order to increase the production capacity, the Company need to invest great amounts in development, marketing, sales promotion and personnel training, so that it can offer existing and prospective customers products and services designed to provide a suitable solution, which are more competitive and more efficient than those offered by its competitors. In addition, the Company is preparing to establish service department for this segment, which will provide services for projects delivered to customers on the east coast and the west coast in the United States.

According to the Company's assessment, the continued growth in sales and in the scope of production in this sector is likely to improve the gross profitability of this sector beyond the profitability that exists in the parking sector or in the Logistics Solutions segment, and to bring the gross profit close to the profitability that exists in the Product segment. There is no certainty regarding the Company's ability to actually improve existing products and to develop new products in the Parking Solutions sector and, accordingly, to improve the gross profit of this segment[13].

The Company plans to continue its marketing activity and market penetration efforts with respect to robotic parking facilities, with the aim of increasing awareness of the advantages of these parking solutions.

In order to leverage and boost the Company's sales in the Parking Solutions segment, the Company plans to continue directing additional resources to marketing and penetration activities, focusing on specific export markets, with the aim of expanding the scope of its target markets to include operations in this segment, mainly in North America and Israel.[14]

[13] The information regarding the continued growth in sales a possible improvement in the Company's gross profitability in the Parking Solutions sector is forward-looking information. The facts and the main data which served as a basis for the information regarding the continued growth in sales are contacts at various stages with potential customers in the sector. The Company's assessments for improved gross profitability are based on preliminary contacts with subcontractors regarding a reduction in costs due to the switch to serial production. The main factors that could prevent this information from materializing are changes in market requirements and consumer preferences as compared to those demonstrated in the Company's direct contacts with the markets, technological feasibility, costs of potential developments, the quantities that will be sold, the purchasing capacity and cost prices vis-à-vis the subcontractors with whom the Company will contract, and also the competition in the sector as described in this annual report.

[14] The Company's actual ability to succeed in developing and bolstering its marketing setup in the Parking Solutions segment is forward-looking information. The main data serving as a basis for this information are analyses of the marketing characteristics and markets relevant to the Company's services in this segment, conducted periodically by the Company, and the lengthy and complex selling process of these services as described in this report. The principal factors that could prevent this information from materializing are the strong competition in this sector, and the need to find distributors and/or possibilities for collaboration with suitable business entities with ability and experience in this field.

As part of this plan, the Company is acting to consolidate the development, management and operating activities of the Logistics Solutions segment and the Parking Solutions segment, with the aim of exploiting the existing synergy between the segments to generate stronger sales and improve overall operating efficiency. This move is intended to concentrate all the Company's activities in the field of automated systems under a single roof, while both segments continue to engage in their respective activities and to focus on their respective businesses. For details see Section 1.20.6 below.

1.11.22 Environmental protection, environmental risks and management thereof

On the whole, the Company's activity in this segment does not involve environmental risks, as this term is defined in Section 28 of the First Schedule to the Securities Regulations (Details of Prospectus and Draft Prospectus – Structure and Format), 1969.

As of the report publication date and in view of the foregoing, the Company is of the opinion that its activity in the parking solutions segment does not expose it to environmental risks that have or could have a significant impact on it.

1.12 Other activities

The Company has an additional activity, not included in the aforementioned main operating segments, which involves insignificant revenues and investments. This activity by its subsidiary, Unitronics Management, mainly involves maintenance, preservation and management in connection with the use of Unitronics Building (for details of the subsidiary's operations, see Section 1.22.1 below). Below are data on the Company's revenues from the activity of Unitronics Management for the indicated periods:

	For the year ended December 31		
	2015	**2014**	**2013**
	NIS, in thousands		
Revenues from Unitronics Management operations	409	393	439

Part IV – Matters Related to the Company's Overall Operations

1.13 Fixed assets, land, facilities, insurance and liens

The major part of fixed assets used by the Company is as set out below:

1.13.1 Unitronics Building – lease from the Israel Land Administration: The Company has capitalized leasing rights (91%) for forty nine years (plus an extension option for an additional forty nine years) under lease agreements dated April 16, 2008, in the ground floor (including basement) and the first floor with a floor area of 1,295 sq.m, and 841 sq.m attached yard area (hereinafter: "**the Company's rights**"), of a building known as "**Unitronics Building**." the address of which is Airport City, P.O. Box 300, Ben Gurion Airport, 70100, Israel (hereinafter: "**the Company's rights in Unitronics Building**"). The Company's rights in the Unitronics Building also known as block 27 parcel 6832, registered in the Condominium Buildings Register in the Land Registration Bureau. The Company also acquired rights to an additional lot of 1,000 sq.m adjacent to Unitronics Building, serving as a parking lot for the Company's employees and visitors (hereinafter: "**the parking lot**").

The Company's rights in Unitronics Building serve as collateral to secure the financing for the acquisition of its rights in the Unitronics Building together with additional financing provided to the Company, all as set forth below in Section 1.17 of this report. The balance of the amortized cost of the Company's floors as of December 31, 2015 amounted to NIS 15,080 thousand. For its current operations, the Company uses the entire space on the Company floors at Unitronics Building. The other floors at Unitronics Building (floors 2-4) (hereinafter: "**the private floors**") are leased from ILA by a company controlled by Mr. Haim Shani, the Company's controlling shareholder, Chairman of the Board and CEO, and his wife Mrs. Bareket Shani (hereinafter: "**the lessor**"), and are leased to third parties, except for 1,106 sq.m leased to the Company (as set forth below in Section 1.13.2 below). The rights in the private floors were acquired about one month prior to the acquisition of the Company's rights in the Company floors, under a separate agreement, unrelated to the Company or to the agreement whereby the Company acquired its rights in the Company floors, at a price per square meter using the same pricing basis as used by the Company to acquire its rights.

1.13.2 Unitronics Building – lease from the controlling shareholder: In addition to the Company floors, which are used in their entirety by the Company, the Company also leases from a company owned by its controlling shareholder space on the private floors, based on its variable needs from time to time, at the same terms under which space is leased on the private floors to third parties, which also reflect lease terms prevailing at Airport City in general. As at the date of this report the lease ends August 1, 2018, subject to the Company's right to end the lease at any time with prior notice of three months, according to the decision of the Company's Audit Committee. Under these lease terms the Company leases 1,106 sq.m of office space at Unitronics Building, as well as 30 parking spaces. Under the terms of the lease agreement, the rent is set at NIS 74 per sq.m per month, linked to the CPI of June 2009 (plus management fees payable to ACL at NIS 4.5 per sq.m per month, linked to the CPI of October 1999, and management fees at NIS 12.96 per sq.m per month, linked to the CPI of March 2015, payable to Unitronics Management, which provides management and maintenance services for Unitronics Building). The rent for the parking spaces is NIS 350 per parking space, linked to the CPI of June 2009. Total cost of the lease for the Company under the lease agreement is approximately NIS 124,000 per month (according to the linkage terms detailed above). For further details on the approval of the lease agreement between the Company and its controlling shareholders, see Section 4.6.2 in Chapter D of this Periodic Report.

1.13.3 The Company rented from a third party unrelated to the Company and/or to interested parties therein (hereinafter in this section: "**the lessor**") a building in the Yavne industrial zone with a total area of 2,100 sq.m (hereinafter in this section: "**the leased property**"), in consideration for monthly rent of NIS 51,450 (not including VAT and linkage to the CPI), valid from January 1, 2014 until June 30, 2015. The lease agreement was extended until September 30, 2015, and it terminated on that date.

1.13.4 In June 2015 the Company signed a lease agreement (hereinafter in this section: "**the agreement**") with a third party unrelated to the Company and/or to interested parties therein (hereinafter in this section: "**the lessor**"), in connection with part of a building in Airport City with a total area of 3,413 sq.m as well as 47 parking spaces (hereinafter in this section: "**the leased premises**"), in consideration for monthly rent of NIS 40 per sq.m during the first two and a half years of the agreement and NIS 42 per sq.m for the remainder of the lease period (plus management fees of NIS 6 per sq.m) (excluding VAT and linkage to the CPI) and NIS 300 per parking space. Under the agreement, the leased premises were placed at the Company's disposal starting from August 2015 for construction works to adapt the building to the Company's needs, and the Company is paying rent on the building since January 2016. The lease agreement is effective from June 1, 2015 to December 31, 2020 with an extension option for a further five years subject to the terms stipulated in the agreement. The leased area primarily serves the Parking Solutions segment and the Logistics Solutions segment.

1.13.5 Under an agreement with a lessee unrelated to the Company or to its controlling shareholder, as of August 8, 2010 the Company rented a warehouse with an area of 500 sq.m. The Company paid the lessor rent in an insignificant amount of NIS 105 thousand per year. This warehouse was used by the Company for storage of components related to the Products segment. This lease agreement was terminated on December 31, 2015.

1.13.6 <u>Unitronics Inc.</u>: The subsidiary Unitronics Inc. leases from a third party unrelated to the Company and/or to interested parties therein office space in Quincy, near Boston, MA with a total area of 2,363 square feet (219 sq.m), leased until September 2016 at annual rent of $58,000.

1.13.7 <u>Unitronics Systems</u>: The second-tier subsidiary Unitronics Systems leases from a third party unrelated to the Company and/or to interested parties therein office space in Fort Lee, NJ with a total area of 1,400 square feet (130 sq.m) at annual rent of US$39,000. The lease agreement was terminated on October 31, 2015. The second-tier subsidiary is continuing to lease the office space on a monthly basis at the same terms.

1.13.8 <u>Systems</u>

The Company has an automated warehouse operating at its facilities in Unitronics Building at Airport City.

The Company has installed an ERP (Enterprise Resource Planning) system used concurrently by the purchasing, production and inventory departments of the Company as well as financial management and accounting, customer relations and order management, project management, service and maintenance management, etc. The Company has licenses of unlimited duration to use this software without any payment (other than payments made in connection with the installation and customization of the software to Company needs, and additional payments in case of additional users and/or upgrades).

1.13.9 Insurance

The Company and its subsidiaries in Israel (except for the subsidiaries in the US – see Section 1.13.9.6 below) are insured under an insurance policy which, in the Company's opinion, provides it with adequate insurance coverage, as follows:

1.13.9.1 Property insurance

The Company carries extended fire insurance, providing insurance coverage against accepted fire insurance risks, including earthquake and other natural disasters, burglary as well as an extension for "Money All Risks" insurance cover.

1.13.9.2 Consequential damage insurance

The Company carries consequential damage insurance, which defines fixed expenses and net income, plus miscellaneous expenses and an indemnity period of 9 months.

1.13.9.3 Third party insurance

The Company carries liability insurance for bodily injury and/or property damage to third parties, with coverage of up to $5,000,000 per event and in all for injuries/damages liable to be incurred during the insurance period.

1.13.9.4 Officers liability insurance

For details, see Section 4.5.8 in Chapter D of this Periodic Report.

1.13.9.5 Combined professional and product liability insurance

The Company has combined professional and product liability insurance with a limit of liability of US$ 10 million per event and in all.

1.13.9.6 Insurance of subsidiaries in the US

The US subsidiaries (Unitronics Inc. and Unitronics Systems) carry separate insurance coverage from that of the Company. This insurance includes, among others, office contents insurance for $300,000; general liability insurance for a limit of liability of $1,000,000 per event and $2,000,000 in all; employer's liability and employee's compensation insurance for NIS 1,000,000 in respect of accidental bodily injury, $1,000,000 per employee in respect of bodily injury caused by illness, and $1,000,000 in all in respect of bodily injury caused by illness, total limit of liability up to $1,000,000; product liability insurance in an amount of $2 million per event and in all; umbrella insurance in an amount of $10 million per event and in all; professional liability insurance (architects and engineers) in an amount of $2 million per event and in all; and also extended liability in respect of bodily injury and/or property damage from vehicles owned and/or leased by the Company in the US, in an amount of $1 million per event and in all for the insurance period.

1.13.9.7 Other miscellaneous insurance

The Company also carries other miscellaneous insurance, including contractor insurance, employer's liability insurance, employee fidelity insurance, combined product liability and professional liability insurance, import/export shipment insurance, mechanical breakdown insurance, electronic equipment insurance, terrorism insurance and goods-in-transit insurance.

1.13.9.8 In management's opinion, the Company is not underinsured and its insurance conditions are consistent with those of companies of similar type and size.

1.13.10 Charges

For details on charges see Section 1.17 below.

1.13.11 Geographical regions

For data on Company operations and noncurrent assets related to overall Company operations by geographical regions, see Note 25 to the consolidated financial statements for 2015 (Chapter C of this Periodic Report).

1.14 Intangible assets

1.14.1 General: The Company claims copyright and rights to use technologies, know-how and trade secrets (for patents and trademarks, see below).

The Company protects its trade secrets and intellectual property mainly by means of nondisclosure agreements with employees, consultants and some customers, as well as through the registration of patents and trademarks and through patent, design and trademark applications. There is no certainty that these means can provide adequate protection, and they may not protect the Company against competing developments carried out independently by third parties.

1.14.2 Patents and patent applications

The Company has a registered patent in the US on certain aspects of its WilCo™ technology, another patent relating to the IO units connection as well as two registered patents in the US on certain control and management features of automated (robotic) parking systems.

In recent years the Company has also filed various patent applications in respect of certain technological features developed by it in connection with the Company's operations, involving automated parking systems. These applications were filed in the US, China and Europe. The knowledge accumulated in the field of automated parking systems and the patents in this field are owned by Unitronics Solutions which manufactures the relevant equipment. As of the date of this report, no patents were granted pursuant to these applications.

The Company estimates that actual registration of a patent could take from three to five years. At the same time, there is no certainty that patents applied for by the Company will be recognized as innovations or granted within the aforementioned timeframe.

The Company also owns several design patents registered in the US, Israel and with the European Patent Office, on controllers developed and manufactured by the Company.

1.14.3 Trademark registration

The name Unitronics and the Company logo are registered trademarks in Israel, Europe and the US.

Over the years, the Company has filed and continues to file applications with the Patent and Trademark Office in North America and in Europe and with the Patent Registrar in Israel to register trademarks on various names, logos and designs used for the Company's different product ranges. From time to time, the Company files additional applications with the USPTO and with the Patent Registrar in Israel for the registration of various trademarks; there is no certainty that these applications will be granted.

1.14.4 Internet domain names

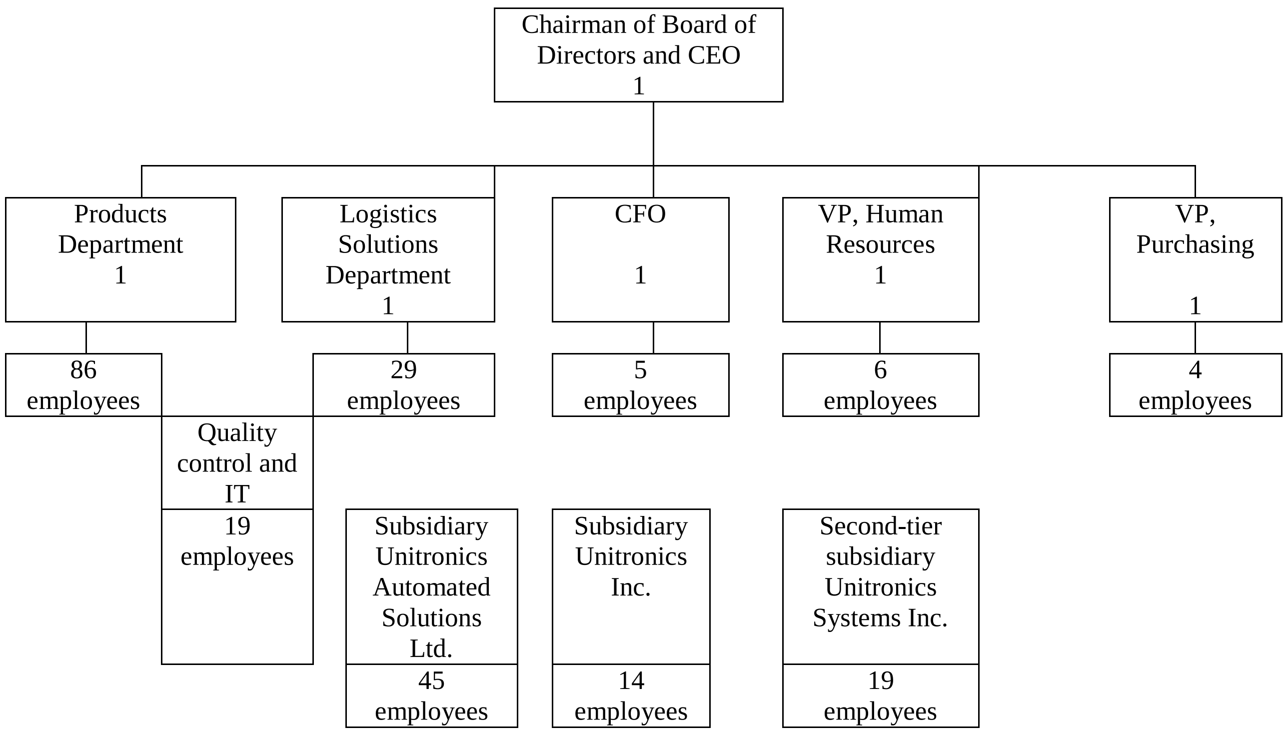
The Company has acquired rights to use domain names (including domain names with various country TLDs) in which it presents information about the Company, its products and related matters. The Company uses these names as addresses for websites used for communicating with existing and potential customers. As customary, the Company is entitled to continue making exclusive use of these websites, subject to payment of annual usage fees (in insignificant amounts) to the company providing website maintenance.

1.14.5 For details on the Company's investments in its intellectual property, see Note 9 to the consolidated financial statements for 2015 (Chapter C of this Periodic Report).

1.15 <u>Human resources</u>

1.15.1 Organizational structure: The Company's controlling shareholder, Mr. Haim Shani, serves as Company Chairman and CEO. Several senior professional executives report to the CEO, as per the chart below, in charge of professional operations, finance and human resources. The Company's commercial operations are carried out by the Product Department and the System Department, each headed by a senior professional executive or executive team, reporting to the CEO, as well as through its active subsidiaries and second-tier subsidiaries.

The Company's organizational chart and staff headcount as of the date of this report are as follows:



(*) Regarding the Company acts to consolidate the development, management and operating activities of the Logistics Solutions segment and the Parking Solutions segment, see section 1.20.6 below.

1.15.2. Company staff and composition: As of the publication date of this report, the Company and its subsidiaries (in Israel and abroad) have a staff of 233 employees, as set out in the diagram above.

The breakdown of employees of the Company and its subsidiaries in Israel by occupation on the relevant dates was as follows:

Occupation	Staff headcount			
	Close to the report date (February 29, 2016)	**December 31, 2015**	**December 31, 2014**	**December 31, 2013**
Sales and Marketing	14	12	18	16
Research and development	61	65	54	60
Administration	22	22	16	18
Manufacturing, logistics and quality assurance	53	55	56	51
Integration and support	50	50	47	60
Total	**200**	**204**	**191**	**205**

The number of employees in subsidiaries and second-tier subsidiaries:

	December 31, 2015	**December 31, 2014**	**December 31, 2013**
Unitronics Inc.	15	14	9
Unitronics Solutions	47	32	28
Unitronics Systems	17	10	5
Unitronics Management	-	-	-
Total	**79**	**56**	**42**

In 2015, there were no significant changes in the Company's staff in the different segments, as setout above except for that illustrated in the above table in this section.

1.15.3 Terms of employment: Most Company employees are employed under written, personal employment contracts which include customary undertakings with regard to nondisclosure, noncompetition and safeguarding of Company intellectual property. The Company's liabilities for employee termination benefits are partially covered by contributions to senior-employee insurance policies and pension funds. An appropriate provision was made in the Company's financial statements for the balance of liabilities for employee termination benefits not covered by such contributions.

Labor relations at the Company are not subject to any specific collective bargaining agreements, including the general collective agreement for metal, electricity and electronics employees and the extension order applying to that agreement.

The Company has no stock option plan for employees. Stock options are granted, if granted, by the Board of Directors of the Company, based on recommendations made by management, subject to the Company's compensation policy.

1.15.4 Officers and senior management

Senior officers are employed by the Company under personal employment agreement or under management and/or consulting agreements, and their terms of employment are subject to the Company's compensation policy. The terms of employment of officers who have employer-employee relations with the Company include, among others, a monthly salary, contributions to a pension fund and/or senior-employee insurance policy, contributions to a study fund, entitlement to annual vacation and convalescence pay, reimbursement of expenses and provision of company car. In addition, Company employees sign a nondisclosure and noncompetition undertaking. Said employment agreements (except for those of Mr. Haim Shani and Mrs. Bareket Shani) are for an unlimited period, with each party entitled to terminate the agreement by prior notice. Senior officers of the Company are also insured under a directors and officers professional liability insurance policy.

In 2013, the Company adopted a Company officers' compensation policy pursuant to Amendment No. 20 to the Companies Law. For details see Section 4.5.2 in Chapter D of this Periodic Report.

For details on the terms of employment of the Company's senior officers, see Section 4.5 in Chapter D of this Periodic Report.

1.15.5 The Company’s investment in training and practice

The Company provides in-house training for staff of the different departments, primarily in the field of work safety. This training is given by the Company's Chief Safety Officer at the Company's facilities, as part of his job duties and within the cost of his salary. As part of its international marketing operations and support for its distributors, the Company also holds conferences and provides professional training for distributors and regional sales staff.

1.16 Investments

As of the date of this report and in the relevant reporting periods, the Company had no investments in investees, partnerships and ventures other than its subsidiaries.

1.17 Financing

1.17.1. Company operations are financed using the Company's own equity as well as external financing sources. The Company's external financing sources are as follows:

Credit type	As of December 31, 2015			As of December 31, 2014		
	Credit amount, NIS, in thousands	Interest rate	Effective interest rate	Credit amount, NIS, in thousands	Interest rate	Effective interest rate
Long-term bank credit (USD)	852 (*)	LIBOR+ 2.02%	LIBOR+ 2.02%	1,273	LIBOR+ 2.02%	LIBOR+ 2.02%
Long-term bank credit (EUR)	4,146 (*)	LIBOR+ 2.02%-3.41%	LIBOR+ 2.02%-3.41%	6,103	LIBOR+ 2.02%-3.41%	LIBOR+ 2.02%-3.41%
Debentures (Series 4) (CPI-linked)	46,063	CPI+ 5.4%	CPI+ 6.25%	52,930	CPI+ 5.4%	CPI+ 6.25%
Debentures (Series 5) (unlinked)	34,950	5.8%	6.59%	38,761	5.8%	6.59%

(*) The loans were provided to the Company by Bank Leumi Le-Israel Ltd. (hereinafter: "**Bank Leumi**") on December 29, 2005 (a loan for EUR 1,015,000 and a loan for USD 1,200,000), in connection with lease rights in Unitronics Building (for further details see Section 1.13.1 above) and on July 6, 2011 (a loan for EUR 1 million) in connection with the purchase of real estate in Tirat Yehuda in the Modiin District Industrial area which was sold in 2014. On May 1, 2008, the Company signed a deed of pledge and assignment of contractual rights by way of charge to Bank Leumi, as security for the loans from Bank Leumi (which were provided to the Company in 2005). Further thereto, on May 1, 2008 two first pledges were created on the contractual lease rights under the lease agreements signed between the Israel Lands Administration and the Company, which were registered on June 16, 2008. On January 2015 pledges on the rights of the Company in the Unitronics Building were recorded in the Land Registration Bureau to secure the aforesaid three loans. Under the terms of the loans, the loans are repayable over 12-14 years, with the addition of interest at LIBOR + 2.02% to 3.41%.

There are no charges on the Company's investment portfolios.

As of December 31, 2015, the Company has current credit facilities (excluding credit for financing the acquisition of the Company's rights in the Company floors and in capitalized lease rights in a real estate property, as described above), totaling NIS 29.1 million – primarily in connection with the provision of bank guarantees to secure the Company's obligations under agreements in the Logistics Solutions segment and in the Parking Solutions segment, as described above. As of the date of this report, current credit facilities were utilized for a total of NIS 28.2 million. From December 31, 2015 until the date of the report, the Company did not take credit in significant amounts. Although as of the date of this report the Company is not aware of any limitation, there is no certainty that these credit facilities will be renewed or that the Company will be granted alternative credit facilities under similar terms or at all. Furthermore, credit instruments between the Company and some Israeli banks stipulate that the bank's consent is required in case of certain changes in the composition of the Company's shareholders.

The Company has undertaken not to create a floating charge on any of its assets in favor of any third party without the prior written consent of Bank Leumi Le-Israel Ltd.

Under the 2013 Shelf Offering Report and the 2014 Shelf Offering Report, as defined in Section 1.20 below, the Company has undertaken, *inter alia*, to comply with financial covenants, to create a charge on deposits in the amount of the periodic interest (with respect to debentures (Series 4) only, as prescribed in the trust deed for debentures (Series 4)), and not to create additional charges on its assets beyond those existing on the date of signature of the trust deed for debentures (Series 4) and the trust deed for debentures (Series 5) (hereinafter, jointly: "**the deed**"), in favor of any third party, without the prior written consent of the trustee, except for charges on real estate and/or equipment acquired by the Company after the date of signature of the deed, the charging of which shall only serve to secure repayment of the financing provided for the acquisition of the charged asset (for further details see Sections 1.20.3 and 1.20.5 below).

As of December 31, 2015 and the reporting date, the Company believes it is in compliance with all the restrictions imposed on it in connection with credit facilities granted by third parties.

1.18 Taxation

For details on the tax laws applying to the Company and its subsidiaries, see Note 24 to the Company's consolidated financial statements for 2015 (Chapter C of this Periodic Report).

1.19 Restrictions on and supervision of Company activities

1.19.1 Business license: Company operations at Unitronics Building in Airport City require a business license under the Business Licensing Law, 1968. In June 2004 the Company received from the Business Licensing Department of the Modiin District Regional Council a business license, unlimited in time, for its plant at Airport City.

The Company's operations in the leased building in Airport City which is to serve the Parking Solutions and Logistics Solutions segments require a business license under the Business Licensing Law, 1968. As noted in Section 1.11.13 above, the Company is carrying out construction works to modify the leased premises. On completion of these works the Company will act to obtain a business license as required by law.

1.19.2 Work safety: The Company has a safety officer at its plant, in charge of compliance with the work safety provisions. The Company holds annual training courses for employees of various departments on work safety issues.

1.19.3 Ministry of Defense: The Company is a recognized supplier to the Israeli Ministry of Defense as a manufacturer, distributor and service provider in the automated warehouse sector, as of November 25, 2002.

1.19.4 Standards: For details, see sections 1.9.22, 1.10.17, and 1.11.19 above.

1.20 <u>Material agreements and cooperation agreements</u>

1.20.1 The agreements listed in Section 1.10.8 above are material agreements of the Company. In addition, the agreements detailed in this section are material agreements of the Company.

1.20.2 <u>2013 Shelf Offering Report</u>: On January 24, 2013 the Company published, pursuant to a shelf prospectus issued on February 23, 2011 (as amended again on January 20, 2013 and on March 4, 2013) (hereinafter: "**2011 Shelf Prospectus**"), a shelf offering report (hereinafter: "**2013 Offering Report**"), under which the public was offered up to NIS 53,125,000 par value of debentures (Series 4) of the Company, at 100% of their par value, linked (principal and interest) to the consumer price index of December 2012 (published on January 15, 2013). For the full text of the Offering Report, see report dated January 24, 2013, Reference No. 2013-01-021699. For further details on the 2013 Offering Report and the Company's undertakings thereunder, see Section 2.9.1.1 in Chapter B of this Periodic Report.

1.20.3 <u>Trust deed for debentures (Series 4)</u>: On January 17, 2013, the Company entered into an agreement with Mishmeret Trust Services Ltd. (hereinafter in this section: "**the Trustee**") to serve as trustee for the debentures (Series 4) offered under the 2011 Shelf Prospectus 2011 and the 2013 Shelf Offering. The trust deed includes provisions as to the Trustee's powers with respect to waiver, settlement, changes to the trust deed, declaration of the debentures immediately due and payable, calling of meetings of the debenture holders as well as proceedings at meetings of the debenture holders, voting at such meetings, indemnification of the Trustee, replacement of the Trustee and expiry of the Trustee's office.

1.20.4 <u>2014 Shelf Offering</u>: On September 10, 2014 the Company published, pursuant to a shelf prospectus dated August 19, 2014 (hereinafter: "**2014 Shelf Prospectus**"), a shelf offering report (hereinafter: "**2014 Offering Report**"), under which the public was offered up to NIS 40,000,000 par value of debentures (Series 5) of the Company, unlinked, at 100% of their par value. For the full text of the Offering Report, see report dated September 10, 2014, Reference No. 2014-01-155406. For further details on the 2014 Offering Report and the Company's undertakings thereunder, see Section 2.9.1.2 in Chapter B of this Periodic Report.

1.20.5 <u>Trust deed for debentures (Series 5)</u>: On September 10, 2014, the Company entered into an agreement with Hermetic Trust (1975) Ltd. (in this section: the "**Trustee**") to serve as Trustee for the debentures (Series 5) offered under the 2014 Shelf Prospectus and the 2014 Offering Report. The trust deed includes provisions as to the Trustee's powers with respect to waiver, settlement, changes to the trust deed, declaration of the debentures immediately due and payable, calling of meetings of the debenture holders as well as proceedings at meetings of the debenture holders, voting at such meetings, indemnification of the Trustee, replacement of the Trustee and the expiry of the Trustee’s term.

1.20.6 Restructuring agreement: On March 15, 2015, the Board of Directors of the Company approved a restructuring agreement (hereinafter: the "**Restructuring Agreement**") with Unitronics Solutions, whereby the Company is to transfer to Unitronics Solutions its activities in the Logistics Solutions segment, including the design, construction and maintenance of computerized storage and/or logistics systems, mainly automated warehouses and automated distribution centers. The Restructuring Agreement was signed on March 29, 2015, and it was agreed in the framework thereof that the restructuring would be effective as of April 1, 2015, subject to receipt of the required approvals as specified in the Restructuring Agreement. Details of the assets, rights and obligations to be transferred to Unitronics Solutions within the framework of the transferred activities have yet to be finalized between the parties. However, as part of the Restructuring Agreement, the Company and Unitronics Solutions agreed to complete the missing details regarding the composition of the assets, rights and obligations from time to time, as required and by mutual agreement, subject to all the approvals required by law. The Board of Directors of the Company authorized the Company's management to perform any act needed, in management's judgment, to implement the process (for further details see immediate report dated March 15, 2015 on an event or matter outside the ordinary course of the corporation's business, Reference No. 2015-01-501688, included herein by reference). The Company intended the restructuring to be implemented as a transfer exempt from income tax in accordance with Part 2E of the Israeli Income Tax Ordinance and subject to the conditions set out therein. Accordingly, the validity of the Restructuring Agreement was made conditional, *inter alia*, upon the receipt of a pre-ruling from the Tax Authority (hereinafter: "**pre-ruling**"). In the course of 2015 the Company did in fact receive a pre-ruling from the Tax Authority, but it chose to postpone the implementation of the restructuring, and as an outcome also the date of application of the pre-ruling, which consequently did not take effect. In January 2016 the Company reapplied to the Tax Authority for a pre-ruling, updating the factual information in light of the time that had passed since the submission of the original application and in light of the Company's intention to update the effective date of the restructuring to January 1, 2016. Should the Company receive a pre-ruling in accordance with its updated application, and insofar as it decides to accept its terms and implement the restructuring, it will review the provisions of the Restructuring Agreement for the purpose of adjusting them to the provisions of such pre-ruling.

1.21 Legal proceedings

Regarding legal proceedings see Note 16 to the consolidated financial statements for 2015 (Chapter C to this Periodic Report).

1.22 Subsidiaries

1.22.1 Unitronics Building Management & Maintenance (2003) Ltd.

1.22.1.1 General Description

Unitronics Building Management & Maintenance (2003) Ltd., ("**Unitronics Management**") was incorporated on April 29, 2003 as a wholly owned subsidiary of the Company.

1.22.1.2 Since March 2004, Unitronics Management is engaged primarily in the provision of maintenance, servicing and similar services in connection with the use of Unitronics Building (part of which is leased by the Company, while part is leased by interested parties in the Company, as detailed in Section 1.13 above).

Unitronics Management operates out of Unitronics Building without offices, assets or designated employees of its own. The activity of Unitronics Management is carried out through managers and employees of the Company, making use of the Company's assets, while all the tenants of the building pay for the services of Unitronics Management on the basis of an index of charges that is identically applicable to all of them and requires payment pro rata to the area in use by each tenant. For details on the nature of the services provided by Unitronics Management and the payments collected by it (which are in amounts that are insignificant for the Company), Section 1.12 above.

1.22.1.3 Registered and issued capital; the Company's share

As of the date of this report, the registered capital of Unitronics Management is NIS 100,000, divided into 100,000 ordinary shares of NIS 1 par value each, of which 1,000 shares have been issued, all of them held by the Company.

1.22.1.4 Cost of Unitronics Management shares to the Company and their carrying amount in its books

As of the date of this report, the cost to the Company of shares of Unitronics Management held by the Company is NIS 1,000.

1.22.1.5 Loans, credit, guarantees, investments in the Company

As of date of this report, Unitronics Management has no debts to the Company and the Company has not issued any guarantees in favor of Unitronics Management, with the exception of current debts in the ordinary course of business, in insignificant amounts.

1.22.1.6 Holders of more than 25% of the share capital

As of the date of this report, and since its incorporation, Unitronics Management has been wholly owned and controlled by the Company.

1.22.1.7 Management fees, interest, dividend and other payments from Unitronics Management

During the periods reported in this report, Unitronics Management has not paid and has not undertaken to pay the Company any management fees, interest or dividend, other than reimbursement of expenses in insignificant amounts.

1.22.1.8 Directors and senior officers in Unitronics Management

The directors of Unitronics Management are: Messrs. Haim Shani, Bareket Shani and Zvi Livne, all of whom serve as directors in the Company.

No General Manager has been appointed to Unitronics Management; Mr. Haim Shani, who also serves as CEO of the Company and Chairman of its Board of Directors, serves in practice as the Chairman of the Board of Directors of Unitronics Management.

1.22.1.9 Profit/(loss) of Unitronics Management

For information regarding profit (loss) of Unitronics Management, see the table in Section 1.22.4.8 below.

1.22.2 **Unitronics Inc.**

1.22.2.1. General description

Unitronics Inc. was incorporated on June 25, 2001, as a wholly owned subsidiary of the Company. Unitronics Inc. is primarily engaged in the marketing and distribution of products from the Products segment of the Company and its service activities in the United States, and operates a network of about 100 distributors spread throughout most of the states of the United States. The offices of Unitronics Inc. are located in the vicinity of Boston, Massachusetts, where most of the activities of the products segment are carried out in the US.

1.22.2.2 Registered and issued capital, the Company's share

As of the date of this report, the registered share capital of Unitronics Inc. is $10, divided into 1,000 shares of $0.01 par value each, all of which have been issued to the Company and are held by it.

1.22.2.3 Cost to the Company of Unitronics Inc. shares and their carrying amount in its books

As of the date of this report, the cost to the Company of the shares of Unitronics Inc. held by the Company is US $10.

1.22.2.4 Capital notes, credit, guarantees, investments in the Company

The equity deficiency of Unitronics Inc. as of December 31, 2015 amounts to NIS 8,335 thousand. The balance of the current debt of Unitronics Inc. to the Company as of December 31, 2015 amounts to NIS 7,778 thousand. In addition, the Company issued to Unitronics Inc. capital notes for a total of NIS 12 million, unlinked and with no interest, as set forth in Note F(3) to the Special Report pursuant to Regulation 9C in Chapter C of this Periodic Report.

1.22.2.5 Holders of more than 25% of the share capital

As of the date of this report, and since its incorporation, Unitronics Inc. has been wholly owned and controlled by the Company.

1.22.2.6 Management fees, interest, dividend and other payments – Unitronics Inc.

During the periods reported in this report, Unitronics Inc. has not paid and has not undertaken to pay the Company any management fees, interest or dividend.

1.22.2.7 Directors and senior officers in Unitronics Inc.

Mr. Haim Shani serves as a director and as Chairman of the Board of Unitronics Inc., and Mrs. Bareket Shani, Mr. Shani's wife, serves as Vice president and Company's secretary of Unitronics Inc. For details on the distribution of Mr. Shani's remuneration between the Company and Unitronics Inc., see Section 4.5.3 in Chapter D of this report.

1.22.3 **Unitronics Automated Solutions Ltd.**

1.22.3.1 General description

Unitronics Solutions is engaged in the development, design, marketing, production, construction and maintenance of automated installations in the logistics solutions segment and in the robotic parking solutions segment, including construction of new systems and/or upgrading and servicing of existing systems, as well as maintenance services for these systems on the basis of framework agreements or pursuant to service calls. The subsidiary's services are provided to customers in and outside Israel.

1.22.3.2 Registered and issued capital, the Company's share

As of the date of this report, the registered share capital of Unitronics Solutions is NIS 1,000,000, divided into 100,000,000 shares of NIS 0.01 par value each, of which 10,000 shares in the amount of NIS 100 were issued to the Company and are held by it. In addition, 11,622,000 shares of Unitronics Solutions in the amount of NIS 116,220 were allotted to the Company in consideration for the transfer of an IP development asset of the Company to Unitronics Solutions, pursuant to an agreement dated March 29, 2012 for the consolidation of the parking solutions business under the subsidiary.

1.22.3.3 Cost to the Company of Unitronics Solutions shares and their carrying amount in its books

As of the date of this report, the cost to the Company of the shares of Unitronics Solutions held by the Company is NIS 116,320.

1.22.3.4 Capital notes, credit, guarantees, investments in the Company

As of December 31, 2015, the balance of the debt of Unitronics Solutions to the Company stands at NIS 66 million, of which NIS 55 million is classified as long term. On December 31, 2015, the Company gave Unitronics Solutions an undertaking not to call in the balance of the long-term debt before January 1, 2017. Furthermore, as of the date of the report, the Company issued guarantees in favor of a customer as security for Unitronics Solutions' undertakings in agreements for the construction of projects in the sum of NIS 3.9 million.

1.22.3.5 Holders of more than 25% of the share capital

As of the date of this report, and since its incorporation, Unitronics Solutions is wholly owned and controlled by the Company.

1.22.3.6 Management fees, interest, dividend and other payments – Unitronics Solutions

During the periods reported in this report, Unitronics Solutions paid the Company interest and management fees for services provided to it by the Company which include management and administration services (see section 1.22.4.8 below).

1.22.3.7 Directors and senior officers in Unitronics Solutions

Mr. Haim Shani serves as sole director of Unitronics Solutions and Mr. Josef Ratsabi serves as CEO.

1.22.4 **Unitronics Systems Inc. (a subsidiary of Unitronics Solutions)**

1.22.4.1. General description

Unitronics Systems was incorporated on March 19, 2012 as a wholly owned subsidiary of the Company, and it is active since July 10, 2012. In November 2014 the Company sold its entire holdings in Unitronics Systems to the subsidiary Unitronics Solutions for the par value of the shares.

Unitronics Systems is engaged primarily in coordinating the Company's activity in the Parking Solutions segment in the US and North America. The offices of Unitronics Systems are located in Fort Lee, New Jersey.

1.22.4.2 Registered and issued capital, the Company's share

As of the date of this report, the registered share capital of Unitronics Systems is $1, divided into 1,000 shares of $0.001 par value, all of which are held by Unitronics Solutions.

1.22.4.3 Cost of the shares of Unitronics Systems to Unitronics Solutions and the carrying price in the books of Unitronics Solutions

As of the date of this report, the cost to Unitronics Solutions of the shares of Unitronics Systems held by Unitronics Solutions is $1.

1.22.4.4 Capital notes, credit, guarantees, investments in the Company

The equity deficiency of Unitronics Systems as of December 31, 2015 amounts to NIS 9,120 thousand. The balance of the current debt of Unitronics Systems to Unitronics Solutions as of December 31, 2015 amounts to NIS 10.6 million. Furthermore, the Company issued guarantees in favor of a customer as security for Unitronics Systems' undertakings in an agreement for the construction of robotic parking systems in the sum of NIS 14.8 million as of the date of this report.

1.22.4.5 Holders of more than 25% of share capital

As of the date of this report, Unitronics Systems is owned and wholly controlled by Unitronics Solutions.

1.22.4.6 Management fees, interest, dividend and other payments – Unitronics Systems

During the periods reported in this report, Unitronics Systems did not pay and did not undertake to pay Unitronics Systems any management fees, interest or dividend.

1.22.4.7 Directors and senior officers in Unitronics Systems

Mr. Haim Shani serves as a director and as Chairman of the Board of Directors of Unitronics Systems, Mrs. Bareket Shani, Mr. Shani's wife, serves as President and Company Secretary, while Mr. Yair Goldberg is CEO of Unitronics Systems.

1.22.4.8 Profit (loss) before and after tax, dividend, management fees and interest income from the subsidiaries.

	Year ended December 31, 2015			
	Unitronics Systems (*)	Unitronics Solutions (**)	Unitronics Management	Unitronics Inc.
	NIS, in thousands			
Profit (loss) before tax	(5,140)	(17,448)	14	(881)
Profit (loss) after tax	(5,140)	(17,448)	14	(881)
Dividend	-	-	-	-
Management fees	-	720	-	-
Interest Income	-	1,530	-	-

	Year ended December 31, 2014				Year ended December 31, 2013			
	Unitronics Systems (*)	Unitronics Solutions (**)	Unitronics Manage-ment	Unitronics Inc.	Unitronics Systems (*)	Unitronics Solutions (**)	Unitronics Manage-ment	Unitronics Inc.
	NIS, in thousands							
Profit (loss) before tax	(1,816)	(9,410)	(34)	2,913	(1,612)	(5,806)	25	(1,144)
Profit (loss) after tax	(1,816)	(9,410)	(128)	2,913	(1,612)	(5,806)	119	(1,144)
Dividend	-	-	-	-	-	-	-	-
Management fees	-	680	-	-	-	580	-	-
Interest income	-	903	-	-	-	455	-	-

The Company is not entitled to any dividend, interest or management fees in respect of the reporting year, other than the data brought in the above table.

(*) The company is wholly-owned by Unitronics Solutions. The data shown above is taken from the books of Unitronics Solutions.
(**) Including Unitronics Systems losses attributed to Unitronics Solutions.

1.22.5 **Inactive subsidiaries**

The Company holds 100% of the issued share capital of Unitronics Industrie Automation GmbH, a company registered in Germany, and 30% of the issued share capital of Unitronics S.A. (Proprietary) Limited, a company registered in South Africa. Unitronics Industrie and Unitronics S.A. were established in 1995 and 1997, respectively, mainly for purposes of the Company's marketing activities in those countries. The companies have been inactive for several years (the German subsidiary since 1997 and the South African subsidiary since 2000), and have no assets, no employees and no obligations.

1.23 **Discussion of risk factors**

The following are risk factors affecting the Company (in the Products segment, in the Logistics Solutions segment and in the Parking Solutions segment), and management's assessment as to the extent of their influence on its business:

Type of risk	**Nature of risk**	**Estimated extent of influence on the Company**
Macro risks	*Exposure to market risks*: The Company is exposed to fluctuations in interest rates, in exchange rates, in the consumer price index and in the prices of securities in which a substantial part of the cash balances is invested. For details see Note 27 to the consolidated financial statements for 2015 (Chapter C of this Periodic Report).	Medium
	Exposure to strikes in Israeli ports: Strikes in Israel's seaports and/or airports could delay the import of raw materials used by the Company (including logistics system components) and/or the export abroad of Company products, thereby disrupting the supply times to which the Company is committed, which is liable to cause the Company expenses and/or harm its reputation.	Low
Sector-related risks	*Competition*: The Company is exposed to competition by companies whose resources and reputation surpass those of the Company as set forth in Sections 1.9.13 (in relation to the Products segment), Section 1.10.11 (in relation to the Logistics Solutions segment) and Section 1.11.11 (in relation to the Parking Solutions segment), as set forth above.	High
	*Standard*s: The Company is exposed to risks arising from the failure of its products or services to comply with certain standard requirements as set forth in Sections 1.9.22, 1.10.17, and 1.11.19 above.	Medium
	Raw materials: The Company is exposed to risks arising from temporary shortages in electronic components worldwide and limited allocations of components by component manufacturers, in cases of excess demand, as set forth in Section 1.9.19 above.	Medium
	Project costs estimates: In the Logistics Solutions and Parking Solutions segments the Company determines the amount of the consideration, inter alia, as a derivative of the expected costs plus a margin that it expects to receive and facilitating the receipt of an order. However, the Company is exposed to errors in the estimates of the calculation of project costs, among other things, from changes and improvements in development, procurement and production, which could impair the profitability of the company, and even cause loss and effect to the Company's financial results, as detailed in Sections 1.10.7, 1.11.7 and -1.6.1	Medium
	Penetration to the parking solutions market: The Company is	Low

	exposed to risks arising from its activity in the field of robotic parking solutions and the pace of implementation of the proposed solutions by global competitors, as set forth in Sections 1.11.5 and 1.11.6.2 above.	
	Standards in the products segment: The Company is exposed to risks arising from the possibility that its products or services will fail to comply with standard requirements, as set forth in Sections 1.9.21 and 1.9.22 above.	Low
	Development of new technologies and/or products: The Company is exposed to the risks involved in the development of new products and/or technologies, of which the success of their development or marketing is doubtful as set forth in Sections 1.9.4 and 1.9.16 (in relation to the products segment), 1.11.4 and 1.11.14 (in relation to the parking solutions segment) above.	Low
Risks specific to the Company	*One-off projects*: A significant portion of the Company's revenues stem from a small number of material one-off transactions, consistent with the nature of activity in the Logistics Solutions segment, as set forth in Section 1.10.9 above, and in the Parking Solutions segment, as set forth in Section 1.11.9 above..	Medium
	Dependence on the Israeli market: The Company's activity in the Logistics Solutions segment is dependent on the Israeli market, which tends more than overseas markets to be affected by macro risks and the sector-related risks described above, and in which the demand for projects is lower than in parallel global markets.	Medium
	Rate of receipt of new projects: The Company is exposed to risks arising from volatility in the rate of receipt of new projects, which characterizes the Logistics Solutions segment and the Parking Solutions segment, as set forth in Sections 1.10.10 and 1.11.10.	Medium
	Dependence on founder and controlling shareholder: The Company has significant dependence on the continuing services of Mr. Haim Shani as set forth in Section 4.5.3 in Chapter D of this Periodic Report.	Medium
	Leverage: The Company has commitments for the repayment of loans, *inter alia* in respect of the issuance of debentures (Series 3) pursuant to the Shelf Prospectus and Offering Report, in respect of the issuance of debentures (Series 4) pursuant to the Amended Shelf Prospectus and the 2013 Offering Report, , in respect of the debentures (Series 5) pursuant to the 2014 Shelf Prospectus and the 2014 Offering Report, including undertakings to comply with financial covenants, and in respect of loans as set forth in Section 1.17 above. The Board of Directors determined in its resolution that the Company has a sound cash flow and is able to meet its commitments, including repayment of the loans and the debentures (Series 4 and Series 5). Nevertheless, if the Company's assessments regarding its financial soundness prove	Medium

	erroneous, and if the Company's investments using these loans do not succeed, there is a possibility, though unlikely, that the Company will be unable to meet the repayment terms of the above loans. Likewise, there is no certainty that the use of the loans (*inter alia* for the purpose of developing the Company's business) will generate the desired results, which would make it difficult for the Company, despite its financial soundness, to comply with the loan repayment terms in the future. The balance of the Company's liabilities for repayment of external loans as of December 31, 2015 totals NIS 86 million, as set forth in Section 1.17 above.	
	Unregistered intellectual property: The Company has certain items of intellectual property that are not registered (although the Company also has registered intellectual property). The Company is exposed to risks arising from the non-registration of those items of intellectual property in respect of which applications were filed and are pending (for details see Section 1.14 above)	Low
	Low share prices and trading volumes, no arbitrage on the Tel Aviv Stock Exchange and on the Belgian Stock Exchange: The Company's shares are traded on the Belgian Stock Exchange at prices significantly lower than the price at which they were offered to the public in 1999 (EUR 3.72 per share). There is no certainty that the price of the Company's share on the stock exchange will not continue to decline. In addition, the volumes of trading in the Company's shares on the Belgian Stock Exchange and on the Tel Aviv Stock Exchange are generally low and different, a fact which adversely affects their marketability. In addition, even though the Company's shares are traded on the EuroNext Stock Exchange in Belgium and on the Tel Aviv Stock Exchange, it is not possible at this stage to conduct dual trading in the Company's shares on both these stock exchanges in real time. Under these circumstances, from time to time differences are created in the prices of the shares on these stock exchanges. The factors described above could make it difficult for the Company to raise additional capital from the public, should it wish to do so.	Low

Chapter B – Board of Directors Report on the State of Affairs of the Corporation (Reg. 10 - 10A)

The Board of Directors of the Company is pleased to submit the Board of Directors Report on the State of Affairs of the Company for the year ended December 31, 2015 (hereinafter: "the reporting period"), in accordance with the Securities Regulations (Periodic and Immediate Reports), 1970 (hereinafter: the "Regulations").

2.1 Summarized Description of the Corporation and Its Business Environment

The Company is engaged in three operating segments, as detailed in section 1.3 in Chapter A of this Periodic Report and in Note 25 to the consolidated financial statements for 2015 (Chapter C of this Periodic Report): the Products segment (for details see section 1.9 in Chapter A of this Periodic Report), the Logistics Solutions segment (for details see section 1.10 in Chapter A of this Periodic Report), and the Parking Solutions segment (for details see section 1.11 in Chapter A of this Periodic Report).

2.2 Analysis of Financial Position

2.2.1 Statement of Financial Position

	As of December 31		Board of Directors Explanation of Changes
	2015	2014	
	NIS, in thousands		
Current assets	104,710	131,977	The decrease is mainly attributable to the following items: A decrease of NIS 9,591 thousand in cash and cash equivalents and a decrease of NIS 11,828 thousand in marketable securities – the decrease in these items was designated mainly for investment in development and repayment of part of the principal of debentures (Series 4 and 5), as explained below; a decrease of NIS 5,928 thousand in inventory in the Products segment, reflecting operating efficiency (following an increase in inventory in 2014 as explained in section 2.2.1 in the Periodic Report for 2014).
Non-current assets	88,015	74,070	The increase is mainly attributable to an increase of NIS 13,621 thousand in intangible assets mainly due to continued investments in development.
Total assets	**192,725**	**206,047**	

	As of December 31		Board of Directors Explanation of Changes
	2015	2014	
	NIS, in thousands		
Current liabilities	52,107	64,587	The decrease is mainly attributable to a decrease of NIS 10,598 thousand in accounts payable, stemming mainly from a decrease in prepaid income and accrued expenses in projects in the Parking Solutions and Logistics Solutions segments due to progress in the execution of projects as of the reporting date as well as other unstarted projects.
Non-current liabilities	81,246	91,800	The decrease is mainly due to a decrease of NIS 10,679 thousand in debentures following the first principal payment (of six) on debentures (Series 4) and the first principal payment (of nine) on debentures (Series 5) during the reporting period.
Equity attributable to shareholders of the Company	59,372	49,660	The Company's total equity represents 31% of its total assets versus 24% in 2014.
Total liabilities and equity	**192,725**	**206,047**	

The working capital of the Company at December 31, 2015, and December 31, 2014 was NIS 52,603 thousand and NIS 67,390 thousand, respectively. The decrease in working capital is mainly a result of the repayment of debentures as explained above.

2.2.2 Analysis of Financial Position by Operating Segments

As described above, the Company's main commercial operations are carried out in three business areas/segments: the Products segment, the Logistics Solutions segment and the Parking Solutions segment.

2.2.2.1 Products segment

	As of December 31		Board of Directors Explanation of Changes
	2015	2014	
	NIS, in thousands		
Assets	82,977	82,623	In the reporting period there was a change in the composition of assets, reflected mainly in an increase in development assets and in trade receivable, offset by a decrease in inventory.
Liabilities	19,219	20,344	The decrease is mainly due to a decrease in trade payables.

2.2.2.2 Logistics Solutions segment

	As of December 31		Board of Directors Explanation of Changes
	2015	2014	
	NIS, in thousands		
Assets	7,801	7,066	The increase is mainly due to an increase in trade receivables and in income receivables, offset by a decrease in work in progress inventory resulting from progress in projects in this segment.
Liabilities	5,574	13,619	The decrease is mainly due to a decrease in prepaid income resulting from progress in projects in this segment.

2.2.2.3 Parking Solutions segment

	As of December 31		Board of Directors Explanation of Changes
	2015	2014	
	NIS, in thousands		
Assets	35,383	27,741	The increase is mainly due to continued investments in development in this segment, as explained above, offset by a decrease in prepaid income resulting from progress in projects in this segment.
Liabilities	9,091	12,677	The decrease is mainly due to a decrease in accrued expenses resulting from progress in projects in this segment.

2.2.2.4 Assets and liabilities not attributable to a specific operating segment

	As of December 31		Board of Directors Explanation of Changes
	2015	2014	
	NIS, in thousands		
Assets	66,484	88,579	The decrease is mainly due to a decrease in cash and cash equivalents and in marketable securities as explained above.
Liabilities	99,300	109,565	The decrease is mainly due to the repayment of debentures (Series 4 and 5), as explained above, and due to the repayment of bank loans.

2.2.3 Operating Results

2.2.3.1 Below is a summary of the consolidated quarterly statements of Profit of Loss for 2015 (Reg. 10A)

	1-3/2015	4-6/2015	7-9/2015	10-12/2015	1-12/2015
	NIS, in thousands				
Revenues	46,563	37,050	35,562	39,974	159,149
Cost of revenues	30,057	22,530	23,512	27,102	103,201
Gross profit	16,506	14,520	12,050	12,872	55,948
Gross profit margin	35%	39%	34%	32%	35%
Development expenses, net	1,583	1,616	1,414	1,723	6,336
Selling & marketing expenses	5,324	5,672	5,673	6,412	23,081
General & administrative expenses	3,506	3,387	3,231	3,072	13,196
Operating profit	6,093	3,845	1,732	1,665	13,335
Financing income (expenses), net	1,776	(2,181)	(1,173)	(728)	(2,306)
Profit before taxes on Income	7,869	1,664	559	937	11,029
Tax benefit (taxes on Income)	(895)	(107)	186	(601)	(1,417)
Profit for the period	**6,974**	**1,557**	**745**	**336**	**9,612**

Revenues

Starting from the second quarter of the year the Company's consolidated revenues decreased, mainly due to a decrease in activity in the Parking Solutions segment attributable to progress in and completion of projects that were in execution in the course of the year, as well as a delay in the start of execution of new projects in this segment despite the actual signing of agreements in respect of those projects. In the fourth quarter there was an increase in revenues from activity in the Products segment and in the Logistics Solutions segment.

Gross profit

Gross profit margin was 35% in 2015.

In the Products segment the gross profit margin was stable, ranging between 41% and 42% in the reporting period, apart from the second quarter of the year in which this activity showed a higher gross profit margin.

In the Logistics Solutions segment the gross profit margin ranged between 40% and 43% in the first three quarters of the year, rising to 48% in the fourth quarter mainly due to the completion of two major projects and the write-off of provisions for completion that were recorded in the Company's books.

The parking solutions segment had still not attained profitability in the reporting period mainly due to hiring manpower for establishing service department for this operating segment that will provide services for projects delivered to customers on the East Coast and the West Coast in the United States and due to hiring manpower which is ahead of the rate of progress in the projects, in order to increase the production capacity.

Financing, net

The first quarter of the year showed exceptional net financing income, mainly due to the revaluation of currency hedging transactions that were entered into by the Company for the purpose of reducing future cash flow exposure to the Euro during the reporting period.
In the fourth quarter of the year net financing expenses decreased, mainly due to income from the revaluation of currency hedging transactions made for the purpose of reducing cash flow exposure in 2016, as well as the revaluation of debentures (Series 4) according to the consumer price index.

	As of December 31			**Board of Directors Explanation of Changes**
	2015	**2014**	**2013**	
	NIS, in thousands			
Revenues	159,149	171,311	156,179	The decrease in revenues in 2015 compared to 2014 is mainly due to revenues generated by the Parking Solutions segment as described below. The increase in 2014 compared to 2013 was mainly due to revenues generated by the Parking Solutions segment.
Cost of revenues	103,201	117,566	112,728	
Gross profit (gross profit margin)	55,948 (35.2%)	53,745 (31.4%)	43,451 (27.8%)	The changes in the gross profit margins of the Company are mainly due to the change in the mix of revenues from the different operating segments in each of the years (the gross profit margins in each of the operating segments are different). For details and explanations of the change in the gross profit margins in the Company's operating segments see the analysis of business results by operating segments in section 2.2.4 below.
Development expenses, net	6,336	6,102	5,706	There was no significant change in net development expenses (charged to profit and loss) compared to 2014 and compared to 2013. In addition, in the reporting period development costs in the amount of NIS 24,055 thousand were capitalized as an intangible asset, compared to NIS 17,842 thousand and NIS 15,540 thousand in 2014 and 2013, respectively. Total development costs in the reporting period reflect the continued development of technologies required to support the Company's operations.
Selling & marketing expenses	23,081	20,657	17,056	An increase was recorded in selling and marketing expenses in 2015 compared to 2014, and in 2014 these expenses increased compared to 2013. The increase is mainly attributable to the Products segment and is intended to support the Company's business plans in this segment.

	As of December 31			Board of Directors Explanation of Changes
	2015	2014	2013	
	NIS, in thousands			
General & administrative expenses	13,196	11,148	11,240	The increase in general and administrative expenses in 2015 compared to 2014 is mainly attributable to higher legal expenses of the Company (regarding legal proceedings see Note 16A to the consolidated financial statements for 2015 (Chapter C to this Periodic Report)) as well as the amount of the bonus paid to the Company's CEO due to an increase in profit compared to 2014. No significant change was recorded in 2014 compared to 2013
Other expenses	-	2,150	7	In 2014 this item comprises a capital loss from the sale of real estate property in the first quarter of 2014.
Operating profit	13,335	13,688	9,442	
Financing expenses, net	(2,306)	(8,531)	(7,832)	The decrease in net financing expenses in 2015 compared to 2014 is mainly attributable to exceptional financing income from Euro-NIS hedging transactions and to erosion in the value of Euro-denominated bank loans, due to the weakening of the Euro against the NIS in 2015 by approximately 12%. In addition, in 2015 financing costs in respect of debentures (Series 4), which are linked to the consumer price index ("the CPI"), decreased due to a 1% decline in the CPI in 2015. The change in 2014 is mainly attributable to a one-time expense of NIS 3 million due to early repayment of debentures (Series 3), offset by a decrease in the revaluation of debentures due to a 0.2% decline in the CPI in 2014 (compared to an increase in the CPI in 2013).
Profit before taxes in income	11,029	5,157	1,610	
Taxes on income	(1,417)	(1,811)	(1,444)	Tax expenses in the reporting period are mainly attributable to current taxes on the expected profit for tax purposes for the period, taking into account the tax benefits to which the Company is entitled under the approved enterprise program of the Investment Center (as detailed in Note 24C to the consolidated financial statements for 2015 (Chapter C of this Periodic Report)), offset by changes in the balance of deferred taxes. In 2014 and 2013 tax expenses mainly attributable to changes in the balance of deferred taxes.
Net profit for the year	9,612	3,346	166	

2.2.3.2 Revenues by Operating Segments

	As of December 31			Board of Directors Explanation of Changes
	2015	**2014**	**2013**	
	NIS, in thousands			
Operating segment				
Products	109,059	108,442	95,449	No significant change was recorded in 2015 compared to 2014. The increase in revenues in 2014 compared to 2013 in the Products segment is mainly the result of enhanced marketing activity in several selected markets and the launching of new products.
Percentage of total company revenues	69%	63%	61%	
Logistics Solutions	35,070	37,835	55,096	The Logistics Solutions segment is characterized by changes and volatility in revenue, due to changes in the actual rate of progress in the construction of projects in this segment and mainly changes in the design and construction of logistics systems for customers in Israel (for further details see section 1.10.8 in Chapter A of this Periodic Report), as well as the rate of receipt of orders from customers for the construction of systems in the reporting period (for details see section 1.10.6.2 in Chapter A of this Periodic Report).
Percentage of total company revenues	22%	22%	35%	
Parking Solutions	14,611	24,641	5,195	The decrease recorded in revenues in this segment in 2015 compared to 2014 is mainly due to a decline in the rate of progress in projects that were in the final completion stages in the course of the year and a delay in the start of execution of new projects in this operating segment despite the actual signing of agreements in respect of those projects.
Percentage of total company revenues	9%	14%	3%	

2.2.4 Analysis of Business Results by Operating Segments

Following are details of the results of the different segments:

	As of December 31			Board of Directors Explanation of Changes
	2015	2014	2013	
	NIS, in thousands			
Operating Segment				
Products	23,857	26,535	20,482	The moderate decrease in the results of the segment in 2015 compared to 2014 is mainly due to a decrease in gross profit, attributable, in the Company's estimation, to the effects of the decline in the major sales currencies against the NIS, as well as an increase in selling and marketing expenses attributable to the segment. The increase in the results of the segment in 2014 compared to 2013 was mainly due, in the Company's estimation, to higher revenues plus an increase in gross profit resulting from efficiency measures taken by the Company, offset by an increase in selling and marketing expenses attributable to the segment.
Logistics Solutions	14,710	4,737	5,002	The increase in the results of the segment in 2015 is attributable, in the Company's estimation, to a stronger mix than in 2014 of projects with high profit margins and from a decrease in provisions for the expected costs to completion of projects that were completed. No significant change was recorded in 2014 compared to 2013.
Parking Solutions	(16,118)	(7,109)	(7,664)	The increase in the operating loss in this segment in 2015 compared to 2014 and 2013 is mainly attributable, in the Company's estimation, to lower revenues of the segment, as explained above, as well as higher expenditures on preparations for an increase in the scope of activity, which is still not reflected in the revenues.

2.3 Liquidity and Financing Sources

As of December 31, 2015, 2014 and 2013, the balance of cash, cash equivalents and marketable securities of the Company totaled NIS 45,389 thousand, NIS 66,808 thousand and NIS 64,667 thousand, respectively. Following are explanations for the changes in cash flows:

	As of December 31			Board of Directors Explanation of Changes
	2015	2014	2013	
	NIS, in thousands			
Cash flow - operating activities	16,685	14,264	3,332	The positive cash flow in 2015 is mainly due to the profit for the year, net of revaluations, depreciation and amortization and net of cash used to increase the working capital (mainly a decrease in trade payables and other accounts payable). The improvement in the cash flow in 2015 compared to 2014 is mainly due to an increase in the profit for the reporting year, net of revaluations, depreciation and amortization. The improvement in the cash flow in 2014 compared to 2013 is mainly due to an increase in the profit for the year, net of revaluations, depreciation and amortization.
Cash flows - investing activities	(13,841)	454	(12,579)	The cash flows used for investment in 2015 and 2013 derive mainly from investments in development assets, as explained above (see in addition sections 1.9.16 and 1.11.14 in Chapter A of this Periodic Report), offset by net sales of marketable securities. The cash flow in 2014 derives mainly from the sale of a real estate property, offset by investments in development assets.
Cash flow - financing activities	(12,544)	(14,330)	29,002	The negative cash flow in 2015 is mainly due to repayments of debentures (Series 4 and 5) and loan repayments. The negative cash flow in 2014 is mainly due to the repayment of debentures, including full repayment of the balance of debentures (Series 3), offset by the issue of debentures (Series 5). The positive cash flow in 2013 was mainly due to the issue of debentures (Series 4), offset by repayments of debentures (Series 2 and 3).

As of December 31, 2015 the Company had credit facilities available for operating activities totaling NIS 29.1 million, of which NIS 28.2 million were utilized. As of December 31, 2014 the Company had credit facilities available for operating activities totaling NIS 28.5 million, of which NIS 27.6 million were utilized. The credit facilities as of said dates were primarily used to provide guarantees to secure the obligations of the

Company and the subsidiaries in projects carried out in the Logistics Solutions segment and in the Parking Solutions segment.

2.4 Exposure to Market Risks and Management Thereof

The Company is a small corporation, as this term is defined in the Securities Regulations (Periodic and Immediate Reports) (Amendment), 2014 (hereinafter: "**the Amendment Regulations**"). At its meeting on March 9, 2014, the Board of Directors decided to fully adopt the easements for small corporations listed in the Amendment Regulations. Accordingly, the Company is not required to make disclosure under Regulation 10 (b) (7) of the Regulations. For further details see immediate reports dated March 9, 2014, Reference No. 2014-01-009177 and March 12, 2014, Reference No. 2014-01-012534, included herein by reference, and Note 27 to the financial statements for 2014.

2.5 Projected Cash Flow

The Board of Directors of the Company determined, after reviewing the warning signs set forth in Regulation 10 (b) (14) of the Regulations pertaining to the disclosure of projected cash flow for financing the repayment of corporate liabilities, that none of the warning signs is applicable, that the Company is not experiencing liquidity difficulties and that it is able to meet its obligations, including full repayment of obligations in respect of debentures (Series 4 and 5). The Board of Directors performs such a review every quarter, along with the approval of the quarterly financial statements published by the Company.

2.6 Report on Liabilities by Maturity Dates (Reg. 9D)

For details of the Company’s liabilities by maturity dates, as of December 31, 2015, see immediate report dated March 8, 2016, published by the Company simultaneously with the publication of this report.

2.7 Corporate Governance Aspects

2.7.1 Details on the Company’s Internal Auditor

(a) The Company's internal auditor is CPA Eyal Horowitz (lawyer) who has held this position since June 2000. His appointment was approved at the meetings of the Audit Committee and Board of Directors of the Company on June 18, 2000. To the best of the Company’s knowledge, CPA Horowitz complies with the provisions of section 146(b) of the Companies Law and the provisions of section 8 of the Internal Audit Law, 1992 (hereinafter: "**the Internal Audit Law**"). CPA Horowitz’s qualifications for his position as the Company's internal auditor are his education as a CPA and lawyer and his involvement in auditing as a CPA and as an internal auditor of public companies since 1991. The internal auditor was appointed after the Audit Committee and the Board of Directors reviewed his experience and track record in internal auditing of other public companies, considering, *inter alia*, the type and size of company as well as the scope and complexity of its operations.

The Company's internal auditor has no business relations or other affiliations with the Company or its controlling shareholder, nor – to the best of the Company's knowledge – with affiliated entities.

(b) CPA Horowitz is not an employee of the Company and provides internal auditing services to the Company as an external entity through **Backer Tilly Israel**, of 11 Menachem Begin Street, Ramat Gan (VAT Number 557383031), which has an internal auditing department and the employees of which are skilled in various disciplines including internal auditing.

(c) The officer in charge of the Company's internal auditor in organizational terms is the Chairman of the Board of Directors, while the Chairman of the Audit Committee is the professional authority and the person who instructs the internal auditor with regard to the subjects for the internal audit.

(d) <u>The work plan and the considerations in its preparation</u>: The audit work plan of the Company is an annual plan whereby the considerations in its determination are mainly: (1) proposals of the internal auditor; (2) proposals of members of the Audit Committee and Board of Directors of the Company, based on, among others, the proposals of the internal auditor, internal audit subjects in past years, the recommendations of the Company's legal advisor and issues discussed at regular meetings of the Audit Committee and Board of Directors of the Company; (3) the size of the Company, its organizational structure and the nature and scope of its business activities; and (4) the risk survey conducted by the Company and the required adjustments, as necessary. The Audit Committee discusses and approves the annual work plan and the issues to be reviewed by the internal auditor, and those issues are reviewed by the internal auditor as part of his annual work. The internal auditor is authorized to exercise his discretion as to whether to deviate from the original plan in order to review data he has discovered by chance during the execution of the work plan. If the internal auditor decides to conduct a comprehensive review of an issue or area not included in the list of issues approved by the Audit Committee for the annual or periodic work plan, he recommends to the Chairman of the Audit Committee to amend the plan, and the latter raises the matter for discussion and approval during Audit Committee meetings.

(e) From time to time, as necessary, the audit plan also addresses the Company's overseas operations. During the reporting period the internal auditor continued auditing the processes and interactions with subsidiaries (including foreign subsidiaries).

(f) During the reporting period, 129 hours were spent by the internal auditor and his staff on internal auditing of the Company in Israel. The Board of Directors believes that this number of hours is consistent with the activity reviewed by the auditor. The auditor is allowed flexibility in shifting hours from one issue to another. Also, since his work is carried out on a regular and continuous basis, the internal auditor can shift hours from one year to the next to enable suitable in-depth and exhaustive coverage of the reviewed issues at his discretion. Furthermore, the scope of employment of the internal auditor is determined each year together with the approval of the work plan, taking into consideration, *inter alia*, the scope of the work plan for the relevant year, its complexity and the sensitivity of the issues reviewed during that year.

	2015	**2014**
Hours spent on internal audit of the Company with respect to its operations in Israel.	116	21
Hours spent on internal audit of investee companies with respect to their operations in Israel.	-	38
Hours spent on internal audit of the Company and investee companies with respect to their operations overseas.	13	56

To date the planned number of annual hours has not been reduced; nevertheless the auditor shifts hours between issues and from one year to another. Therefore, the balance of the unused quota of hours approved for the internal auditor in 2015 will be utilized in 2016.

(g) The internal auditor, pursuant to his notice to the Company dated February 17, 2005, performs the internal audit in accordance with generally accepted professional standards, as stated in section 4(b) of the Internal Audit Law, 1992, which are based on the professional standards for internal auditing of the Israeli Institute of Internal Auditors. In the Board of Directors' opinion, the internal auditor meets the requirements stipulated by the above standards, having regard to the internal auditor's professional aptitude and skills, the duration of his employment by the Company, his familiarity with the Company, and the manner in which he prepares and submits the audits and presents their findings to the Company.

(h) <u>Review of material transactions</u>: The internal auditor did not review the material transactions as the term is defined in section 5(f) of the Fourth Schedule to the Regulations, which the Company executed during the reporting period, including the process of their approval.

(i) All documents and information requested by the internal auditor, including with respect to operations of subsidiaries, are provided to him as stipulated by section 9 of the Internal Audit Law, and he is allowed free access to such information, including continuous, unmediated access to Company information systems, including financial data.

(j) Below are the dates on which a written report on the internal auditor's findings was submitted to the Chairman of the Board of Directors and the Chairman of the Audit Committee, and the dates on which a discussion was held on the reports by the Audit Committee and/or Board of Directors of the Company:

Issue	2015 reports	2014 reports
Report No 1:		
Date of submission of internal auditor’s report	13/8/2015	30/11/2014
Date of discussion by Audit Committee	24/8/2015	25/12/2014
Date of discussion by Board of Directors	24/8/2015	25/12/2014

(k) The Board of Directors believes that the scope, nature and continuity of the activity and work plan of the Company's internal auditor are reasonable, considering the size of the Company, its organizational structure and the nature and scope of its business activities, and that they allow for the fulfillment of the objectives of the internal audit.

(l) The internal auditor’s fee for services rendered in 2015 amounted to NIS 28 thousands. The internal auditor is paid an hourly rate of NIS 218. In the Board of Directors' opinion, the remuneration of the internal auditor does not influence his professional judgment, considering, *inter alia*, the Board of Directors' impression of the manner in which he performs the internal audit work at the Company, the level of detail, accuracy and depth of the audit findings submitted by him to date, as well as the amount of his overall income relative to his fee as the Company’s internal auditor, to the best of the Company's knowledge.

2.7.2 Directors Having Accounting and Financial Skills

For details on directors having accounting and financial skills, see section 4.10 in Chapter D of this Periodic Report.

2.7.3 Independent directors

As of the report date, the Company has not incorporated in its Articles of Association the provisions of the Companies Law, 1999, regarding the number of independent directors.

2.7.4 Donations policy

The Company has no policy for making charitable donations.
In 2015 the Company donated NIS 40 thousand and in 2014 – NIS 75 thousand (amounts that are not material to the Company).

2.7.5 Disclosure Regarding Fee of Independent Auditors

The accountants of the Company and its subsidiaries in Israel and in the US are Amit, Halfon, CPA, of Ramat Gan, Israel. The fee of Amit, Halfon for the services provided to the subsidiaries is determined based on the scope of work required to render the services. The fee of Amit, Halfon, CPA, with respect to Unitronics (1989) (R"G) Ltd. is determined by the Board of Directors of the Company under the authority vested in it by the General Meeting of the Company's Shareholders which appointed the accountants.

Below are details of the total remuneration to which the Company's independent auditors are entitled in respect of audit and other services:

CPA	Company to which service was rendered	Nature of service	2015 NIS, in thousands	2015 work hours	2014 NIS, in thousands	2014 work hours
Amit, Halfon, CPA, Ramat Gan, Israel	Unitronics (1989) (R"G) Ltd. and its subsidiaries	Audit services, audit-related services and tax services	372	1,940	359	1,960

2.8 Disclosure Requirements in Connection with Financial Reporting

2.8.1 Critical accounting estimates:

For details on the critical accounting estimates used in the financial statements, see Note 2 (Accounting Policy) to the consolidated financial statements for 2015 (Chapter C of this Periodic Report).

2.9 Specific Disclosure to Debenture Holders

2.9.1 Corporate debentures (Reg. 10(b)(13))

Listed below are key data on the Company's outstanding debentures as of the report publication date:

2.9.1.1 Debentures (Series 4)

(1)	Security	Debentures (Series 4)
A	Issue date	January 2013
B	Total par value upon issuance	53,125,000
C	Par value as of the report date	46,484,375
D	Par value in accordance with linkage terms – as of the report date	46,812,256
E	Accumulated interest as of the report date	1,051,000
F	Liability carrying amount as of the report date	46,063,000
G	Market value	50,561,000
H	Interest type and description	5.4% annual interest
I	Payment dates of the principal balance	Five unequal annual installments payable on January 31st of each of the years 2016 through 2020, at the following rates according to chronological order of years: (a) 12.5% of principal; (b) 12.5% of principal; (c) 20.5% of principal: (d) 21% of principal; (e) 21% of principal[1].
K	Interest payment dates	On each 31st of January and July commencing on January 31, 2016 through January 31, 2020
L	Details of principal and interest linkage	Principal and interest linked to the consumer price index Base index – December 2012 index, without hedging
L	Are debentures convertible	Not convertible
M	Is corporation entitled to early redemption	Entitled (for details regarding the terms of realization of the right of the Company to carry out early redemption, see section 12 of the Shelf Offering Report dated January 24, 2013, Reference No. 2013-01-021699) (hereinafter: "**2013 Offering Report**")
N	Is payment of obligation guaranteed by deed of trust	No
O	Is this liability material to the Company	Yes
(2)	Trustee for debenture series with trust company; contact information of trustee	Mishmeret Trust Services Ltd. 48 Menachem Begin St., Tel Aviv 66184 Tel. 03-6374352, Fax 03-6374344 Email: ramis@bdo.co.il

(5+6) As of the end of the reporting year and in the course thereof, the Company was, to the best of its knowledge, in compliance with all the terms, conditions and obligations contained in the deed of trust for debentures (Series 4); the Company was not in breach of any obligation or condition set forth in the deed of trust, and there was no cause for declaring the debentures immediately due and payable.

(7) In a meeting of the holders of debentures (Series 4) convened on July 16, 2015, which, in the absence of a quorum, passed resolutions in an adjourned meeting on July 20, 2015, approval was given for the extension of the trustee's term of office up to the full and final payment of debentures (Series 4). For further details see

[1] On January 31, 2016 the Company paid the second of six payments of the principal of debentures (Series 4). For further details see the immediate report of the Company on its equity situation and the securities registrations of the corporation and the changes thereto dated January 31, 2016, Reference No. 2016-01-020389, included herein by reference.

immediate report on the results of a meeting of the holders of debentures (Series 4) dated July 28, 2015, Reference No. 2015-01-083988, include herein by reference.

(8) On February 12, 2013, a pledge on deposit monies in a bank account was registered with the Companies Registrar, in an amount equal to the semi-annual interest on debentures (Series 4), to secure the payment of interest on the debentures. As long as the Company has an outstanding balance of debentures (Series 4), the Company and any subsidiary (existing on the date of signature of the trust deed and any additional subsidiary formed or acquired up to the date of repayment of all debentures (Series 4), if at all) shall not create any general floating charge on its assets, in favor of any third party, without the prior written consent of a simple majority of the Meeting of the debenture holders. It should be emphasized that the Company and/or any subsidiary shall be entitled to create specific charges of any rank on all or part of their property, including cash and cash equivalents, in favor of financing entities providing financing for the purchase of any asset or equipment against specific charges of any rank, including a floating charge on any specific asset/s, and *inter alia* for the purchase of building construction services, including for the purpose of replacing financing entities that hold specific charges on the date of the offering report with other entities, without need of the consent of the Meeting of holders of debentures (Series 4).

Under the terms of issue of the debentures (Series 4) the Company assumed, *inter alia*, the following obligations:

- Dividend distribution - The Company has undertaken that during the period in which the debentures (Series 4) are in circulation, it will not distribute a dividend that exceeds 30% of the net annual (calendar) profit accrued during this period, attributed to the shareholders of the Company in accordance with the audited consolidated financial statements of the Company, the last statements published prior to the date of the decision of the Company to distribute the dividend, unless the Company has received the prior consent of the holders of the debentures (Series 4) passed by a special resolution at a meeting of debenture holders convened in accordance with the provisions of the Second Schedule to the deed of trust of debentures (Series 4). For further details regarding the above limitations, see section 11.1 of the 2013 Offering Report).

- The ratio of the net financial debt to net CAP – The Company has undertaken that from the date of the listing for trading of the debentures (Series 4) and for as long as there are debentures (Series 4) outstanding, the ratio of the net financial debt of the Company to the net CAP of the Company (solo), in accordance with its audited or reviewed (as applicable) consolidated financial statements (solo) relating to the financial statements of the Company as of June 30 and December 31, shall not exceed 80%. If the Company deviates from this undertaking, at the time of any examination, the interest rate payable by the Company to the holders of the debentures (Series 4) on the date of the next payment following the date of the deviation shall be increased by 0.5% per annum only, above the interest rate specified in the tender, and this for the period of the deviation. If the Company deviates from this undertaking on the date following the date of the previous examination, the interest rate payable by the Company to the holders of the debentures (Series 4) shall be increased by an additional 0.5% per annum above the previous interest rate, as from the date of the additional breach until the end of the deviation period. If the previously mentioned deviation is discovered on two consecutive examination dates in a manner so that this ratio is equal to or higher than 85%, then this deviation shall constitute cause for demanding immediate repayment of the outstanding balance of the debentures (Series 4). For further details regarding the above limitation, see section 11.2 of the 2013 Offering Report.

- The net financial debt to EBITDA – The Company has undertaken that from the date of the listing for trading of the debentures (Series 4) and for as long as there are debentures (Series 4) outstanding, the ratio of the net financial debt of the Company to the EBITDA of the Company in accordance with its audited or reviewed (as applicable) (consolidated) financial statements, relating to the financial statements of the Company as of June 30 and December 31, shall not exceed 10. If the Company deviates from this undertaking, at the time of any examination, the interest rate payable by the Company to the holders of the debentures (Series 4) on the date of the next payment following the date of the deviation shall be increased by 0.5% per annum only, above the interest rate specified in the tender, and this for the period of the deviation. If the Company deviates from this undertaking on the date following the date of the previous examination, the interest rate payable by the Company to the holders of the debentures (Series 4) shall be increased by an additional 0.5% per annum above the previous interest rate, as from the date of the breach until the end of the additional deviation period. If the aforesaid deviation is discovered on two consecutive examination dates in a manner so that this ratio is equal to or higher than 12, then this deviation shall constitute cause for demanding immediate repayment of the outstanding balance of the debentures (Series 4). For further details regarding the above limitation, see section 11.3 of the 2013 Offering Report.

- Equity limitation - The equity of the Company under the audited or reviewed (as applicable) financial statements (solo) of the Company relating to the solo financial statements of the Company as of June 30 and December 31 shall be no less than NIS 20,000,000. If the Company deviates from this undertaking at the time of any examination, the interest rate payable by the Company to the holders of the debentures (Series 4) on next interest payment date following the publication of the last financial reports indicating the deviation, shall be increased by 0.5% per annum only, above the interest rate specified in the tender, and this for the duration of the deviation period. If the Company deviates from this undertaking on the date following the date of the previous examination the interest rate payable by the Company to the holders of the debentures (Series 4) shall be increased by an additional 0.5% per annum above the previous interest rate, as from the date of the breach until the end of the additional deviation period. If the previously mentioned deviation is discovered on two consecutive examinations in a manner so that the equity is less than NIS 15,000,000, then this deviation shall constitute cause for demanding immediate repayment of the outstanding balance of the debentures (Series 4). For further details regarding the above limitations, see section 11.4 of the 2013 Offering Report.

- The undertaking of the Company to refrain from creating pledges - The Company has undertaken not to pledge all of its property with general floating charge and to act so that all of its subsidiaries (at the date of the signing of the deed of trust) and any additional subsidiary of the Company that shall be established or acquired up to the date of full repayment of the debentures (Series 4), (if any), and will not create a pledge as aforesaid. For details regarding the above limitations, see section 11.5 of the 2013 Offering Report.

The Company shall be entitled (but not obligated) to perform, at its sole discretion, early repayment in full or part of the debentures (Series 4) in accordance with certain terms and limitations as set forth in the Amended Shelf Prospectus and the 2013 Offering Report.

In the case of certain events, and under certain terms, the trustee of debentures (Series 4) shall have cause for immediate repayment of debentures (Series 4). Among the applicable events, the following can be included in brief: a material deterioration in the business of the Company where there is a real threat that the Company will be unable to repay the debentures on time; the imposition of an attachment on the assets of the Company, the performance of an execution against the assets of the Company, the appointment of a liquidator or a temporary or permanent receiver of the assets of the Company, which were not removed and / or canceled within 45 days; the sale of the main assets of the company; If Mr. Haim Shani ceases to be a controlling shareholder in the Company, directly or indirectly, without having received the approval of the holders of the debentures (Series 4) for the transfer of control; a fundamental breach of the terms of the debentures and deed of trust (Series 4) which is not corrected within 14 days from the date that the trustee advised the Company of the breach; a breach of any of the financial covenants set forth in section 11 of the 2013 Offering Report, in which it is explicitly stated that the breach thereof is cause for immediate repayment. For details regarding all of the causes available to the trustee for the immediate repayment of debentures (Series 4), see section 18.1 of the 2013 Offering Report.

2.9.1.2 Debentures (Series 5)

(1)	Security	Debentures (Series 5)
A	Issue date	September 2014
B	Total par value upon issuance	40,000,000
C	Par value as of the report date	36,000,000
D	Par value in accordance with linkage terms – as of the report date	36,000,000
E	Accumulated interest as of the report date	703,691
F	Liability carrying amount as of the report date	34,950,000
G	Market value	39,870,000
H	Interest type and description	5.8% fixed annual interest
I	Payment dates of the principal balance	Eight unequal annual installments payable on August 31st of each of the years 2016 through 2023, at the following rates according to chronological order of years: (a) 10% of principal; (b) 5% of principal; (c) 5% of principal; (d) 5% of principal: (e) 5% of principal; (f) 20% of principal; (g) 20% of principal; (h) 20% of principal
K	Interest payment dates	On each 28th of February and 31st of August in the years 2016 through 2023.
L	Details of principal and interest linkage	Unlinked
L	Are debentures convertible	Not convertible
M	Is corporation entitled to early redemption	Entitled (for details regarding the terms of realization of the right of the Company to carry out early repayment, see section 8.4 of the Shelf Offering Report dated September 10, 2014, Reference No. 2014-01-155406) (hereinafter: "**2014 Offering Report**")
N	Is payment of obligation guaranteed by deed of trust	No
O	Is this liability material to the Company	Yes
(2)	Trustee for debenture series with trust company; contact information of trustee	Hermetic Trust Services (1975) Ltd. 113 Hayarkon St., Tel Aviv Tel. 03-5274867, Fax 03-5271736 Email: hermetic@hermetic.co.il

(5+6) As of the end of the reporting year and in the course thereof, the Company was, to the best of its knowledge, in compliance with all the terms, conditions and obligations contained in the deed of trust debentures (Series 5); the Company was not in breach of any obligation or condition set forth in the deed of trust, and there is no cause for declaring the debentures (Series 5) immediately due and payable.

Under the terms of issue of debentures (Series 5) the Company assumed, *inter ali*a, the following obligations:

- Dividend distribution – The Company has undertaken that during the period in which the debentures (Series 5) are in circulation, it will not distribute a dividend, as this term is defined in the Companies Law 1999, that exceeds 30% of the net annual (calendar) profit in the last calendar year ended prior to implementation of the distribution, attributed to the shareholders of the Company in accordance with the audited consolidated financial statements of the Company, the last statements published prior to the date of the decision of the Company to distribute the dividend, unless the Company has received the prior consent of the holders of the debentures (Series 5) passed by a special resolution at a meeting of debenture holders convened in accordance with the provisions of the Second Schedule to the deed of trust of the debentures (Series 5). For further details regarding the above limitations, see section 1 of Appendix 5 to the deed of trust of debentures (Series 5) published as part of the 2014 Offering Report).

- The ratio of the net financial debt to net CAP – The Company has undertaken that from the date of the listing for trading of the debentures (Series 5) and for as long as there are debentures (Series 5) outstanding, the ratio of the net financial debt of the Company to the net CAP of the Company (solo), in accordance with its audited or reviewed (as applicable) consolidated financial statements (solo), relating to the financial statements of the Company as of June 30 and December 31, shall not exceed 70%. If the Company deviates from this undertaking, at the time of any examination, the interest rate payable by the Company to the holders of the debentures (Series 5) on the date of the next payment following the date of the deviation shall be increased by 0.5% per annum only, above the interest rate specified in the tender, and this for the period of the deviation. If the Company deviates from this undertaking on the date following the date of the previous examination, the interest rate payable by the Company to the holders of the debentures (Series 5) shall be increased by an additional 0.5% per annum above the previous interest rate, as from the date of the additional breach until the end of the deviation period. If the previously mentioned deviation is discovered on two consecutive examination dates in a manner so that this ratio is equal to or higher than 75%, then this deviation shall constitute cause for demanding immediate repayment of the outstanding balance of the debentures (Series 5). For further details regarding the above limitation, see section 2 of Appendix 5 to the deed of trust of debentures (Series 5) published as part of the 2014 Offering Report.

- Equity limitation - The equity of the Company under the audited or reviewed (as applicable) financial statements (solo) of the Company relating to the solo financial statements of the Company as of June 30 and December 31 shall be no less than NIS 25,000,000. If the Company deviates from this undertake, at the time of any examination, the interest rate payable by the Company to the holders of the debentures (Series 5) on next interest payment date following the publication of the last financial reports indicating the deviation, shall be increased by 0.5% per annum only, above the interest rate specified in the tender, and this for the duration of the deviation period. If the Company deviates from this undertaking on the date following the date of the previous examination the interest rate payable by the Company to the holders of the debentures (Series 5) shall be increased by an additional 0.5% per annum above the previous interest rate, as from the date of the breach until the end of the additional deviation period. If the previously mentioned deviation is discovered on two consecutive examinations in a manner so that the equity is less than NIS 20,000,000, then this deviation shall constitute cause for demanding immediate repayment of the outstanding balance of the debentures (Series 5). For further details regarding the above limitations, see section 3 of Appendix 5 to the deed of trust of debentures (Series 5) published as part of the 2014 Offering Report.

- The net financial debt to EBITDA – The Company has undertaken that from the date of the listing for trading of the debentures (Series 5) and for as long as there are debentures (Series 5) outstanding, the ratio of the net financial debt of the Company to the EBITDA of the Company in accordance with its audited or reviewed (as applicable) consolidated financial statements relating to the 12 month period preceding the date of examination shall not exceed 10. An examination of the compliance of the Company to the ratio of the net financial debt to EBITDA shall be carried out twice every calendar year, on the date of publication of the financial statements as of June 30 and December 31 of each year. If the Company deviates from this undertaking, at the time of any examination, the interest rate payable by the Company to the holders of the debentures (Series 5) on the date of the next payment following the date of the deviation shall be increased by 0.5% per annum only, above the interest rate specified in the tender, and this for the period of the deviation. If the Company deviates from this undertaking on the date following the date of the previous examination, the interest rate payable by the Company to the holders of the debentures (Series 5) shall be increased by an additional 0.5% per annum above the previous interest rate, as from the date of the breach until the end of the additional deviation period. If the aforesaid deviation is discovered on two consecutive examination dates in a manner so that this ratio is equal to or higher than 12, then this deviation shall constitute cause for demanding immediate repayment of the outstanding balance of the debentures (Series 5). For further details regarding the above limitation, see section 4 of Appendix 5 to the deed of trust of debentures (Series 5) published as part of the 2014 Offering Report.

- The undertaking of the Company to refrain from creating pledges - The Company has undertaken not to pledge all of its property with general floating charge and to act so that all of its subsidiaries (at the date of the signing of the deed of trust) and any additional subsidiary of the Company that shall be established or acquired up to the date of full repayment of the debentures (Series 5), (if any), and will not create a pledge as aforesaid. For details regarding the above limitations, see section 5 of Appendix 5 to the deed of trust of debentures (Series 5) published as part of the 2014 Offering Report.

The Company shall be entitled (but not obligated) to perform, at its sole discretion, early repayment in full or part of the debentures (Series 5) with certain terms and limitations as set forth in the Amended Shelf Prospectus 2014 and the 2014 Offering Report.

In the case of certain events, and under certain terms, the trustee of debentures (Series 5) shall have cause for immediate repayment of debentures (Series 5). Among the applicable events, the following can be included in brief: A material deterioration in the business of the Company compared to the situation of the Company on the date of the issue and there is a real threat that the Company will be unable to repay the debentures on time; The debentures were not paid on time or another material undertaking provided in favor of the holders was not fulfilled; The Company did not publish a financial statement that it is required to publish by law, within 30 days of the last day from which it is required to publish the statement; The debentures have been delisted; There is a real threat the Company will not be able to fulfill its material obligations to the holders; The Company has terminated or has announced its intention to terminate its payments; The Company has breached one of the financial covenants specified in Appendix 5 of the deed of trust debentures (Series 5) published under the 2014 Offering Report, in which it is explicitly stated that the breach thereof is cause for immediate repayment. For details regarding all of the causes available to the trustee for the immediate repayment of debentures (Series 5), see section 8 of the 2014 Offering Report.

2.10 <u>Compensation of Senior Corporate Officers</u>

The Company sees great importance in the continued, significant contribution of the senior officers listed in the table in Section 4.11 in Chapter D of this Periodic Report, and believes that the Company's success is directly linked to the compensation paid to them. The Company regards these officers as an important component of its operations.

The Compensation Committee and the Board of Directors of the Company, at its meetings held on March 6, 2016 and March 8, 2016, respectively, conducted a review and found that the compensation of all the Company's senior officers, detailed pursuant to Regulation 21 in Section 4.5 in Chapter D of this Periodic Report, conforms to the Company's compensation policy (for further details see Section 4.5.2 in Chapter D of this Periodic Report). For the purpose of the discussion, the members of the Committee and the Board of Directors were presented, ahead of the discussion, with relevant data regarding each officer and interested party, as prescribed in Regulation 21. Furthermore, additional information was submitted to the members of the Compensation Committee and the Board of Directors in connection with each of the senior officers, which, in the opinion of the Board of Directors of the Company, would allow for an adequate review, including the terms of the relevant employment agreements, details of the senior officers' activities during the reporting year, and in general, and comparative data on compensation in companies with similar attributes to those of the Company, which operate in the same area and have the same scope of activity.

The Company management reviewed the activities and contribution of each officer/ interested party during the reporting period towards the achievement of the Company's business objectives and compliance with its work plans, as well as data on the results of the Company's operations from various aspects related to the areas of responsibility of its officers, taking into consideration existing market conditions in the reported year and at the time of the review by the Compensation Committee and the Board of Directors.

At these meetings a discussion was held on the contribution of each officer during the reporting period, to determine if the remuneration paid to said officer is fair and reasonable.

As part of the previously mentioned review, the Compensation Committee and the Board of Directors reviewed the employment terms of each officer individually, based on the following criteria:

a. Assessment of the functioning, performance and contribution of each officer, including compliance with the requirements of their office.
b. Scope and complexity of the officer's position and their contribution to the Company's achievements and financial results for the most recent reported year.

Regarding Mr. Haim Shani and Ms. Bareket Shani, the Compensation Committee and the Board of Directors determined that the Company is materially dependent on their continued services.

Regarding Mr. Amit Harari, the Compensation Committee and the Board of Directors determined that in view of his proven skills and achievements in the management of the Products segment, his employment terms are fair and reasonable.

Regarding Mr. Yair Goldberg, the Compensation Committee and the Board of Directors determined that in view of his proven skills and achievements, his employment terms are fair and reasonable.

Regarding Mr. Gabriel Badusa, the Compensation Committee and the Board of Directors determined that in view of his professional experience and qualifications, his employment terms are fair and reasonable.

For further details on the employment agreements of the senior officers, as well as the aforesaid dependence, see Section 4.5 in Chapter D of this Periodic Report. For further details on the senior officers, including their education and experience, see Section 4.11 in Chapter D of this Periodic Report.

2.11 <u>Details on Process of Approval of the Company's Financial Statements</u>

2.11.1 <u>Preparation of the Financial Statements</u>

The Company's financial statements were prepared by the Company's CFO. The statements were reviewed and audited by the Company's auditor, who was given full access to material and information at the Company, including meetings with Company employees and managers, as required by him. Following review/audit by the Company's auditor, the financial statements were submitted to the members of the Financial Statement Review Committee.

2.11.2 Balance Sheet Committee for the review of the financial statements

With the coming into effect of the Companies Regulations (Procedure for the Approval of Financial Statements), 2010, an Audit Committee was appointed by the Board of Directors of the Company (at its meeting on November 11, 2010) to also serve as a Balance Sheet Committee for the review of the financial statements (hereinafter: the "**Committee**"), in accordance with the composition and the significance set forth in these regulations, with respect to the financial reports as of December 31, 2010 and thereafter. At the reporting date, the directors serving on this Committee are as follows:

Name	Zvi Livne, CPA	Joel Sela, CPA	Adv. Doron Shinar
Is the director an independent or external director	No	External director	External director
Is the director the Chairman of the Committee for the review of the financial statements	No	No	Yes
Does the director have accounting and financial expertise	Yes	Yes	Yes
Did the director provide a statement prior to his appointment	Yes	Yes	Yes

* For the education and experience details of the members of the Committee for the review of the financial statements, see section 4.10 in Chapter D of this Periodic Report.

A meeting of the Committee was held on March 6, 2016 as part of the approval of the financial statements as of December 31, 2015. A comprehensive fundamental discussion was conducted on the material issues for the purpose of formulating recommendations to the Board of Directors for their discussions on the approval of the financial statements.

The following were invited and attended a meeting of the Committee held on March 6, 2016: the members of the Committee (CPA Joel Sela, CPA Zvi Livne and Adv. Doron Shinar), the other members of the Board of Directors (Mr. Haim Shani, Ms. Bareket Shani and Ms. Edna Ramot), CPA Gabriel Badusa, CFO, Mr. Avi Peleg, Controller, Adv. Nir Weissberger, Company Counsel, CPA Haim Halfon and CPA Lior Shmuel from the office of the Company's independent auditors, and Mr. Miguel Aljanati from the office of the Company's internal auditor.

The Committee discussed and formulated its recommendations to the Board of Directors on all of the following: estimates and assumptions made in connection with the financial statements; the integrity and suitability of the disclosures in the financial statements; the adopted accounting policies and the accounting treatment applied to material issues; valuations including the underlying assumptions and estimates. The draft financial statements and the recommendations of the Committee were submitted to the Board of Directors for review two business days prior to the convening thereof to discuss the financial statements, which in the opinion of the Board of Directors is a reasonable period of time to submit the recommendations to the Board of Directors.

2.11.3 Company Board of Directors

The Company considers the Board of Directors as the entity exercising ultimate control over the Company’s financial statements. For the details of the members of the Board of Directors and their respective duties in the Company see section 4.10 of Chapter D of this Periodic Report.

After the directors reviewed the financial statements, a meeting of the Board of Directors was held for presentation and discussion of the statements. At a meeting on March 8, 2016, the Company management reviewed the main data from the financial statements. The meeting was attended by the Company's auditor, who responded to questions addressed to him by the Board of Directors (as did the Company CEO and CFO). At the end of the discussion, the financial statements were approved upon a vote of the Board of Directors.

2.12 Shares Buyback - As of the report date, the Company has no buyback plans in effect.

__________________________	__________________________
Haim Shani, Chairman of the Board of Directors and CEO	Zvi Livne, Director

March 8, 2016

UNITRONICS (1989) (R"G) LTD

Consolidated Financial Statements
December 31, 2015

Unitronics (1989) (R"G) Ltd

Consolidated Financial Statements

December 31, 2015

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

We have audited the accompanying consolidated statements of financial position of Unitronics (1989) (R"G) Ltd. (hereinafter the "Company"), as of December 31, 2015 and 2014 and the consolidated statements of profit or loss, the comprehensive Income, the changes in equity and the cash flows for each of the three years the last of which ended December 31, 2015. These consolidated financial statements are the responsibility of the Company's Board of Directors and Management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audits in accordance with auditing standards, generally accepted in Israel, including those prescribed under the Auditors Regulations (Auditor's Mode of Performance) 1973. These standards require that we plan and perform the audit to obtain reasonable assurance that the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the Board of Directors and Management of the Company, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, based on our audit, the above financial statements present fairly, in all material respects, the financial position of the Company and its subsidiaries as of December 31, 2015 and 2014, and the results of profit or loss, changes in equity and cash flows of them for each of the three years the last of which ended December 31, 2015, in conformity with International Financial Reporting Standards (IFRS) and any disclosures under Israeli Securities Regulations (Annual Financial Statements), 2010.

Amit, Halfon
Certified Public Accountants (Israel)

Ramat-Gan
March 8, 2016

16 Aba Hillel Silver St. Ramat-Gan 52506 Israel Tel: +972-3-6123939 Fax: +972-3-6125030 e-mail: office@ahcpa.co.il

Unitronics (1989) (R"G) Ltd.
Consolidated Statements of Financial Position

	Note	December 31, 2015	December 31, 2015	December 31, 2014
			(in thousands)	
		Convenience translation into EURO, (unaudited) (1)	NIS	
Current assets				
Cash and cash equivalents	3	7,275	30,897	40,488
Restricted deposit	16B(3),(4)	547	2,321	2,516
Marketable securities	4	3,412	14,492	26,320
Accounts receivable -				
Trade	5A	6,419	27,262	27,026
Other	5B	855	3,630	2,486
Other financial assets	27E,F	119	506	418
Inventory	6	5,190	22,039	27,967
Inventory - work in progress	7	839	3,563	4,756
		24,656	104,710	131,977
Non-current assets				
Long-term deposits		71	302	432
Property and equipment, net	8	4,720	20,047	19,593
Intangible assets, net	9	15,934	67,666	54,045
		20,725	88,015	74,070
		45,381	**192,725**	**206,047**

Haim Shani
Chairman of the Board of Directors
And Chief Executive Officer

Tzvi Livne
Director

Gavriel Badusa
Chief Financial Officer

Approved: March 8, 2016

(1) See Note 1D.

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

Unitronics (1989) (R"G) Ltd.
Consolidated Statements of Financial Position

	Note	December 31, 2015	December 31, 2015	December 31, 2014
			(in thousands)	
		Convenience translation into EURO, (unaudited) (1)	NIS	
Current liabilities				
Current maturities of long-term loans	10A	276	1,172	1,915
Current maturities of bonds	10B	2,416	10,260	10,259
Accounts payable -				
Trade	11	5,152	21,878	22,545
Other	12	4,426	18,797	29,395
Embedded derivatives	27E	-	-	473
		12,270	52,107	64,587
Non-current Liabilities				
Loans from the banks	13	901	3,826	5,461
Bonds	14	16,660	70,753	81,432
Liabilities for benefits to employees, net	15	516	2,190	1,787
Deferred taxes	24(10)	1,054	4,477	3,120
		19,131	81,246	91,800
Contingent liabilities, mortgages, guarantees and commitments	16			
Equity	17			
Share capital		83	352	352
Share premium		11,912	50,588	50,588
Capital reserve from translation of foreign operations		138	588	458
Company shares held by the company		(1,658)	(7,042)	(7,042)
Reserve from a transaction with a controlling party		24	104	104
Retained earnings		3,481	14,782	5,200
		13,980	59,372	49,660
		45,381	**192,725**	**206,047**

(1) See Note 1D.

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

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

		For the year ended December 31,	For the year ended December 31,		
		2015	2015	2014	2013
			(in thousands)		
	Note	Convenience translation into EURO, (unaudited) (1)	NIS		
Revenues	25	37,475	159,149	171,311	156,179
Cost of revenues	18	24,301	103,201	117,566	112,728
Gross profit		13,174	55,948	53,745	43,451
Development expenses, net	19	1,492	6,336	6,102	5,706
Selling & marketing expenses	20	5,435	23,081	20,657	17,056
General & administrative expenses	21	3,107	13,196	11,148	11,240
Other expenses	8	-	-	2,150	7
Operating profit		3,140	13,335	13,688	9,442
Financing incomes	22A	1,198	5,088	1,927	2,681
Financing expenses	22B	1,741	7,394	10,458	10,513
Profit before taxes on income		2,597	11,029	5,157	1,610
Taxes on income	24(12)	334	1,417	1,811	1,444
Net profit for the year		2,263	9,612	3,346	166
Basic and diluted profit per 1 ordinary share NIS 0.02 par value	26	0.226	0.961	0.335	0.017

(1) See Note 1D.

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

Unitronics (1989) (R"G) Ltd.
Consolidated Statements of comprehensive income

	Note	For the year ended December 31,	For the year ended December 31,		
		2015	2015	2014	2013
			(in thousands)		
		Convenience translation into EURO, (unaudited) (1)	NIS		
Net profit for the year		2,263	9,612	3,346	166
Other comprehensive income (loss) (after tax)					
Items that may not be classified afterwards to profit or loss:					
Remeasurement gain (losses) from defined benefit plans	15	(7)	(30)	505	224
Items that may be reclassified to profit or loss in the future if certain conditions are met:					
Adjustments arising from translating financial statements of foreign operations		31	130	2,046	(631)
Other comprehensive income (loss) for the year		24	100	2,551	(407)
Total comprehensive income (loss) for the year		2,287	9,712	5,897	(241)

(1) See Note 1D.

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

Unitronics (1989) (R"G) Ltd.
Consolidated Statements of Changes in Equity

	Share capital	Share premium	Capital reserve from translation of foreign operations	Company shares held by the company	Reserve from a transaction with a controlling party	Retained earnings	Total
	NIS, in thousands						
Balance at January 1, 2013	352	50,588	(957)	(7,042)	-	959	43,900
Net profit for the year	-	-	-	-	-	166	166
Other comprehensive income (loss) for the year	-	-	(631)	-	-	244	(407)
Total comprehensive income (loss)	-	-	(631)	-	-	390	(241)
Capital profit from a transaction with a controlling party	-	-	-	-	104	-	104
Balance at December 31, 2013	352	50,588	(1,588)	(7,042)	104	1,349	43,763
Net profit for the year	-	-	-	-	-	3,346	3,346
Other comprehensive income for the year	-	-	2,046	-	-	505	2,551
Total comprehensive income	-	-	2,046	-	-	3,851	5,897
Balance at December 31, 2014	352	50,588	458	(7,042)	104	5,200	49,660
Net profit for the year	-	-	-	-	-	9,612	9,612
Other comprehensive income (loss) for the year	-	-	130	-	-	(30)	100
Total comprehensive income	-	-	130	-	-	9,582	9,712
Balance at December 31, 2015	352	50,588	588	(7,042)	104	14,782	59,372

	Share capital	Share premium	Capital reserve from translation of foreign operation	Company shares held by the company	Reserve from a transaction with a controlling party	Retained earnings	Total
	Convenience translation into EURO, in thousands (unaudited) (1)						
Balance at January 1, 2015	83	11,912	107	(1,658)	24	1,225	11,693
Net profit for the year	-	-	-	-	-	2,263	2,263
Other comprehensive income (loss) for the year	-	-	31	-	-	(7)	24
Total comprehensive income	-	-	31	-	-	2,256	2,287
Balance at December 31, 2015	83	11,912	138	(1,658)	24	3,481	13,980

(1) See Note 1D.

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

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

	For the year ended December 31,	For the year ended December 31,		
	2015	2015	2014	2013
		(in thousands)		
	Convenience translation into EURO, (unaudited) (1)	NIS		
Cash flows - operating activities				
Net Profit for the year	2,263	9,612	3,346	166
Adjustments necessary to show the cash flows from operations (Appendix A)	1,666	7,073	10,918	3,166
Cash flows provided by operating activities	3,929	16,685	14,264	3,332
Cash flows - investing activities				
Sale of (investment in) marketable securities, net	2,705	11,487	(269)	5,453
Purchase of property and equipment	(258)	(1,097)	(1,442)	(1,499)
Sale of property and equipment	-	-	18,490	77
Investment in restricted deposit	-	-	(929)	(1,454)
Repayment of restricted deposit	47	200	2,680	700
Repayment (Investment) in long-term deposits	9	39	(56)	20
Investment in intangible assets	(5,762)	(24,470)	(18,020)	(15,876)
Cash flows provided by (used in) investing activities	(3,259)	(13,841)	454	(12,579)
Cash flows - financing activities				
Repayment of long-term loans	(423)	(1,796)	(3,352)	(4,476)
Bond issue	-	-	38,702	51,509
Repayment of bonds	(2,531)	(10,748)	(11,783)	(18,031)
Early redemption of bonds	-	-	(37,897)	-
Cash flows provided by (used in) financing activities	(2,954)	(12,544)	(14,330)	29,002
Translation differences in respect of foreign operations cash balances	26	109	1,658	(326)
Change in cash and cash equivalents	(2,258)	(9,591)	2,046	19,429
Cash and cash equivalents at beginning of year	9,533	40,488	38,442	19,013
Cash and cash equivalents at end of year	7,275	30,897	40,488	38,442

(1) See Note 1D.

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

Unitronics (1989) (R”G) Ltd.
Consolidated Statements of Cash Flows

	For the year ended December 31,	For the year ended December 31,		
	2015	2015	2014	2013
		(in thousands)		
	Convenience translation into EURO, (unaudited) (1)	NIS		
Appendix A - Adjustments necessary to show the cash flows from operations				
Income and expenses not involving cash flows:				
Depreciation and amortization	2,994	12,711	10,592	8,374
Loss (profit) from marketable securities, net	80	341	174	(992)
Changes in liabilities for benefits to employees, net	86	367	(10)	(53)
Capital loss	-	-	2,150	7
Deferred taxes	(68)	(290)	1,811	1,444
Reevaluation of long-term loans and bonds	(235)	(998)	(136)	1,372
Reevaluation of restricted deposit	-	-	(40)	(42)
Reevaluation of embedded derivatives and other financial assets	(132)	(561)	(1,231)	(183)
Loss on early redemption of bonds	-	-	2,991	-
Changes in assets and liabilities:				
Increase in accounts receivable - trade	(48)	(203)	(8,949)	(2,376)
Decrease (increase) in accounts receivable - other	(263)	(1,118)	(1,091)	1,020
Decrease (increase) in inventory	1,461	6,204	(8,616)	3,679
Decrease in inventory - work in progress	281	1,193	10,563	2,682
Increase (decrease) in accounts payable - trade	(391)	(1,659)	6,680	(15,757)
Increase (decrease) in accounts payable - other	(2,099)	(8,914)	(3,970)	3,991
	1,666	7,073	10,918	3,166
Appendix B -Non-cash operations				
Capital benefit arising from a transaction with a controlling party	-	-	-	104
Purchase of property and equipment on credit	234	990	-	-
Appendix C - Additional information on cash flows regarding operating activities				
Cash paid during the year for:				
Interest	1,209	5,135	5,529	5,221
Taxes on income	13	54	90	108
Cash received during the year for:				
Interest and dividend	193	819	1,109	1,280

(1) See Note 1D.

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

Unitronics (1989) (R"G) Ltd.
Notes to the Consolidated Financial Statements

Note 1 - General

A. Unitronics (1989) (R"G) Ltd. (hereinafter - The Company) was incorporated in August 1989. In 1999, the company completed an initial public offering of ordinary shares on the Euro. NM in Belgium (Euronext). In 2004 the company completed a public offering of ordinary shares on the Tel-Aviv stock exchange.

B. The Group (the Company and it's subsidiaries, see section C below) designs, develops, manufactures, markets and supports Programmable Logic Controllers - which are specialized computer-based electronic devices used in an automation process to control machinery and other systems. The Group also provides design, construction and maintenance services within the framework of projects for the automation, computerization and integration of computerized logistics systems, mainly automated warehouses and distribution centers. In addition, the Company designs, develops, manufactures, constructs and maintains mechanized systems for automated parking solutions.

C. Details of the subsidiaries, their activities and the rate of holdings therein:

1. The company holds 100% of the equity and control of Unitronics Inc. (hereinafter - Unitronics Inc.) Unitronics Inc was established in the United States of America by the company and commenced its operations in June 2001. Unitronics Inc. is mainly engaged in marketing, sale and distribution of company's products in U.S.

2. The company holds 100% of the equity and control of Unitronics building management and maintenance (2003) Ltd. (hereinafter "Unitronics management"). Unitronics management was established in 2003 by the company and commenced its operations in January 2004. Unitronics management manages and maintains the building which the company is located in.

3. The company holds 100% of the equity and control of Unitronics Automated Sulotions Ltd. (hereinafter - "Unitronics Solutions"). Unitronics Solutions was established by the compny in the last quarter of 2011 and coordinates parking solutions and logistic solutions activities (formerly - Systems segment). See also Note 16 C. In November 2014 the Company sold its wholly owned subsidiary Unitronics Systems Inc. (hereinafter - "Unitronics Systems") to Unitronics Solutions in exchange to the par value of the shares of Unitronics Systems. Since then Unitronics Solutions holds 100% of the equity and control of Unitronics Systems.
   Unitronics Systems was established in May 2012 and commenced its operations in the last quarter of 2012. Unitronics Systems is mainly engaged in parking solutions activity in U.S. and Notrh America.

D. Convenience translation into 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 December 31, 2015 (EURO 1 = NIS 4.2468).
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 - Significant Accounting Policies

The following accounting policies have been applied consistently in the financial statements for all periods presented, unless otherwise stated.

A. Basis of presentation of the financial statements

These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"). Furthermore, the financial statements have been prepared in conformity with the provisions of the Israeli Securities Regulations (Annual Financial Statements), 2010.

The Company's financial statements were prepared on the basis of cost, excluding derivative and financial instruments, which are measured at fair value through the statement of profit or loss (see section (E) below), and liabilities for benefits to employees which are measured in accordance with the provisions of IAS 19 (see section (O) below).

The Company has elected to present the profit or loss items using the function of expense method.

Consolidated financial statements

The consolidated financial statements comprise the financial statements of companies that are controlled by the Company (subsidiaries). Control is achieved when the Company is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Potential voting rights are considered when assessing whether an entity has control. The consolidation of the financial statements commences on the date on which control is obtained and ends when such control ceases.

The financial statements of the Company and of the subsidiaries are prepared as of the same dates and periods. The consolidated financial statements are prepared using uniform accounting policies by all companies in the Group. Significant intragroup balances and transactions and gains or losses resulting from intragroup transactions are eliminated in full in the consolidated financial statements.

B. Assumptions and estimates

The preparation of the financial statements requires management to make estimates and assumptions that have an effect on the application of the accounting policies and on the reported amounts of assets, liabilities, revenues and expenses. Changes in accounting estimates are reported in the period of the change in estimate.

The key assumptions made in the financial statements concerning uncertainties at the reporting date and the critical estimates computed by the Group that may result in a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below:

Pension and other post-employment benefits

The liability in respect of post-employment defined benefit plans is determined using actuarial valuations. The actuarial valuation involves making assumptions about, among others, the discount rate, rate of salary increase and employee turnover rate. The carrying amount of the liability may be significantly affected by changes in these estimates. See additional information in note 15.

Development costs

Development costs are discounted in accordance with the accounting principles set forth in section (L) below. In order to determine the amounts earmarked for discounting, management estimates, inter alia, the cash flows expected to result from the asset and the expected period of benefits. See additional information in note 9.

Note 2 - Significant Accounting Policies (cont'd)

Costs of work under a construction contract

Cost of work under a construction contract is recognized according to the percentage of completion in accordance with company's estimation to the total cost of the construction contract. Determining the cost of work under the construction contract involves making assumptions, inter alia regarding the scope, content and working time

Completion rate for the recognition of income from work under a construction contract

Earned income from a construction contract is recognized according to the percentage of completion as specified in section (P) below. Determining the percentage of completion involves making assumptions, inter alia, for the planning, scope and content of the work.

Deferred taxes

Assets (liabilities) in respect of deferred taxes are recognized in accordance with section (N) below. Calculation of deferred taxes (liabilities) is based on assumptions and estimates, inter alia, for temporary differences between the amounts included in the financial statements and amounts taken into account for tax purposes, and it is based at the tax rate expected to apply at the date of realization.

Embedded derivatives

Value of embedded derivatives, in respect of transactions that its expected future cash flow, which is not denominated the company's functional currency, is determined using the techniques of economic assessments. Calculation of value of embedded derivatives involves determining assumptions, among other things, about future exchange rates, discount rates and dates of the cash flow. There is significant uncertainty for these assumptions due to the deployment of cash flows over long periods and due to fluctuation in exchange rates. See more information in Note 27(E).

C. Functional currency and foreign currency

1. Functional currency and presentation currency

The financial statements are presented in NIS, the Company's functional currency, which is the currency that best reflects the economic environment and transactions in which the Company operates.

The functional currency was determined separately for each subsidiary; and according to this currency, the financial condition and results of operations of the subsidiaries are measured. When the functional currency of the subsidiary is different from that of the Company, the subsidiary comprises foreign operations, where the data in the financial statements are translated, in order to include them in the Company's financial statements as follows:

a. Assets and liabilities on every balance sheet date (including comparative figures) are translated according to the closing rates of exchange on every reporting date. Goodwill and all adjustments of fair value to the book value of the assets and liabilities on the date of acquiring the foreign operations are handled as assets and liabilities of foreign operations and translated according to the closing rate on every reporting date.
b. Revenues and expenses for all periods are presented in the statement of profit or loss (including comparative figures) are translated according to the average rates of exchange in all of the presented periods; but in those cases where there were significant fluctuations in the rates of exchange, revenues and expenses were translated according to the rates of exchanges that existed on the dates of the translations themselves.
c. Share capital, capital reserves and other capital movements are translated according to the rates of exchanges on the date of their creation.
d. The retained earnings balance is translated based on the opening balance translated according to the rates of exchange at that time, and the relevant additional movements during the period, translated as mentioned in clauses (b) and (c) above.

Note 2 - Significant Accounting Policies (cont'd)

C. Functional currency and foreign currency (cont'd)

1. Functional currency and presentation currency (cont'd)

e. All rates of translation differences created are classified as a separate item in shareholders' equity, in the capital reserve "Adjustments from translation of financial statements of foreign operations".

Loans which are essentially part of the investment of the foreign operations and are handled as part of the investment, where the linkage differences resulting from these loans are posted at the same clause in shareholder's equity.
Rates differentials for loans in foreign currency, which are hedging of a net investment of foreign operations, are posted, less the tax effect, to shareholders' equity.
On the date of realizing the net investment, translation differences included in the framework of the capital reserve, as mentioned above, are recorded to the statement of profit or loss.

2. Transactions, assets and liabilities in foreign currency

Transactions denominated in foreign currency are recorded on their first recognition at the rate of exchange on the date of the transaction. After initial recognition financial assets and liabilities denominated in foreign currency are translated to shekels on every balance sheet date according to the rates of exchange on every reporting date. Rate of exchange differences are posted to the statement of profit or loss. Non-monetary assets and liabilities are translated to shekels according to the rate of exchange on the date of the transaction. Non-monetary assets and liabilities denominated in foreign currency and presented at their fair value are translated to shekels according to the rate of exchange on the date on which the fair value was determined..

D. Cash and cash equivalents

Cash equivalents are considered as highly liquid investments, including unrestricted short-term bank deposits with an original maturity of three months or less from the date of investment or with a maturity of more than three months, but which are redeemable on demand without penalty and which form part of the Group's cash management.

E. Financial instruments

1. Financial assets

Financial assets within the scope of IAS 39 are initially recognized at fair value plus directly attributable transaction costs, except for financial assets measured at fair value through profit or loss in respect of which transaction costs are recorded in profit or loss.

After initial recognition, the accounting treatment of financial assets is based on their classification as follows:

a. Financial assets at fair value through profit or loss

This category includes financial assets held for trading and financial assets designated upon initial recognition as at fair value through profit or loss.

b. Loans and receivables

Loans and receivables are investments with fixed or determinable payments that are not quoted in an active market. After initial recognition, loans are measured based on their terms at amortized cost plus directly attributable transaction costs using the effective interest method and less any impairment losses. Short-term borrowings are measured based on their terms, normally at face value.

Note 2 - Significant Accounting Policies (cont'd)

E. Financial instruments (cont'd)

c. Available-for-sale financial assets

Available-for-sale financial assets are (non-derivative) financial assets that are designated as available for sale or are not classified in any of the three preceding categories. After initial recognition, available-for-sale financial assets are measured at fair value. Gains or losses from fair value adjustments, except for interest, exchange rate differences that relate to debt instruments and dividends from an equity instrument, are recognized in other comprehensive income. When the investment is disposed of or in case of impairment, the other comprehensive income (loss) is transferred to profit or loss.

2. Financial liabilities

Financial liabilities are initially recognized at fair value. Loans and other liabilities measured atamortized cost are presented less direct transaction costs.

After initial recognition, the accounting treatment of financial liabilities is based on their classification as follows:

a. Financial liabilities at amortized cost

After initial recognition, loans and other liabilities are measured based on their terms at cost less directly attributable transaction costs using the effective interest method.

b. Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities classified as held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities are classified as held for trading if they are acquired for the purpose of sale in the near term. Gains or losses on liabilities held for trading are recognized in profit or loss.

Derivatives, including separated embedded derivatives, are classified as held for trading unless they are designated as effective hedging instruments.

The Group assesses the existence of an embedded derivative and whether it is required to be separated from a host contract when the Group first becomes party to the contract. Reassessment of the need to separate an embedded derivative only occurs if there is a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required.

A liability may be designated upon initial recognition at fair value through profit or loss, subject to the provisions of IAS 39.

3. Offsetting financial instruments

Financial assets and financial liabilities are offset and the net amount is presented in the statement of financial position if there is a legally enforceable right to set off the recognized amounts and there is an intention either to settle on a net basis or to realize the asset and settle the liability simultaneously.

The right of set-off must be legally enforceable not only during the ordinary course of business of the parties to the contract but also in the event of bankruptcy or insolvency of one of the parties. In order for the right of set-off to be currently available, it must not be contingent on a future event, there may not be periods during which the right is not available, or there may not be any events that will cause the right to expire.

Note 2 - Significant Accounting Policies (cont'd)

E. Financial instruments (cont'd)

4. Derecognition of financial instruments

Financial assets

A financial asset is derecognized when the contractual rights to the cash flows from the financial asset expire or the Company has transferred its contractual rights to receive cash flows from the financial asset or assumes an obligation to pay the cash flows in full without material delay to a third party and has transferred substantially all the risks and rewards of the asset, or has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

If the Company transfers its rights to receive cash flows from an asset and neither transfers nor retains substantially all the risks and rewards of the asset nor transfers control of the asset, a new asset is recognized to the extent of the Company's continuing involvement in the asset. When continuing involvement takes the form of guaranteeing the transferred asset, the extent of the continuing involvement is the lower of the original carrying amount of the asset and the maximum amount of consideration received that the Company could be required to repay.

Financial liabilities

A financial liability is derecognized when it is extinguished, that is when the obligation is discharged or cancelled or expires. A financial liability is extinguished when the debtor (the Group) discharges the liability by paying in cash, other financial assets, goods or services; or is legally released from the liability.

When an existing financial liability is exchanged with another liability from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is accounted for as an extinguishment of the original liability and the recognition of a new liability. The difference between the carrying amounts of the above liabilities is recognized in profit or loss. If the exchange or modification is not substantial, it is accounted for as a change in the terms of the original liability and no gain or loss is recognized on the exchange. When evaluating whether the change in the terms of an existing liability is substantial, the Company takes into account both quantitative and qualitative considerations.

5. Impairment of financial assets

The Group assesses at the end of each reporting period whether there is any objective evidence of impairment of a financial asset or group of financial assets as follows:

Financial assets carried at amortized cost

Objective evidence of impairment exists when one or more events that have occurred after initial recognition of the asset have a negative impact on the estimated future cash flows. The amount of the loss recorded in profit or loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not yet been incurred) discounted at the financial asset's original effective interest rate. If the financial asset has a variable interest rate, the discount rate is the current effective interest rate. In a subsequent period, the amount of the impairment loss is reversed if the recovery of the asset can be related objectively to an event occurring after the impairment was recognized. The amount of the reversal, up to the amount of any previous impairment, is recorded in profit or loss.

Note 2 - Significant Accounting Policies (cont'd)

E. Financial instruments (cont'd)

5. Impairment of financial assets (cont'd)

Available-for-sale financial assets

For equity instruments classified as available-for-sale financial assets, evidence of impairment includes a significant or prolonged decline in the fair value of the asset below its cost and evaluation of changes in the technological, economic or legal environment or in the market in which the issuer of the instrument operates. The determination of a significant or prolonged impairment depends on the circumstances at each reporting date. In making such a determination, historical volatility in fair value is considered, as well as the existence of continuing decline in fair value. Where there is evidence of impairment, the cumulative loss recorded in other comprehensive income is reclassified to profit or loss. In subsequent periods, any reversal of the impairment loss is recognized in other comprehensive income.

For debt instruments classified as available-for-sale financial assets, evidence of impairment includes one or more events that have occurred after the date of the investment in the asset and which have a negative impact on the estimated future cash flows. Where there is evidence of impairment, the cumulative loss recorded in other comprehensive income is recognized as an impairment loss in profit or loss. In a subsequent period, the amount of the impairment loss is reversed if the increase in fair value can be related objectively to an event occurring after the impairment was recognized. The amount of the reversal, up to the amount of any previous impairment, is recorded in profit or loss.

F. Allowance for doubtful accounts

The allowance for doubtful accounts is determined in respect of specific debts whose collection, in the opinion of the Company's management, is doubtful.. Impaired debts are derecognized when they are assessed as uncollectible.

G. Inventory

Inventories are measured at the lower of cost and net realizable value. The cost of inventories comprises costs of purchase and costs incurred in bringing the inventories to their present location and condition. Net realizable value is the estimated selling price in the ordinary course of business less estimated costs of completion and estimated costs necessary to make the sale.

The cost of the inventory is determined as follows:

- Raw materials and packaging - by the weighted moving average method.
- Goods in process - on the basis of average cost which includes materials, labor, and other direct and indirect manufacturing expenses, less completion costs.
- Finished goods - on the basis of average cost which includes materials, labor, and other direct and indirect manufacturing expenses.

The Company periodically examines the condition of the inventory and its age, and makes provisions for slow-moving inventory accordingly. During certain periods where production is not at a normal output, the cost of inventory does not include other fixed and overhead costs, over and above those required for normal output. The costs, as mentioned, which were not loaded, are recorded as an expense in the statement of profit or loss during the period in which they accrued. Furthermore, the cost of inventory does not include exceptional amounts of cost of materials, labor, and others resulting from inefficiency.

H. Operating turnover period

The Company's operating turnover period is 12 months.

Note 2 - Significant Accounting Policies (cont'd)

I. Treasury shares

Company shares held by the Company are recognized at cost of purchase and presented as a deduction from equity. Any gain or loss arising from a purchase, sale, issue or cancellation of treasury shares is recognized directly in equity.

J. Leases

The criteria for classifying leases as finance or operating leases depend on the substance of the agreements and are made at the inception of the lease in accordance with the following principles as set out in IAS 17 - "Leases".

1. Operating lease

Lease agreements are classified as an operating lease if they do not transfer substantially all the risks and benefits incidental to ownership of the leased asset. Lease payments are recognized as an expense in profit or loss over the lease term.

2. Financial lease

Leasing agreements where all the risks and benefits connected with ownership of the leased asset have been transferred to the Company - are classified as financial leasing. The leased asset is measured at the beginning of the lease period at the lower of fair value of the leased asset or at the present value of the minimum leasehold payments. A liability for leasehold payments is presented at its present value when the leasehold payments are allocated between financial expenses and repayment of the liability for the leasing, by the effective interest method.

After initial recognition, the leased asset is handled according to the accounting principles prevailing regarding this asset (see section (K) below).

K. Fixed assets

Fixed assets are measured at cost, including direct attributable costs, less accumulated depreciation, accumulated impairment losses and any related investment grants and excluding day-to-day servicing expenses.

A part of an item of property, plant and equipment with a cost that is significant in relation to the total cost of the item is depreciated separately using the component method.

Depreciation is calculated on a straight-line basis over the useful life of the assets at annual rates as follows:

	%	Mainly %
Buildings	2	
Leasehold improvements	10	
Machinery and equipment	7-33	(mainly 33%)
Motor vehicles	15	
Office furniture and equipment	6-33	(mainly 7%)

Leasehold improvements are depreciated on a straight-line basis over the shorter of the lease term or the expected life of the improvement.

The useful life, depreciation method and residual value of an asset are reviewed at least each year-end and any changes are accounted for prospectively as a change in accounting estimate. As to impairment assessment see section (M) below. Depreciation of an asset ceases at the earlier of the date that the asset is classified as held for sale and the date that the asset is derecognized.

Note 2 - Significant Accounting Policies (cont'd)

L. Intangible assets

Intangible assets which are purchased separately are measured on initial recognition at cost plus the direct acquisition costs. After initial recognition, intangible assets are presented at cost less accumulated amortization and less losses from accrued impairment in value.

In management's opinion, the intangible assets have a defined lifespan. The assets are amortized over their useful economic lifespan and are examined for any impairment in value when there are signs pointing to impairment in value of an intangible asset. The period of amortization and the method of amortization for an intangible asset, with a defined useful lifespan, are examined at least once a year. A change in the useful lifespan or in the pattern of expected consumption of economic benefits expected to result from the asset will be handled as a change in the period or a change in amortization, respectively, and reported as a change in accounting estimate. Amortization expenses for intangible assets, with a defined useful lifespan, are recorded to the statements of profit or loss.

Software

Acquired licenses for computers software are recognized as an asset according to the acquisition costs and related costs. Depreciation is calculated at equal annual rates by the straight-line method over the expected useful life of the asset.

Research and development expenses

Research expenditures are recognized in profit or loss when incurred. An intangible asset arising from a development project or from the development phase of an internal project is recognized if the following is provable:

a. The technical feasibility of completing the intangible asset so that it will be available for use of sale.
b. Management's intention to complete the intangible asset and use or sell it.
c. Theabilityto use or sell the intangible asset.
d. How the intangible asset will generate probable future economic benefits.
e. The availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset.
f. The ability to measure reliably the expenditure attributable to the intangible asset during its development.

The asset is measured at cost less any accumulated amortization and any accumulated impairment losses. Amortization of the asset begins when development is complete and the asset is available for use. The asset is amortized over its useful life. Testing of impairment is performed annually over the period of the development project.

Other development costs, which do not meet the conditions above, are recognized as expenses when it is incurred. Expenditure on an intangible item that was initially recognized as an expense shall not be recognized as part of the cost of an intangible asset at a later date. Capitalized development expenses are recognized as an intangible asset. Amortization shall begin when the asset is available for use and is calculated at equal annual rates by the straight-line method over the expected useful lifespan of the asset.

Amortization

The useful lifespan of intangible assets is as follows:

	Years
Software	3
Patents and licenses	3
Development costs	5-7

Note 2 - Significant Accounting Policies (cont'd)

M. Impairment of non-financial assets

The Company evaluates the need to record an impairment of non-financial assets, except inventory and deferred taxes, whenever events or changes in circumstances indicate that the carrying amount is not recoverable. If the carrying amount of non-financial assets exceeds their recoverable amount, the assets are reduced to their recoverable amount. The recoverable amount is the higher of fair value less costs of sale and value in use. In measuring value in use, the expected future cash flows are discounted using a pre-tax discount rate that reflects the risks specific to the asset. The recoverable amount of an asset that does not generate independent cash flows is determined for the cash-generating unit to which the asset belongs. Impairment losses are recognized in profit or loss.

N. Taxes on income

Current or deferred taxes are recognized in profit or loss, except to the extent that they relate to items which are recognized in other comprehensive income or equity.

1. Current taxes

The current tax liability is measured using the tax rates and tax laws that have been enacted or substantively enacted by the reporting date as well as adjustments required in connection with the tax liability in respect of previous years.

2. Deferred taxes

Deferred taxes are computed in respect of temporary differences between the carrying amounts in the financial statements and the amounts attributed for tax purposes.

Deferred taxes are measured at the tax rate that is expected to apply when the asset is realized or the liability is settled, based on tax laws that have been enacted or substantively enacted by the reporting date.

Deferred tax assets are reviewed at each reporting date and reduced to the extent that it is not probable that they will be utilized. Temporary differences for which deferred tax assets had not been recognized are reviewed at each reporting date and a respective deferred tax asset is recognized to the extent that their utilization is probable.

Taxes that would apply in the event of the disposal of investments in investees have not been taken into account in computing deferred taxes, as long as the disposal of the investments in investees is not probable in the foreseeable future. Also, deferred taxes that would apply in the event of distribution of earnings by investees as dividends have not been taken into account in computing deferred taxes, since it is the Company's policy not to initiate distribution of dividends from a subsidiary that would trigger an additional tax liability.

Taxes on income that relate to distributions of an equity instrument and to transaction costs of an equity transaction are accounted for pursuant to IAS 12.

Deferred taxes are offset if there is a legally enforceable right to offset a current tax asset against a current tax liability and the deferred taxes relate to the same taxpayer and the same taxation authority.

Note 2 - Significant Accounting Policies (cont'd)

O. Liabilities for benefits to employees

The Group has a number of benefits to employees plans:

1. Short-term employee benefits

Short-term employee benefits are benefits that are expected to be settled wholly before twelve months after the end of the annual reporting period in which the employees render the related services. These benefits include salaries, paid annual leave, paid sick leave, recreation and social security contributions and are recognized as expenses as the services are rendered. A liability in respect of a cash bonus or a profit-sharing plan is recognized when the Group has a legal or constructive obligation to make such payment as a result of past service rendered by an employee and a reliable estimate of the amount can be made.

2. Benefits after employment

The plans are normally financed by contributions to insurance companies and classified as defined contribution plans or as defined benefit plans.
The Group has defined contribution plan according to Section 14 of the Severance Pay Law, according to which the Group pays, on a permanent basis, payments without it having any legal or implied obligation to pay additional payment even if the principal does not accrue to sufficient amounts in order to pay all the benefits to the employee relating to the service of the employee during the current period and previous periods. Deposits in defined deposit programs for severance pay pursuant to Section 14 or for savings are recognized as an expense at the time of the deposit to the program, concurrent with receiving work services from the employee.

Furthermore, the company also operates a defined benefit plan in respect of severance pay pursuant to the Severance Pay Law. According to the Law, employees are entitled to severance pay upon dismissal or retirement. The liability for termination of employment is measured using the projected unit credit method. The actuarial assumptions include expected salary increases and rates of employee turnover based on the estimated timing of payment. The amounts are presented based on discounted expected future cash flows using a discount rate determined by reference to market yields at the reporting date on high quality corporate bonds that are linked to the Consumer Price Index with a term that is consistent with the estimated term of the severance pay obligation.

In respect of its severance pay obligation to certain of its employees, the Company makes current deposits in pension funds and insurance companies ("the plan assets"). Plan assets comprise assets held by a long-term employee benefit fund or qualifying insurance policies. Plan assets are not available to the Group's own creditors and cannot be returned directly to the Group.

The liability for employee benefits shown in the statement of financial position reflects the present value of the defined benefit obligation less the fair value of the plan assets.

Remeasurements of the net liability are recognized in other comprehensive income in the period in which they occur.

Note 2 - Significant Accounting Policies (cont'd)

P. Recognition of revenues

Revenues are recognized in the statement of profit or loss when the revenues can be reliably measured; it is expected that the economic benefits connected with the transaction will flow to the Company, and the cost accrued or which will accrue for the transaction can be reliably measured. The revenues are measured at the fair value of the consideration in the transaction, less commercial discounts, quantity discounts and returns.

The following are the specific provisions regarding recognition of the Group's revenues which must exist so as to recognize the revenue:

1. Revenues from sale of products are recognized when all the significant risks and benefits are passed to the buyer; in general, on the date of delivery of the product to the buyer (the distributor).
2. Revenues from services are recorded by the accrual method over the period of the service agreement.
3. Revenues from management fees of a building are recorded by the accrual method over the period of the agreement.
4. Revenues from work in a construction contract are recognized according to the rate of completion method, where all the following conditions exist: the revenues are known or can be reliably measured, the collection of revenues is expected, the cost connected with performing the work is known or can be reliably measured, there is no significant uncertainty regarding the ability of the Company to complete the work and meet the contractual terms with the customer, and the rate of completion can be reliably measured. The rate of completion is determined on the basis of completion of the engineering stages of the work. Regarding work for which a loss is expected, a full provision for the expected loss is made.

Q. Discounts to customers

Current discounts to customers are included in the financial statements on their granting and are recorded to the revenues.

R. Earnings (loss) per share

Earnings (loss) per share are calculated according to the number of ordinary shares. Basic earnings per share includes only shares that actually exist during the period and potential ordinary shares (for example convertible bond and warrants) are included only when calculating diluted earnings per share, should their effect dilute the earnings per share when their conversion reduces earnings per share or increases the loss per share from continuing operations. In addition, convertible securities converted during the period are included in the diluted earnings per share, only till the date of conversion, and from that date the shares issued as a result of the conversion are included in basic earnings per share. The company's share in the subsidiaries' profits is calculated according to the company's share in the subsidiaries' earning per share multiplied by the number of shares held by the company.

S. Provisions

A provision in accordance with IAS 37 is recognized when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Group expects part or all of the expense to be reimbursed, for example under an insurance contract, the reimbursement is recognized as a separate asset but only when the reimbursement is virtually certain. The expense is recognized in the statement of profit or loss net of any reimbursement.

Note 2 - Significant Accounting Policies (cont'd)

T. Government grants

Government grants are recognized when there is reasonable assurance that the grants will be received and the Company will comply with the attached conditions.

Government grants received from the Office of the Chief Scientist in Israel ("OCI") are recognized upon receipt as a liability if future economic benefits are expected from the research project that will result in royalty-bearing sales. A liability for the loan is first measured at fair value using a discount rate that reflects a market rate of interest. The difference between the amount of the grant received and the fair value of the liability is accounted for as a Government grant and recognized as a reduction of research and development expenses. After initial recognition, the liability is measured at amortized cost using the effective interest method. Royalty payments are treated as a reduction of the liability. If no economic benefits are expected from the research activity, the grant receipts are recognized as a reduction of the related research and development expenses. In that event, the royalty obligation is treated as a contingent liability in accordance with IAS 37.

On each reporting date, the Company evaluates whether there is reasonable assurance that the liability recognized, in whole or in part, will not be repaid (since the Company will not be required to pay royalties) based on the best estimate of future sales, and if so, the appropriate amount of the liability is derecognized against a corresponding reduction in research and development expenses.

U. Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

Fair value measurement is based on the assumption that the transaction will take place in the asset's or the liability's principal market, or in the absence of a principal market, in the most advantageous market.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

Fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities measured at fair value or for which fair value is disclosed are categorized into levels within the fair value hierarchy based on the lowest level input that is significant to the entire fair value measurement:

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.
Level 2 - Inputs other than quoted prices included within Level 1 that are observable either directly or indirectly.
Level 3 - Inputs that are not based on observable market data (valuation techniques which use inputs that are not based on observable market data).

Note 2 - Significant Accounting Policies (cont'd)

V. Disclosure of new IFRS during the period prior to their implementation

1. IFRS 15, "Revenue from Contracts with Customers"

In May 2014, the IASB issued IFRS 15 ("IFRS 15").

IFRS 15 replaces IAS 18, "Revenue", IAS 11, "Construction Contracts", IFRIC 13, "Customer Loyalty Programs", IFRIC 15, "Agreements for the Construction of Real Estate", IFRIC 18, "Transfers of Assets from Customers" and SIC-31, "Revenue - Barter Transactions Involving Advertising Services".

The IFRS 15 introduces a five-step model that will apply to revenue earned from contracts with customers:

Step 1: Identify the contract with a customer, including reference to contract combination and accounting for contract modifications.
Step 2: Identify the separate performance obligations in the contract
Step 3: Determine the transaction price, including reference to variable consideration, financing components that are significant to the contract, non-cash consideration and any consideration payable to the customer.
Step 4: Allocate the transaction price to the separate performance obligations on a relative stand-alone selling price basis using observable information, if it is available, or using estimates and assessments.
Step 5: Recognize revenue when the entity satisfies a performance obligation over time or at a point in time.

IFRS 15 is to be applied retrospectively for annual periods beginning on or after January 1, 2017. Early adoption is permitted. IFRS 15 allows an entity to choose to apply a modified retrospective approach, according to which IFRS 15 will only be applied in the current period presented to existing contracts at the date of initial application. No restatement of the comparative periods will be required.

The Company is evaluating the possible impact of IFRS 15 but is presently unable to assess its effect, if any, on the financial statements.

2. IFRS 16 – "Leases"

IFRS 16 will be implemented for financial statements for annual period starting January 1, 2019 or thereafter.

Earlier implementation is possible, on condition that the entity implements International Financial Reporting Standard 15 relating to revenues from contracts with customers.

The accounting treatment in accordance with IFRS 16 regarding lessors will be implemented retrospectively in one of the following two ways:

- Restatement of the comparative figures; or
- Recognition of the accumulated effect of retrospective implementation as an adjustment of the opening balance of retained earnings (or another component of shareholders' equity, whichever relevant) for the period in which the Standard is first implemented, subject to certain requirements and exemptions set forth in the Standard.

Regarding the accounting treatment in accordance with IFRS 16 relating to lessors, the Standard enables not to make an adjustment from the date of the transition regarding leases (excluding sub-leases) in which the entity is the lessor, but to handle these leases in accordance with the provisions of the Standard which apply from the first date of implementation and thereafter.

The Company is examining the possible effect of the Standard, but it is unable, at this stage, to estimate its effect, if any, on the financial statements.

Note 2 - Significant Accounting Policies (cont'd)

V. Disclosure of new IFRS during the period prior to their implementation (cont'd)

3. IFRS 9, "Financial Instruments"

In July 2014, the IASB issued the final and complete version of IFRS 9, "Financial Instruments" ("IFRS 9"), which replaces IAS 39, " Financial Instruments: Recognition and Measurement". IFRS 9 mainly focuses on the classification and measurement of financial assets and it applies to all assets in the scope of IAS 39.

According to IFRS 9, all financial assets are measured at fair value upon initial recognition. In subsequent periods, debt instruments are measured at amortized cost only if both of the following conditions are met:

- The asset is held within a business model whose objective is to hold assets in order to collect the contractual cash flows.

- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Subsequent measurement of all other debt instruments and financial assets should be at fair value. IFRS 9 establishes a distinction between debt instruments to be measured at fair value through profit or loss and debt instruments to be measured at fair value through other comprehensive income.

Financial assets that are equity instruments should be measured in subsequent periods at fair value and the changes recognized in profit or loss or in other comprehensive income (loss), in accordance with the election by the Company on an instrument-by-instrument basis. If equity instruments are held for trading, they should be measured at fair value through profit or loss.
According to IFRS 9, the provisions of IAS 39 will continue to apply to derecognition and to financial liabilities for which the fair value option has not been elected.

According to IFRS 9, changes in fair value of financial liabilities which are attributable to the change in credit risk should be presented in other comprehensive income. All other changes in fair value should be presented in profit or loss.

IFRS 9 is to be applied for annual periods beginning on January 1, 2018. Early adoption is permitted.

The Company is evaluating the possible impact of IFRS 15 but is presently unable to assess its effect, if any, on the financial statements.

	December 31, 2015	December 31, 2015	December 31, 2014
		(in thousands)	
	Convenience translation into EURO, (unaudited)	NIS	

Note 3 - Cash and cash equivalents

Israeli currency	463	1,965	8,554
Foreign currency	6,812	28,932	31,934
	7,275	30,897	40,488

Note 4 - Marketable securities

Marketable securities measured at fair value through the statement of Profit or Loss

Stocks	315	1,336	2,360
Bonds:			
Linked to Israeli CPI	1,430	6,075	11,886
Unlinked	1,597	6,783	11,598
Linked to USD	70	298	393
Linked to other currency	-	-	83
	3,412	14,492	26,320

Note 5A - Accounts receivable - trades

Related to work in progress in connection with long-term contracts:			
Open accounts	2,019	8,576	7,507
Income receivable	509	2,159	6,184
	2,528	10,735	13,691
Others:			
Open accounts	3,792	16,105	13,370
Post-dated checks receivable	138	585	28
	3,930	16,690	13,398
	6,458	27,425	27,089
Provision for doubtful debts	(39)	(163)	(63)
	6,419	27,262	27,026

An analysis costomers (open accounts) without provision for doubtful debts, net, in accordance with the collection delay in relation to the reporting date:

		Customers with collection delay of			
	Customers without collection delay	Up to 30 days	30 to 60 days	More than 60 days	Total
			NIS (in thousands)		
December 31, 2015	19,043	4,004	874	597	24,518
December 31, 2014	15,847	439	4,059	469	20,814

	December 31, 2015	December 31, 2015	December 31, 2014
		(in thousands)	
	Convenience translation into EURO, (unaudited)	NIS	
Note 5B - Accounts receivable - Other			
Government institutions	478	2,030	1,399
Prepaid expenses	280	1,188	754
Other	97	412	333
	855	3,630	2,486
Note 6 - Inventory			
Materials and Packaging	1,229	5,221	8,256
Work in process	2,151	9,133	7,078
Finished products	1,810	7,685	12,633
	5,190	22,039	27,967

Eliminating of the inventory impairment recorded to the cost of revenues in the reported year aggregated an amount of NIS 259 thousands (in 2014 an eliminating of the inventory impairment - NIS 70 thousands and in 2013 an impairment in value of inventory – NIS 357 thousands).

Note 7 - Inventory - work in progress

Cost of work performed	10,340	43,910	60,340
Less amounts charged to statements of Profit or loss	9,501	40,347	55,584
	839	3,563	4,756

Note 8 - Property and equipment, net

	Land and Buildings (*) (**)	Leasehold improvements	Machinery and Equipment	Motor vehicles	Office furniture and Equipment	Total
			NIS (in thousands)			
Cost						
Balance as at January 1, 2014	42,617	1,349	4,899	530	3,342	52,737
Additions	-	38	475	770	159	1,442
Disposals	(20,491)	-	(97)	(530)	(75)	(21,193)
Exchange differences	-	-	-	-	106	106
Balance as at December 31, 2014	22,126	1,387	5,277	770	3,532	33,092
Additions	50	1,231	461	108	237	2,087
Disposals	-	(112)	(29)	-	-	(141)
Exchange differences	-	-	-	1	2	3
Balance as at December 31, 2015	22,176	2,506	5,709	879	3,771	35,041
Accumulated depreciation						
Balance as at January 1, 2014	6,577	535	3,260	322	1,796	12,490
Depreciation during the year	528	137	498	94	243	1,500
Disposals	-	-	(97)	(381)	(75)	(553)
Exchange differences	-	-	-	-	62	62
Balance as at December 31, 2014	7,105	672	3,661	35	2,026	13,499
Depreciation during the year	505	143	532	123	254	1,557
Disposals	-	(31)	(29)	-	-	(60)
Exchange differences	-	-	-	-	(2)	(2)
Balance as at December 31, 2015	7,610	784	4,164	158	2,278	14,994
Net book value as at December 31, 2015	14,566	1,722	1,545	721	1,493	20,047
Net book value as at December 31, 2014	15,021	715	1,616	735	1,506	19,593

(*) The building is located in Kiriat Sde Hateufa, near the David Ben Gurion Airport ,on land leased from the government (Minhal). The land is leased from August 23, 2000 for a period of 49 years and has been capitalized (91%). Including net book value of capitalized direct borrowing costs amounted to NIS 580 thousands as at December 31, 2015 (as at December 31, 2014 amounted to NIS 595 thousands).

(**) On February 2014, the Company engaged in an agreement with a third-party, which is not related to the Company, or to an interested party in it, for the sale of the Company's rights in a real estate property in Hevel Modi'in industrial zone - Tirat Yehuda (hereinafter - "the property"), for NIS 18,550 thousand plus VAT as prescribed by law. In March 2014, in the framework of the process to complete registration of the rights in the real estate property in the buyer's name, the mortgage registered in favor of a bank for a loan received to partly finance the Company's acquisition of the property was cancelled without a demand for repayment of the loan to the bank. As a result of the sale, the company recorded in 2014 a capital loss of about NIS 2 million.

Note 8 - Property and equipment, net (cont'd)

	Land and Buildings	Leasehold improvements	Machinery and Equipment	Motor vehicles	Office furniture and Equipment	Total
	Convenience translation into euro (in thousands)					
Cost						
Balance as at January 1, 2015	5,210	326	1,242	182	832	7,792
Additions	12	290	109	25	56	492
Disposals	-	(26)	(7)	-	-	(33)
Balance as at December 31, 2015	5,222	590	1,344	207	888	8,251
Accumulated depreciation						
Balance as at January 1, 2015	1,673	158	863	8	476	3,178
Depreciation during the year	119	34	125	29	60	367
Disposals	-	(7)	(7)	-	-	(14)
Balance as at December 31, 2015	1,792	185	981	37	536	3,531
Net book value as at December 31, 2015	3,430	405	363	170	352	4,720

Note 9 - Intangible assets, net

	Patents and Licenses	Software	Development costs	Total
	NIS (in thousands)			
Cost				
Balance as at January 1, 2014	742	2,074	62,080	64,896
Additions - internal created	-	-	17,842	17,842
Additions - bought	140	38	-	178
Disposals	-	(134)	-	(134)
Balance as at December 31, 2014	882	1,978	79,922	82,782
Additions - internal created	-	-	24,055	24,055
Additions - bought	406	9	-	415
Disposals	-	(209)	-	(209)
Balance as at December 31, 2015	1,288	1,778	103,977	107,043
Accumulated amortization				
Balance as at January 1, 2014	676	1,540	18,257	20,473
amortization during the year	51	291	8,056	8,398
Disposals	-	(134)	-	(134)
Balance as at December 31, 2014	727	1,697	26,313	28,737
amortization during the year	155	223	10,471	10,849
Disposals	-	(209)	-	(209)
Balance as at December 31, 2015	882	1,711	36,784	39,377
Net book value as at December 31, 2015	406	67	67,193	67,666
Net book value as at December 31, 2014	155	281	53,609	54,045

Note 9 - Intangible assets, net (cont'd)

	Patents and Licenses	Software	Development costs	Total
	Convenience translation into euro (in thousands)			
Cost				
Balance as at January 1, 2015	207	466	18,820	19,493
Additions - internal created	-	-	5,664	5,664
Additions - bought	96	2	-	98
Disposals	-	(49)	-	(49)
Balance as at December 31, 2015	303	419	24,484	25,206
Accumulated amortization				
Balance as at January 1, 2015	171	399	6,196	6,766
Amortization during the year	36	53	2,466	2,555
Disposals	-	(49)	-	(49)
Balance as at December 31, 2015	207	403	8,662	9,272
Net book value as at December 31, 2015	96	16	15,822	15,934

amortization expenses

Intangible assets amortization is classified to the statement of operations as follows:

	For the year ended December 31,			
	2015	2015	2014	2013
	(in thousands)			
	Convenience translation into EURO, (unaudited)	NIS		
Cost of revenues	2,489	10,572	8,198	5,288
Development expenses, net	12	49	65	89
Selling & marketing expenses	6	24	26	36
General & administrative expenses	48	204	109	86
	2,555	10,849	8,398	5,499

Note 10 - Current maturities of non-current liabilities

	December 31, 2015	December 31, 2015	December 31, 2014
	(in thousands)		
	Convenience translation into EURO, (unaudited)	NIS	
A. Current maturities of non-current loans:			
Linked to the USD	100	426	424
Linked to the EURO	176	746	1,491
	276	1,172	1,915
B. Current maturities of bonds:			
Linked to the CPI	1,515	6,433	6,449
Not linked	901	3,827	3,810
	2,416	10,260	10,259

	December 31, 2015	December 31, 2015	December 31, 2014
		(in thousands)	
	Convenience translation into EURO, (unaudited)	NIS	
Note 11 - Accounts payable - trade			
Suppliers	5,052	21,456	22,272
Post-dated checks payable	100	422	273
	5,152	21,878	22,545
Note 12 - Accounts payable - other			
Employees, payroll and taxes	1,049	4,456	4,306
Government institutions	9	38	-
Provision for vacation	427	1,814	1,347
Accrued expenses	1,639	6,961	12,416
Prepaid income	1,133	4,811	10,639
Advances from costumers	101	431	523
Other	68	286	164
	4,426	18,797	29,395

Note 13 - Loans from banks

A. Consisting of the following:

	Annual Interest Rates %	December 31, 2015 Convenience translation into EURO, (unaudited)	December 31, 2015 (in thousands) NIS	December 31, 2014
Long-term loans from banks:				
Linked to the USD	Libor+2.02(*)	201	852	1,273
Linked to the EURO	Libor+ 2.02-3.41(**)	976	4,146	6,103
Less current maturities		(276)	(1,172)	(1,915)
		901	3,826	5,461

(*) As at December 31, 2015 - 2.645%
(**) As at December 31, 2015 - 1.895%-3.285%

B. Mortgages - see note 16B.

Note 14 - Bonds

General

A. On January 24, 2013 the Company published a Shelf Offer Report ("2013 Offer Report") in the framework of which the public was offered NIS 53,125,000 par value of bonds (Series 4) of the Company, which were issued at 100% of their par value; the bonds and are linked (principal interest) to the consumer price index for the month of December 2012 (which was published on January 15, 2013). The bonds will be repayable (principal) in six (6) annual unequal installments, which will be paid on January 31 of each of the years of 2015 - 2020 (inclusive), as detailed in 2013 Offer Report. The bonds (Series 4) will bear interest for the unpaid balance of the bonds (Series 4) which will paid in semi-annual equal installments as from July 31, 2013. The proceeds (gross) from the bonds allotted in accordance with 2013 Offer Report, aggregate NIS 53,125,000 (in total 53,125 bond units (Series 4) were allotted, the annual rate of interest that the bonds bear was set in the tender at 5.4%. The annual effective interest rate is 6.25%.

On January 17, 2013, in the framework of 2013 Offer Report, the Company engaged in a trust deed for the bonds (Series 4) (hereinafter – "the Trust Deed") according to which it undertook, inter alia, to meet financial covenants of a ratio of the financial debt to net CAP which will not exceed 80% and the ratio of financial debt to EBITDA which will not exceed 10, and a condition that shareholders' equity will not be less than NIS 20 million, including setting a mechanism for updating the interest for exceptional periods from the financial covenants agreed, and circumstances which are grounds for immediate repayment, and all as detailed in the Trust Deed.

An examination whether the Company meets its financial covenants will be made twice a year in every calendar year on the date of publishing the financial statements as at June 30 and December 31, as long as the bonds exist and are in circulation. The first report to be examined will be the financial statements as at June 30, 2013. As of December 31, 2015 the Company meets its financial covenants.

In addition, the Company undertook to pledge a deposit in an amount of the semi-annual interest on the bonds in favor of the bond holders (Series 4) (See note 16.B.4).

B. On September 10, 2014, the Company published a Shelf Offer Report ("2014 Offer Report") in the framework of which the public was offered NIS 40,000,000 par value of bonds (Series 5) of the Company, which were issued at 100% of their par value. The bonds will be repayable (principal) in nine (9) annual unequal installments, which will be paid on August 31 of each of the years of 2015 – 2023 (inclusive), as detailed in 2014 Offer Report. The bonds (Series 5) will bear interest for the unpaid balance of the bonds (Series 5) which will paid in semi-annual equal installments as from March 1, 2014. The proceeds (gross) from the bonds allotted in accordance with 2014 Offer Report, aggregate NIS 40,000,000 (in total 40,000 bond units (Series 5) were allotted), the annual rate of interest that the bonds bear was set in the tender at 5.8%. The annual effective interest rate is 6.59%.

The Company has designated all proceeds of the offering to perform an early redemption of debentures (Series 3) in circulation, under the repayment terms of this series.

In the framework of 2014 Offer Report, the Company engaged in a trust deed for the bonds (Series 5) on September 10, 2014 (hereinafter – "the Trust Deed") according to which it undertook, inter alia, to meet financial covenants of a ratio of the financial debt to net CAP which will not exceed 70% and the ratio of financial debt to EBITDA which will not exceed 10, and a condition that the equity will not be less than NIS 25 million, including setting a mechanism for updating the interest for exceptional periods from the financial covenants agreed, and circumstances which are grounds for immediate repayment, and all as detailed in the Trust Deed.

An examination whether the Company meets its financial covenants will be made twice a year in every calendar year on the date of publishing the financial statements as at June 30 and December 31, as long as the bonds exist and are in circulation. The first report to be examined will be the financial statements as at December 31, 2014. As of December 31, 2015 the Company meets its financial covenants.

Note 14 - Bonds (cont'd)

	December 31, 2015	December 31, 2015	December 31, 2014
		(in thousands)	
	Convenience translation into EURO, (unaudited)	NIS	
Series 4	11,023	46,812	53,984
Less discount, net	(176)	(749)	(1,054)
	10,847	46,063	52,930
Less current maturities	(1,516)	(6,433)	(6,449)
	9,331	39,630	46,481
Series 5	8,477	36,000	40,000
Less discount, net	(247)	(1,050)	(1,239)
	8,230	34,950	38,761
Less current maturities	(901)	(3,827)	(3,810)
	7,329	31,123	34,951
	16,660	70,753	81,432

Note 15 - Liabilities for benefits to employees, net

A. Post-employment benefits:

According to the labor laws and Severance Pay Law in Israel, the Company is required to pay compensation to an employee upon dismissal or retirement or to make current contributions in defined contribution plans pursuant to section 14 to the Severance Pay Law, as specified below. The Company's liability is accounted for as a post-employment benefit. The computation of the Company's employee benefit liability is made according to the current employment contract based on the employee's salary and employment term which establish the entitlement to receive the compensation. The post-employment employee benefits are normally financed by contributions classified as defined benefit plan or as defined contribution plan, as detailed below.

B. Defined contribution plans:

Section 14 to the Severance Pay Law, 1963 applies to part of the compensation payments, pursuant to which the fixed contributions paid by the Group into pension funds and/or policies of insurance companies release the Group from any additional liability to employees for whom said contributions were made. These contributions and contributions for benefits represent defined contribution plans.

	For the year ended December 31,	For the year ended December 31,		
	2015	2015	2014	2013
		(in thousands)		
	Convenience translation into EURO, (unaudited)	NIS		
Expenses in respect of defined contribution plans	591	2,511	2,328	2,824

C. Defined benefits plans:

The part of the severance pay payments not covered by deposits in defined contribution plans, as mentioned above, are handled by the Company as defined benefit plans according to which the liability for benefits to employees is recognized, and for it the Company deposits amounts in central severance pay funds, in pension funds and in suitable insurance policies.

1. Expenses recognized in statements of operations:

Current service cost	101	427	527	660
Interest on obligation, Net	24	105	128	153
	125	532	655	813
Actual return on plan assets	2	8	72	387

Note 15 - Liabilities for benefits to employees, net (cont'd)

C. Defined benefits plans (cont'd)

2. Plan liabilities (assets)

	December 31,	December 31,	
	2015	2015	2014
		(in thousands)	
	Convenience translation into EURO, (unaudited)	NIS	
Defined benefit liability	1,800	7,641	7,488
Fair value of plan assets	(1,284)	(5,451)	(5,701)
Net liability	516	2,190	1,787

3. Changes in the present value of the defined benefit obligations:

	2015	2015	2014
		(in thousands)	
	Convenience translation into EURO, (unaudited)	NIS	
Defined benefit obligation as of January 1	1,763	7,488	8,350
Interest cost	53	226	306
Service cost	101	427	527
Benefits paid	(96)	(408)	(988)
Profit from remeasurement of defined benefit plans	(22)	(92)	(707)
Defined benefit obligation as of December 31	1,799	7,641	7,488

4. The plan assets

a. The plan assets include assets held by the pension funds, the suitable insurance policies and a central severance pay fund.

b. Changes in the fair value of plan assets:

Fair value of plan assets as of January 1	1,342	5,701	5,952
Interest on assets	29	121	178
Contributions by employer	41	174	196
Benefits paid	(98)	(418)	(519)
Profit from remeasurement of defined benefit plans	(30)	(127)	(106)
Fair value of plan assets as of December 31	1,284	5,451	5,701

Note 15 - Liabilities for benefits to employees, net (cont'd)

C. Defined benefits plans (cont'd)

	For the year ended December 31,	For the year ended December 31,		
	2015	2015	2014	2013
		(in thousands)		
	Convenience translation into EURO, (unaudited)	NIS		
5. Total influence on the other comprehensive profit (loss)				
Profit (loss) from remeasurement of defined contribution plans	(8)	(35)	601	189

6. Principal actuarial assumptions for defined benefit plans:

	%		
Discount rate (*)	1.5	1.6	3.9
Future salary increases	1.6	1.6	3

(*) Interest measuring is based on high quality corporate bonds, linked to CPI.

7. Below are reasonably possible changes at the end of the reporting period in each actuarial assumption assuming that all other actuarial assumptions are constant:

	Change in the undertaking for a defined-benefit	
	2015	2014
	NIS thousands	
Sensitivity analyses to change in the rate of annual increase in salaries:		
Increase by 1%	204	176
Decrease by 1%	(173)	(146)
Sensitivity analyses to change in the rate of capitalization:		
Increase in the rate of capitalization by 1%	(183)	(152)
Decrease in the rate of capitalization by 1%	213	179

Note 16 - Contingent Liabilities, Mortgages, guarantees and commitments

A. Contingent liabilities

1. The Company received Government grants from the Chief Scientist at the Ministry of Industry in research and development programs which the company carried.
The Company is committed to pay royalties in rates vary from 2% to 5% of gross sales of a product or development resulting from the research. Royalties are payable up to 100% of the amount of such grants.

The total grants less royalties paid at December 31, 2015 amount to NIS 2,051 thousands (EURO 483 thousands). The liability in respect of royalties to the Government at December 31, 2015 amounts to NIS 285 thousands (EURO 67 thousands) relating to projects that the company's management assumes royalties payments.

2. In August 2015 the subsidiary Unitronics Solutions filed against certain customers (and a principal shareholder and manager thereof), and concurrently those customers filed against Unitronics Solutions, financial lawsuits in connection with agreements for the construction of automated parking systems. Unitronics Solution's claim amounts to 10,000 thousand NIS (for court fee purposes) (hereinafter: "lawsuit"), while the customers' claim amounts to 2,915 thousand NIS (hereinafter: "counterclaim lawsuit"). Unitronics Solution's lawsuit is in respect of termination unlawfully and in bad faith and avoidance of performance of said agreements, in an attempt to cause damage to Unitronics Solutions; the customer's counterclaim lawsuit is in respect of breach of the agreements, fraud, bad faith and negligence on the part of Unitronics Solutions. In addition, the customers requested to reserve their rights in respect of damages not known on the date of filing the counteraction.
Pursuant to its lawsuit, Unitronics Solutions was granted a temporary injunction in the amount of approximately 340 thousand NIS against the exercise of performance guarantees which it had provided, subject to the deposit of a bond, which was deposited in actual fact. On September 16, 2015 there was a discussion about the injunction matter. As of the reporting date, a new decision has not yet obtained.
The parties agreed to extend the deadline for submission of statement of defense until December 15, 2015.The statement of defense were submitted on time. Statement of response on behalf of the company were submitted on January 25, 2016 and statement of defense from the counter party were submitted on February 14, 2016. At the same time, applied for consensual request to joinder of files (which a new decision has not yet obtained). Dates to the preliminary discussion in connection with the lawsuit and in relation to the counterclaim lawsuit, has not to be determined. The company's legal advisers estimate that there is likelihood of more than 50% that the counterclaim lawsuit will rejected.

B. Mortgages and guarantees

1. In order to secure the company's liabilities to the bank, the company mortgaged with a first fixed charge on the company's contractual rights under lease agreements from august 23, 2000 between the company and the Israeli Lands Administration ("Minhal"). As at December 31, 2015 these loans amount to a total of NIS 1,635 thousands (Euro 385 thousands) (as of December 31, 2014 amounted to NIS 2,581 thousands (Euro 608 thousands)). In January 2015, pledges on the the rights of the Company in the Unitronics Building were recorded in the Land Registration Bureau to secure the aforesaid loans and another loan amounted to NIS 3,362 thousands as at December 31, 2015 (Euro 792 thousands). (as of December 31, 2014 amounted to NIS 4,134 thousands (Euro 973 thousands)).

2. According to building rental agreement from June 2015 in Kiriat Sde Hateufa, the subsidiary Unitronics Automated put a bank guarantee amount of NIS 923 thousand.

3. As at December 31, 2015, the company and the subsidiaries gave performance guarantees to customers in the total amount of NIS 23.6 million (EURO 5.6 million). A sum of NIS 1,044 thousands were put in a restricted deposit.

4. In the context of the Company's engagement in a Trust Deed for the bonds (Series 4) it undertook, inter alia, to pledge a deposit in favor of the bondholders for the amount of the semi – annual interest payments of the bonds (Series 4).

Note 16 - Contingent Liabilities, Mortgages, guarantees and commitments (cont'd)

C. Commitments

1. In march 2012, the company signed an agreement with the subsidiary, Unitronics Automated, effective from 1 October 2011 (hereinafter – "the effective date"), in which the Company will provide credit lines to Automated solutions and services through the executive and operations departments. For such services Automated solutions will be charged from the effective date and in each quarter according to mechanisms defined in the agreement.

2. On March 2015 a Canadian customer, which is not connected to the Company or to interested parties in it - Prestige Properties Corp. (hereinafter: "the Customer") signed with the Company (through a wholly owned sub-subsidiary incorporated in the US - Unitronics Systems Inc.) a Binding Letter of Intent (BLOI) for the planning, supply and construction of an automatic vehicle storage and retrieval system ("AVSRS") for 1,400 parking places in Calgary ,Alberta, Canada (hereinafter: "the Project"), the largest automatic parking facility in North America, for one of the world's premier hotel chains.
According to the BLOI, the customer will pay the Company for the project, a total amount of 24 million US dollars (about 96 million NIS).
According to the BLOI, the final agreement between the parties will be based on agreed versions of standard agreements proposed by the Design – Build Institute of America, which determines, inter alia, timetables, milestones and terms of payment.
To the best of the Company's knowledge as of the reporting date the customer has not yet received a building permit and there is no progress in the project. The Company has no certainty that the project will carried out or about the date of commencement of the works.

Note 17 - Share Capital

A. Composition of share capital

	December 31, 2015 and 2014	
	Number of shares	
	Authorized	Issued and outstanding
Ordinary shares of NIS 0.02 par value each	100,000,000	11,678,504

B. Option plan

The Company do not have a valid share option plan to employees or consultants.

C. Since August 2005 the company purchased, from time to time, shares of the company in both Tel Aviv stock exchange and Euronext.
As at December 31, 2015 and 2014, the Company held 1,676,192 shares, representing about 14.35% of the issued share capital of the Company, purchased in an amount of NIS 7,042 thousand. As at December 31, 2015 there is no valid purchase plan of additional ordinary shares of the Company.

D. Dividend Distribution policy

On February 23, 2014, the Company's Board of Directors passed a resolution regarding the adoption of a dividend distribution policy as of the date of publication of periodic report as at December 31, 2013. The Company shall distribute to its shareholders a dividend at the rate of 33% from the net profit attributable to the Company's shareholders, based on the Company's annual audited consolidated financial statements (not including earnings deriving from asset revaluation) (hereinafter: "the profit"), exceeding NIS 3 million , and in subject, Inter alia, to the provisions of any law ,the financial needs of the company, its business plans and the Company's obligations to the holders of the Company's bonds (Series 4 and 5).
According to the profit in the financial statement for the year 2015 (not including earnings deriving from asset revaluation) and subjected to the dividend distribution policy, the company may distribute dividends from the profit of 2015 up to about NIS 2 million. The dividend distribution is subject to the decision of the Board of Directors and approval of the general meeting of shareholders of the Company.

Note 17 - Share Capital (cont'd)

D. Dividend Distribution policy (cont'd)

The Board of directors of the company decided at its meeting on March 6, 2016 to postpone at this stage the decision to distribute the dividend in light of the Company's business plans.

E. Managing the Company's capital

The object of the Company in managing shareholders' equity is to maintain the Company's ability to ensure continuity of business and create a return for its shareholders, investors and other interested parties.

The Company operates to achieve a return on capital at the level acceptable in the branch and in the field of operations in the markets in which the Company operates. This return can be subject to changes according to the market factors in the branch and in the Company's business environment. The Company is not subject to any demands regarding minimum capital required or achieving a certain level of return on capital. However, the company has a minimum capital requirement as part of a trust deed for debentures (series 4) and for debentures (series 5) described in Note 14(A) and 14(B).

Note 18 - Cost of revenues

	For the year ended December 31,	For the year ended December 31,		
	2015	2015	2014	2013
		(in thousands)		
	Convenience translation into EURO, (unaudited)	NIS		
Materials consumed and subcontractors (*)	15,522	65,917	94,903	80,395
Payroll and related benefits	4,292	18,226	18,039	20,585
Changes in work in process and finished products	681	2,893	(7,986)	2,143
Depreciation and amortization	2,655	11,276	8,917	6,062
Management and Maintenance costs	93	395	425	412
Other expenses	1,058	4,494	3,268	3,131
	24,301	103,201	117,566	112,728

(*) According to the agreements from 2010 and 2011 the Company is buying and selling inventories of raw materials to subcontractors for manufacturing for the company. The sell of inventories is at cost price, without gross profit. Since the significant benefits and risks for the inventories is not being transferred to the subcontractors, materials costs are decreased from proceeds from sales of raw materials sold to the subcontractors. In 2015 the proceeds from sales of raw materials amounted to about NIS 5 million (in 2014 and 2013 amounted to NIS 12.4 and 8.3 million, Respectively).

Note 19 - Development expenses, net

	For the year ended December 31,	For the year ended December 31,		
	2015	2015	2014	2013
		(in thousands)		
	Convenience translation into EURO, (unaudited)	NIS		
Note 19 - Development expenses, net				
Salaries and related benefits	4,239	18,003	14,906	13,959
Subcontractors	2,365	10,043	6,867	4,775
Other expenses	552	2,345	2,171	2,513
Less - capitalized expenses	(5,664)	(24,055)	(17,842)	(15,541)
	1,492	6,336	6,102	5,706
Note 20 - Selling and marketing expenses				
Salaries and related benefits	2,775	11,783	9,853	8,743
Travel and marketing	45	192	358	283
Exhibits, advertising and other expenses	2,615	11,106	10,446	8,030
	5,435	23,081	20,657	17,056
Note 21 - General and administrative expenses				
Salaries and related benefits	1,593	6,767	6,117	6,491
Office rent, maintenance and communications	407	1,729	1,454	1,064
Depreciation and amortization	127	541	420	365
Professional services	610	2,590	1,505	2,127
Allowance for doubtful	24	100	-	-
Other expenses	346	1,469	1,652	1,193
	3,107	13,196	11,148	11,240

	For the year ended December 31,	For the year ended December 31,		
	2015	2015	2014	2013
		(in thousands)		
	Convenience translation into EURO, (unaudited)	NIS		

Note 22 - Financing income (expenses)

A. Financing income

Profit and interest from marketable securities, net	113	478	894	2,101
Profit from hedge transactions, net	891	3,784	682	-
Embedded derivatives	87	371	125	-
Erosion of long-term loans from banks	96	406	-	156
Others	11	49	226	424
	1,198	5,088	1,927	2,681

B. Financing expenses

Financing cost relating to bonds	1,150	4,882	5,983	8,584
Early redemption of bonds	-	-	2,991	-
Loss from change in exchange rates, net	463	1,965	-	-
Loss and interest from marketable securities, net	-	-	326	-
Embedded derivatives	-	-	-	1,289
Others	128	547	1,158	640
	1,741	7,394	10,458	10,513

C. Classification of finance income (expenses) according to finance instruments

Financial assets at fair value through the statement of operations	979	4,158	1,312	2,101
Financial liabilities measured at reduced cost	(1,054)	(4,476)	(9,299)	(8,427)
Financial liabilities measured at fair value through the statement of operations	111	473	813	183

Note 23 - Interested and related parties

1. Transactions with interested and related parties:

	For the year ended December 31,	For the year ended December 31,		
	2015	2015	2014	2013
		(in thousands)		
	Convenience translation into EURO, (unaudited)	NIS		
Salaries and related benefits (*)	400	1,699	1,698	1,649
Bonus interested parties	211	894	410	138
Directors' remuneration (**)	64	273	353	263
Rental expenses and management fees	283	1,200	1,099	1,143
(*) Number of recipients	2	2	2	2
(**) Number of recipients	5	5	4	4

2. Officers Insurance

The company insured the liability of the directors and executives in accordance with the provision of the law. The policy covers the liability of the directors and executives of the company up to 5 million US dollars.

3 The annual general meeting of the Company's shareholders (the "**AGM**") has approved the indemnification and exemption of the Company's Office Holders as may be appointed from time to time, and/or those serving in Other Companies (excluding Office Holders which are Controlling Shareholders of the Company) pursuant to the provisions of the Indemnity Letter and the granting of Indemnity Letters to such Office Holders.
In addition, the AGM has approved the indemnification and exemption of Mr. Haim Shani and Mrs. Bareket Shani, the Controlling Shareholder in the Company and his wife.

4. On April 2005 the general meeting of the company's shareholders approved to grant Mr. Haim Shani - an annual bonus at a rate of 7.5% of the Company's profit before taxes. In respect of each calendar year beginning on 2005 and as long as he serves as the Company's CEO.

5. The Company has personal employment agreements with Mr. Haim Shani (controlling shareholder and Chairman of the Board of Directors) and Mrs. Bareket Shani (Mr. Shani wife, serves also as member of the Board of Directors) (hereafter - employment agreements). According to these agreements Mr. Haim Shani serves as CEO and Mrs. Shani as Deputy CEO and Human Resources Manager.

According to the employment agreements, controlling shareholders' monthly salary will be NIS 60 thousand and NIS 30 thousand, respectively. in addition, the controlling shareholders salary will be updated according to the CPI as of January 2012 and every year (at the beginning), added to their salary an amount equal to the percentage change in the past year.

On September 2014 the AGM approved the renewal and correction to the employment agreements of the controlling shareholders so it will be valid till September 4, 2017. Employment agreements were amended, inter alia, in order to adapt them to the provisions of the Company's compensation policy by eliminating the section entitling the controlling shareholder and his wife in share options to purchase the Company's shares.
In addition, the section in the employment agreement with Mr. Shani which requires a special majority on the board of directors to terminate the employment agreement of Mr. Shani was canceled. Other conditions under the agreements will remain the same.

6. On July 2015 the Board of Directors and the Audit Committee approved a new lease agreement between the Company and a company controlled by the controlling shareholders in conditions which do not differ essentially conditions of the previous agreement on March 2012 on rental space totaling 1106 square meters and 30 parking spaces. The agreement is for a period of three years commencing from 1 August 2015. In addition, the company controlled by the controlling shareholders requires the Company in management fees on the leased area against the first billing by a third party.

Note 24 - Taxes on Income

1. Income Tax Law (Adjustments for Inflation) - 1985

   According to the law, until 2007, the results for tax purposes were adjusted for the changes in the Israeli CPI.

   On February 2008, the "Knesset" (Israeli parliament) passed an amendment to the Income Tax (Inflationary Adjustments) Law, 1985, which limits the scope of the law starting 2008 and thereafter. Since 2008, the results for tax purposes are measured in nominal values, excluding certain adjustments for changes in the Israeli CPI carried out in the period up to December 31, 2007. Adjustments relating to capital gains and securities continue to apply until disposal. Since 2008, the amendment to the law includes, among others, the cancellation of the inflationary additions and deductions and the additional deduction for depreciation (in respect of depreciable assets purchased after the 2007 tax year).

2. The Company has the status of an "industrial company" The Law for the Encouragement of Industry (Taxation), 1969 in respect of product activity, as defined by this law. According to this status and by virtue of regulations published thereunder, the Company is entitled to claim a deduction of accelerated depreciation on equipment used in industrial activities, as determined in the regulations issued under the Inflationary Law. The Company is also entitled to amortize a patent or rights to use a patent or intellectual property that are used in the enterprise's development or advancement, to deduct issuance expenses for shares listed for trading, and to file consolidated financial statements under certain conditions.

3. On October 2000 the company filed an expansion program to the approved enterprise program. The expansion program was approved on January 2003 in respect of product activity. The tax benefits derived from the program will be calculated in accordance with the increase in revenues compared to the base year. Under this plan the company will be entitled to exemption from tax on undistributed profits during the first two years of the period of benefits and tax rate of 25% over the next five years of the benefit period. On April 22, 2003 the Company has submitted a final report regarding the execution of the approved enterprise program and its additions. The approved enterprise program and its addition were approved on February 2004 (hereinafter: "second program"). The second program year of operation is 2004.

   The period of tax benefits, detailed above, is subject to a time limit of the earlier of 12 years from the commencement of production, or 14 years from receiving the approval. If a dividend is distributed out of tax exempt profits, as above, the Company will become liable for tax at the rate applicable to its profits from the approved enterprise in the year in which the income was earned, as if it was not under the tax benefits track.

   On September 2011, the Company submitted an application to the Investment Center For the second part of the program enterprise status characterized by high technological turnover (hereinafter - "the Application") in accordance with the base turnover procedure such plant. In August 2012 approved the Company's request, and that the Company may reduce the base turnover by 10% each year from the tax benefits of a second program, subject to compliance with company procedures and obligations specified application.

   In addition, on 2011, the company chose in year 2010 as an election year of further expansion program (hereinafter - "Third program"). Under this plan the company will be entitled to exemption from tax on undistributed profits during the first two years of the period of benefits and tax rate of 25% over the next five years of the benefit period. Benefits realization period is limited up to the year 2021. Tax benefits arising from the third program will be given above the average basis for the three years preceding the election year.

   The Company's management expects that the tax benefit period in the framework of the second program will begin in the reported year. The benefit period in respect of the third program has not yet begun.

4. On October 2014 the Company filed an application to the Bureau of the Chief Scientist of the Ministry of Industry, Commerce and Employment for approval under Section 20a of the Income Tax Ordinance – 1961 for the years 2012 – 2013. On May, 2015, such approval was received for each of the years according to which 84% of total development expenses submitted in the framework of the application. The Company's tax reports for the year 2014 included recognition of development expenses under the approval, aforesaid.

   On October 2015 the Company filed an application to the Bureau of the Chief Scientist of the Ministry of Industry, Commerce and Employment for approval under Section 20a of the Income Tax Ordinance – 1961 for the year 2014. On December, 2015, such approval was received for 2014 according to which 88% of total development expenses submitted in the framework of the application. The Company's tax reports for the year 2014 included recognition of development expenses under the approval, aforesaid.

Note 24 - Taxes on Income (cont'd)

5. Amendment to the Law for the Encouragement of Capital Investments, 1959 (Amendment 71):

   On August 5, 2013, the "Knesset" issued the Law for Changing National Priorities (Legislative Amendments for Achieving Budget Targets for 2013 and 2014), 2013 which consists of Amendment 71 to the Law for the Encouragement of Capital Investments ("the Amendment"). According to the Amendment, the tax rate on preferred income form a preferred enterprise in 2014 and thereafter will be 16% (in development area A - 9%).
   In addition, the amendment stipulates that if the dividends are distributed for an individual or a foreign resident from the preferred enterprise profits, as mentioned above, the tax will be at rate of 20%.

   The Company has evaluated the effect of the adoption of the Amendment on its financial statements, and as of the date of the approval of the financial statements, the Company believes that it will apply the Amendment effective from the 2017 tax year. The Company's estimate may change in the future until the date it submits its final decision to the tax authorities, as prescribed by the Amendment.

6. Tax rates applicable to the company

   The Israeli corporate tax rate was 26.5% in 2015 and 2014 (in 2013 - 25%).

   The Company operation in logistic warehouses are at tax company rate and the Company's activity in the products segment eligible for tax benefits as described in section C above.

   On December 13, 2015, the economic efficiency law was published (Legislative amendments to achieve budget targets for 2015 and 2016), therefore "Economic Efficiency Law" which determined, among other things, a reduction of 1.5% in corporate tax rate as of January 1, 2016 to 25%.

   The deferred tax balances included in the financial statements as of December 31, 2015 are calculated according to the new tax rates that were substantially enacted as of the reporting date and, therefore, comply with the above changes, as applicable to the Company.

7. The subsidiaries, Unitronics Inc. and Unitronics Systems is taxed under US tax laws and not entitled to benefits pursuant to the Encouragement of Industry (Taxes) Law, 1969. The Federal tax rate applicable to the subsidiary ranges between 15% and 35%; the state tax law applicable to the subsidiary Unitronics Inc. in the State of Massachusetts is 8.75% and to the subsidiary Unitronics Systems in the State of New Jersey ranges between 6.5% and 9%.

8. The Company has final tax assessments for all years up to 2011 (General Director of Israel Tax authority is authorized to extend the period of limitation for an additional year under certain conditions).

9. The carryforward losses for tax purposes as at December 31, 2015, (Only in respect of subsidiaries) amounts approximately NIS 53 million (EURO 12.5 million) for which, deferred tax assets were not recognized as their utilization in the foreseeable future is not probable.

Note 24 - Taxes on Income (cont'd)

10. Deferred tax attributed to the company

	Statements of financial position		Statements of income		
	December 31,		Year ended December 31,		
	2015	2014	2015	2014	2013
	NIS in thousands				
Deferred tax liabilities:					
Property, plant and equipment	364	494	130	(27)	(113)
Marketable securities	32	-	(32)	-	-
Intangible assets	4,826	4,671	(155)	(1,202)	(1,805)
	5,222	5,165	(57)	(1,229)	(1,918)
Deferred tax assets:					
Carry forward tax losses	89	-	89	(580)	(65)
Employee benefits	563	287	271	(2)	32
Other taxes assets (*)	93	1,758	(13)	-	507
	745	2,045	347	(582)	474
Deferred tax income (expenses), net			290	(1,811)	(1,444)
Deferred tax liabilities, net	4,477	3,120			

(*) Advances paid for excess expenses

The deferred taxes are presented at the Statements of financial position as follows:

	2015	2014
Non-current liabilities	4,477	3,120

11. Income taxes relating to items of other comprehensive income:

	Statements of income		
	Year ended December 31,		
	2015	2014	2013
	NIS in thousands		
Remeasurement gain (loss) from defined benefit plans	6	(96)	35

12. Taxes on income included in profit or loss:

	2015	2014	2013
Current tax	(1,707)	-	-
Deferred tax income (expenses), see Section 10 above.	290	(1,811)	(1,444)
	(1,417)	(1,811)	(1,444)

Note 24 - Taxes on Income (cont'd)

13. Theoretical tax:

	For the year ended December 31,	For the year ended December 31,		
	2015	2015	2014	2013
	Convenience translation into EURO, (unaudited)	(in thousands) NIS		
Profit before taxes on income	2,597	11,029	5,157	1,610
Statutory tax rate	26.5%	26.5%	26.5%	25%
Tax computed at the statutory tax rate	688	2,922	1,367	402
Increase in taxes resulting from non-deductible expenses	16	68	36	50
Losses from previous years for which deferred taxes have been created this year and creating other tax assets	-	-	-	(607)
Temporary differences where deferred taxes were not recognized	1,147	4,868	2,171	1,754
Benefit in privileged tax rate	(1,522)	(6,463)	(1,747)	(1,336)
Update deferred tax balances for changes beneficiary tax rates	-	-	-	1,187
Other	5	22	(16)	(6)
Taxes on Income	334	1,417	1,811	1,444

Note 25 - Operative segments

A. General

1. The group defined the Company's CEO who makes the strategic decisions as the chief operating decision maker, of the Group. The CEO reviews the internal reports of the Group in order to evaluate performance and allocate recourses. The operating segments were determined based on these reports.

   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 are not included in the results in each of the operating segments examined by senior management.

2. The company and its subsidiaries operate in three main operative segments.

   - Design, development, manufacture and marketing of PLC's - Programmable Logic Controllers systems (hereinafter "Products segment").
   - Design, construction and maintenance of system integration projects (hereinafter "Logistics Solutions segment").
   - Planning, development, manufacture, marketing ,construction and maintenance of mechanized systems for automated parking solutions. (hereinafter - "Parking Solutions segment").

Note 25 - Operative segments (cont'd)

A. General (cont'd)

3. Part of the revenues and expenses are allocated directly to the operative segments. Expenses, which relate to both segments, are allocated to the segments on a reasonable basis.

4. The segment assets includes all the operation assets which the segment is using and contain especially accounts receivable trade and inventory. The segment liabilities includes all the operation liabilities which relate to the segment especially accounts payable trade and other.

5. The company and subsidiaries revenues can also be classified geographically.

B. Report on operative segments

	For the year ended December 31,	For the year ended December 31,		
	2015	2015	2014	2013
		(in thousands)		
	Convenience translation into EURO, (unaudited)	NIS		
1. Revenues				
Products	25,680	109,059	108,442	95,449
Logistic Solutions	8,258	35,070	37,835	55,096
Parking Solutions	3,440	14,611	24,641	5,195
Other	97	409	393	439
Total revenues	37,475	159,149	171,311	156,179

2. Segment results and adjustment to the profit:

Products	5,618	23,857	26,535	20,482
Logistic Solutions	3,464	14,710	4,737	5,002
Parking Solutions	(3,795)	(16,118)	(7,109)	(7,664)
Other	3	13	(33)	25
Unallocated corporate expenses	(2,150)	(9,127)	(10,442)	(8,403)
Operating profit	3,140	13,335	13,688	9,442
Unallocated corporate financing expenses, net	(543)	(2,306)	(8,531)	(7,832)
Taxes on income	(334)	(1,417)	(1,811)	(1,444)
Net profit for the year	2,263	9,612	3,346	166

Note 25 - Operative segments (cont'd)

B. Report on operative segments (cont'd)

	December 31,	December 31,	
	2015	2015	2014
		(in thousands)	
	Convenience translation into EURO, (unaudited)	NIS	
3. Segment assets			
Products	19,539	82,977	82,623
Logistic Solutions	1,837	7,801	7,066
Parking Solutions	8,332	35,383	27,741
Other	19	80	38
Unallocated corporate assets	15,654	66,484	88,579
Consolidated total assets	45,381	192,725	206,047
4. Segment liabilities			
Products	4,526	19,219	20,344
Logistic Solutions	1,313	5,574	13,619
Parking Solutions	2,141	9,091	12,677
Other	40	169	182
Unallocated corporate liabilities	23,381	99,300	109,565
Consolidated total liabilities	31,401	133,353	156,387

	For the year ended December 31,	For the year ended December 31,		
	2015	2015	2014	2013
		(in thousands)		
	Convenience translation into EURO, (unaudited)	NIS		
5. Investment cost in long-term assets				
Products	2,680	11,382	10,868	10,890
Logistic Solutions	16	66	257	228
Parking Solutions	3,235	13,738	7,491	5,009
Unallocated capital expenditure	323	1,371	846	1,248
Investment cost in long-term assets	6,254	26,557	19,462	17,375
6. Depreciation and amortization				
Products	1,940	8,238	7,579	5,779
Logistic Solutions	95	405	513	640
Parking Solutions	772	3,280	1,420	331
Unallocated depreciation and amortization	187	788	1,080	1,624
Total depreciation and amortization	2,994	12,711	10,592	8,374

Note 25 - Operative segments (cont'd)

C. Geographical information

1. Revenues (according to the client's location)

	For the year ended December 31,	For the year ended December 31,		
	2015	2015	2014	2013
		(in thousands)		
	Convenience translation into EURO, (unaudited)	NIS		
Israel	9,775	41,514	45,155	59,201
Europe	11,285	47,925	51,988	46,061
America	14,709	62,465	66,328	44,084
Other destinations	1,706	7,245	7,840	6,833
	37,475	159,149	171,311	156,179

2. Non-current assets (according to the assets location)

	December 31, 2015	December 31, 2015	December 31, 2014
		(in thousands)	
	Convenience translation into EURO, (unaudited)	NIS	
Israel	20,580	87,398	73,646
America	145	617	424
Consolidated total non-current assets	20,725	88,015	74,070

D. Major customers

Revenues from major customers which each account for 10% or more of total revenues as reported in the financial statements:

	For the year ended December 31,	For the year ended December 31,		
	2015	2015	2014	2013
		(in thousands)		
	Convenience translation into EURO, (unaudited)	NIS		
Customer A - Logistic Solutions segment	3,859	16,389	18,457	23,118

Note 26 - Profit per share

	For the year ended December 31,	For the year ended December 31,		
	2015	2015	2014	2013
		(in thousands)		
	Convenience translation into EURO, (unaudited)	NIS		
Profit for the year				
Basic and Fully diluted	2,263	9,612	3,346	166
Weighted average share capital (number of shares)				
Basic and Fully diluted	10,002,312	10,002,312	10,002,312	10,002,312

Note 27 - Financial Instruments

A. Classification of financial asset and financial liabilities

	December 31, 2015	December 31, 2014
	NIS, (in thousands)	
Financial assets at fair value through profit or loss		
Financial assets classified as held for trading	14,492	26,320
Foreign currency forward contracts	446	418
Embedded derivatives	60	-
Financial assets at fair value through the statement of operations	14,998	26,738
Financial assets measured at reduced cost		
Loans and receivables	29,369	28,469
Financial assets at fair value through profit or loss		
Embedded derivatives	-	473
Other financial liabilities at reduced cost		
Financial liabilities measured at reduced cost	119,297	138,339

Note 27 - Financial Instruments (cont'd)

B. Financial Risk factors

The Company's operations expose it to various financial risks such as market risks (including currency risks, fair value risks relating to the rate of interest and price risks) credit risks, liquidity risks and cash flow risks relating to the rate of interest. The program for managing the Company's risks focuses on actions to reduce to a minimum the negative possible effects of the company's financial transactions.

Managing risks is carried out by the Company's management under the supervision of its Board of Directors.

1. Market Risks

a. Currency and Index risks

1. Most of the engagements that the Company had in the systems field are generally linked to the US dollar or the Euro. In addition a considerable part of the Company's sales in the products field are dominated or linked to the US dollar or the Euro. Changes in the rates of exchange of the dollar against the shekel and of the Euro against the shekel, mainly during the period between the signing of the agreements and payment for them, are likely to create an exposure for the Company.

2. The Company policy is that the engagements and payments that the Company makes with sub-contractors and suppliers relating to the projects in the systems field are denominated or linked to the US dollar or to the Euro. Therefore, changes in the rates of exchange of the US dollar against the shekel and of the Euro against the shekel are likely to create an exposure for the Company.
It should also be stated that there is a certain protection in that in the systems field the Company's policy is linkage of contracts with sub-contractors to the currency in which the engagement with the customer is linked.

3. The Company has bonds linked to the CPI index, and therefore changes in consumer price index can create an exposure for the Company.

4. The Company has loans in US dollar and in Euro, and therefore changes in the rates of exchange of the US dollar and the Euro against the NIS can create an exposure for the Company.

b. Interest risks

The company has loans denominated in US dollar and in Euro, with variable interest in a spread from Libor. Changes in the rates of interest are likely to affect the company's business results.
The Company has liquid balances, which are deposited in unlinked NIS balances, bearing interest, and therefore the Company is exposed to changes in the NIS rates of interest which are likely to affect the Company's business results.

c. Price risks

The Company has investments in marketable financial instruments on the stock exchange, mainly bonds, classified as financial assets measured at fair value through the statements of operations, for which the Company is exposed to a risk for fluctuations in the price of the securities based on stock exchange market prices. The balance in the financial statements as at December 31, 2015, of these investments, is about NIS 14,492 thousands (about 26,320 NIS thousands as at December 31, 2014).

2. Credit Risks

As at December 31, 2015 the company had trade account receivables and other account receivables amounting to approximately NIS 29,369 thousands. The company does not predict material credit risks in respect of trade account receivables and other account receivables.

Note 27 - Financial Instruments (cont'd)

B. Financial Risk factors (cont'd)

3. Liquidity risks

The liquidity risk is the risk that the Company will not be able to meet its financial obligations when they fall due. The Company's approach to manage the liquidity risk is to ensure, as far as possible, a sufficient level of liquidity to meet its obligations in due time.

The Company operates in order to enable the existence of sufficient levels of liquid means to pay the expected operating expenses and amounts required to meet its financial obligations. This does not take into account the potential effect of extreme scenarios where there is no reasonable likelihood to expect them.

The following table presents the contractual maturities dates of the financial liabilities (including interest payments):

December 31, 2015:

	Book Value	1st year	2nd year	3rd year	4th year	5th year and after	Total expected cash flow
				NIS, (in thousands)			
Accounts payable - trade	21,878	21,878	-	-	-	-	21,878
Accounts payable - other	11,408	11,408	-	-	-	-	11,408
Loans from banks	4,998	1,311	1,280	438	426	2,132	5,587
bonds	81,013	15,122	12,529	16,216	15,769	41,830	101,466
	119,297	49,719	13,809	16,654	16,195	43,962	140,339

December 31, 2014:

	Book Value	1st year	2nd year	3rd year	4th year	5th year and after	Total expected cash flow
				NIS, (in thousands)			
Accounts payable - trade	22,545	22,545	-	-	-	-	22,545
Accounts payable - other	16,727	16,727	-	-	-	-	16,727
Loans from banks and others	7,376	2,115	1,415	1,381	495	2,868	8,274
bonds	91,691	15,709	15,205	12,608	16,330	57,813	117,665
	138,339	57,096	16,620	13,989	16,825	60,681	165,211

Note 27 - Financial Instruments (cont'd)

C. Fair value

The following table presents the balances in the financial statements and the fair value of financial instruments which are not presented in the financial statements according to their fair value which there is a substantial difference between the carrying amount to fair value:

	Book value		Fair value	
	December 31,		December 31,	
	2015	2014	2015	2014
	NIS, (in thousands)			
Financial liabilities (1)				
Bonds - linked to the Israeli CPI	46,063	52,930	50,561	56,047
Bonds - not linked	34,950	38,761	39,870	40,004

(1) The fair value is based on stock market value as at the balance sheet date.

The balance in the financial statements of cash and cash equivalents, marketable securities, clients, debtors and receivables, credit from banks and others, obligations to suppliers and other payables are compatible to their fair values or by it.

D. Classification of financial instruments at fair value rating

The financial instruments presented in the balance sheet at 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: Inputs that are not based on observable market data (valuation techniques which use inputs that are not based on observable market data).

	Level 1	Level 2	Level 3
	NIS, (in thousands)		
As at December 31, 2015:			
Financial assets measured at fair value			
Marketable securities	14,492	-	-
Forward contracts	-	446	-
Embedded derivatives	-	60	-
As at December 31, 2014:			
Financial assets measured at fair value			
Marketable securities	26,320	-	-
Forward contracts	-	418	-
Financial liabilities measured at fair value			
Embedded derivatives	-	473	-

During 2015 and 2014 there were no transfers for measuring fair value of any financial instruments between Level 1 and Level 2, and there were no transfers to or from Level 3 from measuring fair value of any financial instruments.

Note 27 - Financial Instruments (cont'd)

E. Embedded derivatives

The Group has sales contracts denominated in currencies which are not the Company's functional currency. These contracts include embedded derivatives in foreign currency.

The embedded derivatives were separated and measured at fair value through the profit or loss. The liabilities balance in the financial statements of the embedded derivatives, as at December 31, 2015, is about NIS 60 thousand (about NIS 473 thousand as at December 31,2014).

F. Forward contracts

In 2014 the Company started to acquire foreign currency forward contracts whose purpose is to protect itself against some of its exposures to fluctuations in the exchange rates on cash flows. The foreign currency forward contracts were not intended as hedging instruments, and therefore any profit or loss from them are recorded to the statement of income, and they are for periods of 1 to 12 months.

G. Sensitivity analyses for changes in market factors

	Sensitivity analyses for changes in the USD interest rate	
	Profit (loss)	
	1% increase	1% decrease
	NIS (in thousands)	
2015	(9)	9
2014	(13)	13

	Sensitivity analyses for changes in the Euro interest rate	
	Profit (loss)	
	1% increase	1% decrease
	NIS (in thousands)	
2015	(41)	41
2014	(61)	61

	Sensitivity analyses for changes in the USD exchange rate	
	Profit (loss)	
	5% increase	5% decrease
	NIS (in thousands)	
2015	173	(173)
2014	335	(335)

Note 27 - Financial Instruments (cont'd)

G. Sensitivity analyses for changes in market factors (cont'd)

	Sensitivity analyses for changes in the Euro exchange rate	
	Profit (loss)	
	5% increase	5% decrease
	NIS (in thousands)	
2015	(589)	589
2014	(1,706)	1,706

	Sensitivity analyses for changes in the CPI	
	Profit (loss)	
	5% increase	5% decrease
	NIS (in thousands)	
2015	(2,052)	2,052
2014	(2,243)	2,243

	Sensitivity analyses for changes in the marketable securities market rates	
	Profit (loss)	
	5% increase	5% decrease
	NIS (in thousands)	
2015	725	(725)
2014	1,316	(1,316)

Sensitivity analyses and the main working assumptions

The changes chosen in the relevant risk factors were determined in accordance with management's evaluations regarding possible and reasonable changes in these risk factors.

The Company prepared sensitivity analyses for the main market risk factors, which would affect the result of operations or the financial condition reported. The sensitivity analyses present the profit or loss or change in shareholders' equity (before tax) for every financial instrument, for the relevant risk factor chosen for it, correct as of every date of report. Examining the risk factors was done on the basis of the significant exposure of the results of operations or the financial condition for every risk factor relating to the functional currency and on the assumption that all the other factors are fixed.

Note 28 - Subsequent events

On January 26, 2016 the subsubsidiary company, Unitronics Systems Inc, signed with a client that not related to the company or to the interested parties on an agreement to establish an automatic parking of 300 parking units in New Jersey, United States, in the amount of approximately 4.5 million US dollars.

Unitronics (1989) (R"G) Ltd.
Appendix - Additional information about Subsidiaries held by the Company

	Association country	Holding rate as at December 31, 2015 and 2014	
		Shares with voting right	Shares with profit right
Unitronics Inc.	USA	100%	100%
Unitronics building management and maintenance (2003) Ltd.	Israel	100%	100%
Unitronics automated solutions Ltd.	Israel	100%	100%
Unitronics Systems Inc.(*)	USA	100%	100%

(*) Held by Unitronics Automated Solutions Ltd.

UNITRONICS (1989) (R"G) LTD

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

December 31, 2015

Unitronics (1989) (R"G) Ltd

Special report under Regulation 9C

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

Following the financial data and separate financial information attributed to the company itself from the consolidated financial statements of the Group of at December 31, 2015 published in the periodic reports (hereinafter - the consolidated financial statements), presented in accordance with Regulation 9C of the Israeli Securities Regulations (Periodic and Immediate Reports), 1970.

The significant accounting policies applied on the disclosure of the financial data described in Note 2 to the consolidated financial statements.

To the shareholders of Unitronics (1989) (R”G) Ltd

Re: Auditor’s special report on separate financial information under Regulation 9C to the Israeli Securities Regulations (Periodic and Immediate Reports), 1970

We have audited the separate financial information presented in accordance with regulation 9C of the Israeli Securities Regulations (Periodic and Immediate Reports), 1970 of Unitronics (1989) (R”G) Ltd. (hereinafter - the "Company") as of December 31, 2015 and 2014 and for the three years the last of which ended December 31, 2015 which included in the company's periodic report. The separate financial information is in the responsibility of the Company's Board of Directors and Management. Our responsibility is to express an opinion on this separate financial information based on our audit.

We conducted our audits in accordance with auditing standards, generally accepted in Israel. Those standards require that we plan and perform the audit to obtain reasonable assurance that the separate financial information is free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the separate financial information. An audit also includes assessing the accounting principles used and significant estimates made by the Board of Directors and Management of the Company, as well as evaluating the overall separate financial information presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, based on our audit, the separate financial information is prepared, in all material respects, in accordance with regulation 9C of the Israeli Securities Regulations (Periodic and Immediate Reports), 1970.

Amit, Halfon
Certified Public Accountants (Israel)

Ramat-Gan
March 8, 2016

16 Aba Hillel Silver St. Ramat-Gan 52506 Israel Tel: +972-3-6123939 Fax: +972-3-6125030 e-mail: office@ahcpa.co.il

Unitronics (1989) (R"G) Ltd

Assets and liabilities included in the consolidated financial statements attributed to the company

	Additional information	December 31, 2015	December 31, 2015	December 31, 2014
		(in thousands)		
		Convenience translation into EURO, (unaudited) (1)	NIS	
Current assets				
Cash and cash equivalents	B	5,694	24,180	33,884
Restricted deposit		300	1,276	1,476
Marketable securities	C	3,412	14,492	26,320
Accounts receivable -				
Trade	C	3,872	16,444	12,769
Other	C	413	1,753	1,297
Other financial assets	C	105	446	418
Accounts receivable - other -				
Subsidiaries	F(3)	4,602	19,544	10,303
Inventory		4,747	20,159	26,131
Inventory - work in progress		-	-	2,935
		23,145	98,294	115,533
Non-current assets				
Long-term deposits		71	302	432
Property and equipment, net		4,253	18,059	18,940
Long-term receivables -				
Subsidiaries	F(3)(b)	12,951	55,000	35,000
Intangible assets, net		10,168	43,183	40,024
		27,443	116,544	94,396
		50,588	**214,838**	**209,929**

Haim Shani Chairman of the Board of Directors And Chief Executive Officer	Tzvi Livne Director	Gavriel Badusa Chief Financial Officer

Approved: March 8, 2016

(1) See Note A.

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

Unitronics (1989) (R"G) Ltd

Assets and liabilities included in the consolidated financial statements attributed to the company

	Additional information	December 31, 2015 Convenience translation into EURO, (unaudited) (1)	December 31, 2015	December 31, 2014
		(in thousands)		
			NIS	
Current liabilities				
Current maturities of non-current loans		276	1,172	1,915
Current maturities of bonds		2,416	10,260	10,259
Accounts payable -				
Trade		3,997	16,975	19,526
Other	D1	2,399	10,186	18,991
Embedded derivatives		-	-	473
		9,088	38,593	51,164
Non-current liabilities				
Liabilities less assets associated with subsidiaries	F	8,389	35,627	17,305
Loans from the banks		901	3,826	5,461
Bonds		16,660	70,753	81,432
Liabilities for benefits to employees, net		516	2,190	1,787
Deferred taxes	E	1,054	4,477	3,120
		27,520	116,873	109,105
Equity				
Share capital		83	352	352
Share premium		11,912	50,588	50,588
Capital reserve from translation of foreign operation		138	588	458
Company shares held by the company		(1,658)	(7,042)	(7,042)
Reserve from a transaction with a controlling party		24	104	104
Retained earnings		3,481	14,782	5,200
		13,980	59,372	49,660
		50,588	**214,838**	**209,929**

(1) See Note A.

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

Unitronics (1989) (R"G) Ltd

Revenues and expenses included in the consolidated financial statements attributed to the company

	Additional information	For the year ended December 31, 2015	For the year ended December 31, 2015	2014	2013
		(in thousands)			
		Convenience translation into EURO, (unaudited) (1)	NIS		
Revenues		23,905	101,522	108,602	118,825
Revenues from subsidiaries	F1	7,699	32,694	29,011	23,639
Total revenues		31,604	134,216	137,613	142,464
Cost of revenues		19,328	82,082	94,195	106,924
Gross profit		12,276	52,134	43,418	35,540
Development expenses, net		730	3,100	2,958	2,944
Selling & marketing expenses		2,082	8,841	8,918	7,519
General & administrative expenses		2,077	8,823	8,162	8,305
General & administrative expenses to subsidiaries	F1	207	878	835	801
Other expenses		-	-	740	7
Operating profit		7,180	30,492	21,805	15,964
Financing incomes	F1	1,558	6,616	2,830	3,136
Financing expenses		1,796	7,626	9,975	10,774
Profit after financing, net		6,942	29,482	14,660	8,326
The Company's share of subsidiaries losses		4,345	18,453	9,597	6,622
Profit before taxes on income		2,597	11,029	5,063	1,704
Taxes on income	E7	334	1,417	1,717	1,538
Net profit for the year attributed to the company's shareholders		2,263	9,612	3,346	166

(1) See Note A.

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

Unitronics (1989) (R"G) Ltd

Comprehensive income included in the consolidated financial statements attributed to the company

	For the year ended December 31,	For the year ended December 31,		
	2015	2015	2014	2013
	(in thousands)			
	Convenience translation into EURO, (unaudited) (1)	NIS		
Net profit for the year attributed to the company's shareholders	2,263	9,612	3,346	166
Other comprehensive income (loss) (after tax)				
Items that will not be classified afterwards to profit or loss:				
Remeasurement gain (losses) from defined benefit plans	(7)	(30)	505	224
Items that will be reclassified to profit or loss in the future if certain conditions are met:				
Adjustments arising from translating financial statements of foreign operations	31	130	2,046	(631)
Other comprehensive income (loss) for the year attributed to the company's shareholders	24	100	2,551	(407)
Total comprehensive profit (loss) for the year attributed to the company's shareholders	2,287	9,712	5,897	(241)

(1) See Note A.

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

Unitronics (1989) (R"G) Ltd

Cash Flows included in the consolidated financial statements attributed to the company

	For the year ended December 31,	For the year ended December 31,		
	2015	2015	2014	2013
	(in thousands)			
	Convenience translation into EURO, (unaudited) (1)	NIS		
Cash flows - operating activities				
Net profit for the year attributed to the company's shareholders	2,263	9,612	3,346	166
Adjustments necessary to show the cash flows from operations (Appendix A)	5,217	22,155	21,871	7,610
Cash flows provided by operating activities of the company	7,480	31,767	25,217	7,776
Cash flows used in operating activities from transactions with subsidiaries	(6,885)	(29,241)	(19,652)	(11,986)
Cash flows provided by (used in) operating activities	595	2,526	5,565	(4,210)
Cash flows - investing activities				
Sale of (investment in) marketable securities, net	2,705	11,487	(269)	5,453
Purchase of property and equipment	(126)	(538)	(1,256)	(1,422)
Sale of property and equipment	-	-	18,490	77
Investment in restricted deposit	-	-	-	(1,454)
Repayment from restricted deposit	47	200	2,680	700
Repayment (investment) in long-term deposits	9	39	(56)	20
Investment in intangible assets	(2,561)	(10,874)	(10,605)	(10,929)
Cash flows provided by (used in) investing activities	74	314	8,984	(7,555)
Cash flows provided by investing activities from transactions with subsidiaries	-	-	1,409	-
Cash flows provided by (used in) investing activities	74	314	10,393	(7,555)
Cash flows - financing activities				
Repayment of long-term loans	(423)	(1,796)	(3,352)	(4,476)
Bonds issue	-	-	38,702	51,509
Repayment of bonds	(2,531)	(10,748)	(11,783)	(18,031)
Early redemption of bonds	-	-	(37,897)	-
Cash flows provided by (used in) financing activities	(2,954)	(12,544)	(14,330)	29,002
Change in cash and cash equivalents	(2,285)	(9,704)	1,628	17,237
Cash and cash equivalents at beginning of year	7,979	33,884	32,256	15,019
Cash and cash equivalents at end of year	5,694	24,180	33,884	32,256

(1) See Note A.

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

Unitronics (1989) (R"G) Ltd

Cash Flows included in the consolidated financial statements attributed to the company

	For the year ended December 31,	For the year ended December 31,		
	2015	2015	2014	2013
	(in thousands)			
	Convenience translation into EURO, (unaudited) (1)	NIS		
Appendix A - Adjustments necessary to show the cash flows from operations				
Income and expenses not involving cash flows:				
Company's share at losses of subsidiaries	4,345	18,453	9,597	6,622
Depreciation and amortization	2,204	9,361	9,116	7,987
Loss (profit) from marketable securities, net	80	341	174	(992)
Changes in liabilities for benefits to employees, net	86	367	(10)	(53)
Capital loss	-	-	740	7
Deferred taxes	(68)	(290)	1,717	1,538
Reevaluation of long-term loans and bonds	(235)	(998)	(136)	1,372
Reevaluation of restricted deposit	-	-	(11)	(42)
Reevaluation of embedded derivatives	(118)	(501)	(1,231)	(183)
Loss on early redemption of bonds	-	-	2,991	-
Changes in assets and liabilities:				
Decrease (increase) in accounts receivable - trade	(864)	(3,675)	230	(1,588)
Decrease (increase) in accounts receivable - other	(98)	(419)	(904)	1,343
Decrease (increase) in inventory	1,467	6,231	(9,033)	3,562
Decrease in inventory - work in progress	691	2,935	9,535	4,310
Increase (decrease) in accounts payable - trade	(601)	(2,551)	5,773	(16,229)
Decrease in accounts payable - other	(1,672)	(7,099)	(6,677)	(44)
	5,217	22,155	21,871	7,610
Appendix B - Non-cash transactions				
Providing long-term financing to a subsidiary	4,709	20,000	20,000	15,000
Capital benefit arising from a transaction with a controlling party	-	-	-	104
Appendix C - Additional information on cash flows regarding operating activities				
Cash paid during the year for:				
Interest	1,209	5,135	5,529	5,221
Taxes on income	13	54	90	108
Cash received during the year for:				
Interest and dividend	193	819	1,109	1,280

(1) See Note A.

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

Additional information

Additional information of new IFRSs in the period before their adoption whose impact on the separate financial information of the Company is expected to be material:

IFRS 15, "Revenue from Contracts with Customers":

In May 2014, the IASB issued IFRS 15 ("IFRS 15").

IFRS 15 replaces IAS 18, "Revenue", IAS 11, "Construction Contracts", IFRIC 13, "Customer Loyalty Programs", IFRIC 15, "Agreements for the Construction of Real Estate", IFRIC 18, "Transfers of Assets from Customers" and SIC-31, "Revenue - Barter Transactions Involving Advertising Services".

The IFRS 15 introduces a five-step model that will apply to revenue earned from contracts with customers:

Step 1: Identify the contract with a customer, including reference to contract combination and accounting for contract modifications.

Step 2: Identify the separate performance obligations in the contract

Step 3: Determine the transaction price, including reference to variable consideration, financing components that are significant to the contract, non-cash consideration and any consideration payable to the customer.

Step 4: Allocate the transaction price to the separate performance obligations on a relative stand-alone selling price basis using observable information, if it is available, or using estimates and assessments.

Step 5: Recognize revenue when the entity satisfies a performance obligation over time or at a point in time.

IFRS 15 is to be applied retrospectively for annual periods beginning on or after January 1, 2017. Early adoption is permitted. IFRS 15 allows an entity to choose to apply a modified retrospective approach, according to which IFRS 15 will only be applied in the current period presented to existing contracts at the date of initial application. No restatement of the comparative periods will be required as long as the disclosures regarding prior periods required by IFRS 15 are included.

The Company is evaluating the possible impact of IFRS 15 but is presently unable to assess its effect, if any, on the financial statements.

A. Convenience translation into 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 at December 31, 2015 (EURO 1 = NIS 4.2468).

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

Additional information

B. Cash and cash equivalents attributed to the company itself as a parent company (excluding amounts in respect of subsidiaries)

	Foreign currency		Israeli currency	
	US Dollar	**Euro**	**Not linked**	**Total**
	NIS, (in thousands)			
December 31, 2015:				
Cash and cash equivalents	16,379	5,923	1,878	24,180
December 31, 2014:				
Cash and cash equivalents	12,417	14,197	7,270	33,884

C. Disclosure of financial assets attributed to the company itself as a parent company (excluding amounts in respect of subsidiaries)

1. The following is a classification of the substantial investments to groups of financial instruments in accordance with IAS 39 attributed to the parent company:

	December 31, 2015	December 31, 2014
	(in thousands) NIS	
Financial assets at fair value through the statement of operations -		
Marketable securities	14,492	26,320
Forward contracts	446	418
Financial assets at reduced cost:		
Loans and receivables	17,525	13,575
	32,463	40,313

2. The expiration date of the predicted essential investment by groups of financial instruments according to IAS 39 attributed to parent company is up to a year.

Additional information

D. Disclosure of financial liabilities attributed to the company itself as a parent company (excluding amounts in respect of subsidiaries)

1. Account payable - other - attributed to the parent company

	December 31,		
	2015	2015	2014
	(in thousands)		
	Convenience translation into EURO, (unaudited)	NIS	
Employees, payroll and taxes	800	3,401	3,574
Accrued expenses	1,033	4,385	4,373
	1,833	7,786	7,947

2. Liquidity risk attributed to the parent company

The liquidity risk is the risk that the company will not be able to meet its financial obligations when they fall due. The Company's approach to management of the liquidity risk is to ensure, as far as possible, a sufficient level of liquidity to meet its obligations in due time.

The Company operates in order to enable the existence of sufficient levels of liquid means to pay the expected operating expenses and amounts required to meet its financial obligations. This does not take into account the potential effect of extreme scenarios where there is no reasonable possibility to expect them.

The following table presents the contractual maturity dates of the financial liabilities in undiscounted amounts (including interest payments):

	Book value	1st year	2nd year	3rd year	4th year	5th year and after	Total
	NIS, (in thousands)						
December 31, 2015:							
Accounts payable - trade	16,975	16,975	-	-	-	-	16,975
Accounts payable - other	7,786	7,786	-	-	-	-	7,786
Loans from banks	4,998	1,311	1,280	438	426	2,132	5,587
bonds	81,013	15,122	12,529	16,216	15,769	41,830	101,466
	110,772	41,194	13,809	16,654	16,195	43,962	131,814
December 31, 2014:							
Accounts payable - trade	19,526	19,526	-	-	-	-	19,526
Accounts payable - other	7,947	7,947	-	-	-	-	7,947
Loans from banks and others	7,376	2,115	1,415	1,381	495	2,868	8,274
bonds	91,691	15,709	15,205	12,608	16,330	57,813	117,665
	126,540	45,297	16,620	13,989	16,825	60,681	153,412

E. Disclosure of taxes on income attributed to the company

1. Tax laws applicable to the company:

   a. Income Tax Law (Adjustments for Inflation) - 1985

   According to the law, until 2007, the results for tax purposes were adjusted for the changes in the Israeli CPI.

   On February 2008, the "Knesset" (Israeli parliament) passed an amendment to the Income Tax (Inflationary Adjustments) Law, 1985, which limits the scope of the law starting 2008 and thereafter. Since 2008, the results for tax purposes are measured in nominal values, excluding certain adjustments for changes in the Israeli CPI carried out in the period up to December 31, 2007. Adjustments relating to capital gains and securities continue to apply until disposal. Since 2008, the amendment to the law includes, among others, the cancellation of the inflationary additions and deductions and the additional deduction for depreciation (in respect of depreciable assets purchased after the 2007 tax year).

   b. The Company has the status of an "industrial company" The Law for the Encouragement of Industry (Taxation),1969 in respect of product activity, as defined by this law. According to this status and by virtue of regulations published thereunder, the Company is entitled to claim a deduction of accelerated depreciation on equipment used in industrial activities, as determined in the regulations issued under the Inflationary Law. The Company is also entitled to amortize a patent or rights to use a patent or intellectual property that are used in the enterprise's development or advancement, to deduct issuance expenses for shares listed for trading, and to file consolidated financial statements under certain conditions.

   c. On October 2000 the company filed an expansion program to the approved enterprise program. The expansion program was approved on January 2003 in respect of product activity. The tax benefits derived from the program will be calculated in accordance with the increase in revenues compared to the base year. Under this plan the company will be entitled to exemption from tax on undistributed profits during the first two years of the period of benefits and tax rate of 25% over the next five years of the benefit period. On April 22, 2003 the Company has submitted a final report regarding the execution of the approved enterprise program and its additions. The approved enterprise program and its addition were approved on February 2004 (hereinafter: "second program"). The second program year of operation is 2004.

   The period of tax benefits, detailed above, is subject to a time limit of the earlier of 12 years from the commencement of production, or 14 years from receiving the approval. If a dividend is distributed out of tax exempt profits, as above, the Company will become liable for tax at the rate applicable to its profits from the approved enterprise in the year in which the income was earned, as if it was not under the tax benefits track.

   On September 2011, the Company submitted an application to the Investment Center For the second part of the program enterprise status characterized by high technological turnover (hereinafter - "the Application") in accordance with the base turnover procedure such plant. In August 2012 approved the Company's request, and that the Company may reduce the base turnover by 10% each year from the tax benefits of a second program, subject to compliance with company procedures and obligations specified application.

   In addition, on 2011, the company chose in year 2010 as an election year of further expansion program (hereinafter - "Third program"). Under this plan the company will be entitled to exemption from tax on undistributed profits during the first two years of the period of benefits and tax rate of 25% over the next five years of the benefit period. Benefits realization period is limited up to the year 2021. Tax benefits arising from the third program will be given above the average basis for the three years preceding the election year.

   The Company's management expects that the tax benefit period in the framework of the second program will begin in the reported year. The benefit period in respect of the third program has not yet begun.

E. Disclosure of taxes on income attributed to the company (cont'd)

1. Tax laws applicable to the company (cont'd)

d. On October 2014 the Company filed an application to the Bureau of the Chief Scientist of the Ministry of Industry, Commerce and Employment for approval under Section 20a of the Income Tax Ordinance – 1961 for the years 2012 – 2013. On May, 2015, such approval was received for each of the years according to which 84% of total development expenses submitted in the framework of the application. The Company's tax reports for the year 2014 included recognition of development expenses under the approval, aforesaid.

On October 2015 the Company filed an application to the Bureau of the Chief Scientist of the Ministry of Industry, Commerce and Employment for approval under Section 20a of the Income Tax Ordinance – 1961 for the year 2014. On December 2015, such approval was received for 2014 according to which 88% of total development expenses submitted in the framework of the application. The Company's tax reports for the year 2014 included recognition of development expenses under the approval, aforesaid.

e. Amendment to the Law for the Encouragement of Capital Investments, 1959 (Amendment 71):

On August 5, 2013, the "Knesset" issued the Law for Changing National Priorities (Legislative Amendments for Achieving Budget Targets for 2013 and 2014), 2013 which consists of Amendment 71 to the Law for the Encouragement of Capital Investments ("the Amendment"). According to the Amendment, the tax rate on preferred income form a preferred enterprise in 2014 and thereafter will be 16% (in development area A - 9%).
In addition, the amendment stipulates that if the dividends are distributed for an individual or a foreign resident from the preferred enterprise profits, as mentioned above, the tax will be at rate of 20%.

The Company has evaluated the effect of the adoption of the Amendment on its financial statements, and as of the date of the approval of the financial statements, the Company believes that it will apply the Amendment effective from the 2017 tax year. The Company's estimate may change in the future until the date it submits its final decision to the tax authorities, as prescribed by the Amendment.

2. Tax rates applicable to the company

The Israeli corporate tax rate was 26.5% in 2015 and 2014 (in 2013 - 25%).

The Company operation in logistic warehouses are at tax company rate and the Company's activity in the field of products eligible for tax benefits as described in section 1(c) above.

On December 13, 2015, the economic efficiency law was published (Legislative amendments to achieve budget targets for 2015 and 2016), therefore "Economic Efficiency Law" which determined, among other things, a reduction of 1.5% in corporate tax rate as of January 1, 2016 to 25%.

The deferred tax balances included in the financial statements as of December 31, 2015 are calculated according to the new tax rates that were substantially enacted as of the reporting date and, therefore, comply with the above changes, as applicable to the Company.

3. Final tax assessments attributed to the company

The Company has final tax assessments for all years up to 2011 (General Director of Israel Tax authority is authorized to extend the period of limitation for an additional year under certain conditions).

Additional information

E. Disclosure of taxes on income attributed to the company (cont'd)

4. Deferred tax attributed to the company

	Statements of financial position		Statements of income		
	December 31,		Year ended December 31,		
	2015	2014	2015	2014	2013
	NIS in thousands				
Deferred tax liabilities:					
Property, plant and equipment	364	494	130	(27)	(113)
Marketable securities	32	-	(32)	-	-
Intangible assets	4,826	4,671	(155)	(1,202)	(1,805)
	5,222	5,165	(57)	(1,229)	(1,918)
Deferred tax assets:					
Carry forward tax losses	89	-	89	(486)	(158)
Employee benefits	563	287	271	(2)	32
Other taxes assets (*)	93	1,758	(13)	-	506
	745	2,045	347	(488)	380
Deferred tax income (expenses), net			290	(1,717)	(1,538)
Deferred tax liabilities, net	4,477	3,120			

(*) Advances paid for excess expenses

5. Income taxes relating to items of other comprehensive income:

	Statements of income		
	Year ended December 31,		
	2015	2014	2013
	NIS in thousands		
Remeasurement gain (loss) from defined benefit plans	6	(96)	35

6. Taxes on income included in profit or loss:

Current tax	(1,707)	-	-
Deferred tax income (expenses), see Section 4 above.	290	(1,717)	(1,538)
	(1,417)	(1,717)	(1,538)

Unitronics (1989) (R"G) Ltd

Additional information

E. Disclosure of taxes on income attributed to the company itself (cont'd)

7. Theoretical tax:

	For the year ended December 31,	For the year ended December 31,		
	2015	2015	2014	2013
	(in thousands)			
	Convenience translation into EURO, (unaudited)	NIS		
Profit before subsidiaries losses and before taxes on income	6,942	29,482	14,660	8,326
Statutory tax rate	26.5%	26.5%	26.5%	25%
Tax computed at the statutory tax rate	1,840	7,813	3,885	2,082
Increase in taxes resulting from non-deductible expenses	16	68	36	50
Losses from previous years for which deferred taxes have been created this year and creating other tax assets	-	-	-	(507)
Temporary differences where deferred taxes were not recognized	(5)	(23)	(348)	69
Benefit from privileged tax rate	(1,522)	(6,463)	(1,840)	(1,336)
Update deferred tax balances for changes beneficiary tax rates	-	-	-	1,187
Other	5	22	(16)	(7)
Taxes on Income	334	1,417	1,717	1,538

F. Capital notes, balances and substantial engagements with subsidiaries

1. Transactions with subsidiaries

	For the year ended December 31,	For the year ended December 31,		
	2015	**2015**	**2014**	**2013**
		(in thousands)		
	Convenience translation into EURO, (unaudited)	**NIS**		
Revenues	7,699	32,694	29,011	23,639
General & administrative expenses	207	878	835	801
Financing incomes	360	1,528	903	455

2. Engagements with subsidiaries

a. The consolidated company Unitronics Inc. was established by the Company in 2001 to market, sell and distribute the company's products and to operate projects in the United States. The consolidated company acquires products and services from the company and sells these products and services to its customers.

b. The consolidated company Unitronics building management and maintenance (2003) Ltd. was established by the Company in 2003 in order to manage and maintain the companies building. The company pays to the consolidated company management and maintenance fees for the area used by the company.

c. The consolidated company Unitronics Automated Sulotions Ltd. (Formerly - Unitronics Parking Sulotions Ltd.) (hereinafter - "Automated Solutions") was established in the fourth quarter of 2011 to coordinate the marketing activities, planning, construction and maintenance of automated parking systems.

On October 2011, within the decision to centralize activities in parking solutions, the Company transferred to Automated solutions, assets not essential and an allocation of shares in subsidiaries.

On March 2012 the company signed an agreement with Automated Solutions, effective from October 1, 2011 (hereinafter – "the effective date"), in which the Company will provide credit lines to Automated Solutions and services through the executive and operations departments. For such services Automated Solutions will be charged from the effective date and in each quarter according to mechanisms defined in the agreement.

On November 2014 the Company sold its entire stake in Unitronics Systems Inc. to Automated Solutions in exchange to the par value of Unitronics Systems Inc. Since then Automated Solutions holds 100% of the equity and control of Unitronics System Inc.

Unitronics System Inc. was established on May 2012 to coordinate the activities of the Logistics Solution and / or parking solutions segment in the U.S. and / or North America, and began operations in the last quarter of 2012.

F. Capital notes, balances and substantial engagements with subsidiaries (cont'd)

3. Capital notes, guarantees and balances

a. On December 31, 2007 the company provided eight capital notes in the amount of NIS 1 million each to the subsidiary Unitronics Inc. against the current balance. On December 31, 2010 and 2011 the Company provided additional capital notes in the amount of NIS 1 million each. On December 31, 2012 the company provided additional two capital notes in the amount of NIS 1 million each. The balance of capital notes as at December 2015 and 2014 amount to NIS 12 million. The Capital notes are nominated in NIS, not linked, do not bear interest and the maturity date will not be before the end of 5 years from the date they were provided. The repayment of this capital notes will defer to other obligations and will prior only to distribution of assets to shareholders in liquidation.

   In addition, there is ongoing balance of the subsidiary Unitronics Inc. as at December 31, 2015 in the amount of approximately NIS 7.7 million (approximately NIS 3.1 million as at December 31, 2014).

b. On December 31, 2015 the company committed not to repay NIS 55 million, from the ongoing balance to subsidiary Automated Solutions before January 1, 2017 (NIS 35 million as at December 31, 2014).

   In addition, there is ongoing balance of the subsidiary Automated Solutions as at December 31, 2015 in the amount of approximately NIS 11.5 million (approximately NIS 6.6 million as at December 31, 2014).

c. As of December 31, 2015, the Company provided performance guarantees to customers as part of the agreements of subsidiaries to establishing automated parking systems and integrated logistics systems in amount of NIS 18.7 million.

d. As of December 31, 2015 there is ongoing balance of the subsidiary Unitronics building management and maintenance (2003) Ltd. in the amount of approximately NIS 284 thousand (approximately NIS 222 thousand as at December 31, 2014).

Chapter D - Additional Details about the Corporation (Reg. 10C - 29A)

4.1 List of Investments in Active Subsidiaries and Associates (Reg. 11)

Below are details regarding the Company's investments in active subsidiaries and associates at the date of the statement of financial position:

Subsidiary	Class of share	No. of shares	Total par value	Value of shares in the financial statement
Unitronics Building Management and Maintenance (2003) Ltd.	Ordinary - NIS 1	1,000	NIS 1,000	NIS 1,000
Unitronics Inc. (foreign company)	Ordinary – US$ 0.01	1,000	US$ 10	US$ 10
Unitronics Automated Solutions Ltd.	Ordinary – NIS 0.01	11,632,000	NIS 116,320	NIS 116,320
Unitronics Systems Inc. (foreign company) (held by Unitronics Automated Solutions Ltd.)	Ordinary – US$ 0.001	1,000	US$ 1	US$ 1

Subsidiary	Value in the separate financial statement of the company, attached to the Company's financial statements	Percentage of Company's holdings in capital, in voting rights and in the power to appoint directors, in total issued shares
	NIS, in thousands	
Unitronics Building Management and Maintenance (2003) Ltd.	(293)	100%
Unitronics Inc. (foreign company)	1,468	100%
Unitronics Automated Solutions Ltd.	(36,802)	100%
Unitronics Systems Inc. (foreign company) (*)	(9,308) (**)	100%

(*) Held by Unitronics Automated Solutions Ltd.
(**) In the books of Unitronics Automated Solutions Ltd.

4.2 Changes in Investments in Active Subsidiaries and in Associates (Reg. 12)

There was no change in the Company’s investments in subsidiaries and in associates during the period of the Report.

4.3 Revenues of Active Subsidiaries and Associates and Revenues from Such (Reg. 13)

For details of the comprehensive income of the Company's active subsidiaries and associates in the last reported year ended on or before the date of the statement of financial position of the corporation, adjusted to the date of the statement of financial position of the corporation – see section 1.22.4.8 in chapter A of this Periodic Report.

4.4 Trading on the Stock Exchange (Reg. 20)

During the reporting year no securities issued by the Company were listed for trading and trading in securities issued by the Company was not suspended.

4.5 Compensation of Interested Parties and Senior Officers (Reg. 21)

4.5.1 Below are details of the payments made by the Company and all payment undertakings (in cash and/or cash equivalents, loans, rights and any other benefit) which the Company took upon itself in the reported year, as recognized in the financial statements for the reported year, including with regard to retirement terms, for each of the five officers receiving the highest pay from among the senior officers serving in the Company or a company under its control (the three senior officers with the highest Compensation in the corporation, whose Compensation was provided in connection with their position in the corporation itself, are among the following five officers):

Name	Position	Employment	Stake in corporate capital	Salary (NIS thousands)	Bonus (NIS thousands)	Share-based payment, management fees, consulting fees, commission, interest, rent and other	Total (NIS thousands)
Mr. Haim Shani	CEO and Chairman of the Board of Directors	100%	61.38% (*)	1,243	894	-	2,137
Mr. Yair Goldberg	CEO of US subsidiary	100%		863	194		1,057
Mr. Amit Harari	VP and Manager Products Division	100%		618	127	-	745
Ms. Bareket Shani	Director, Deputy CEO and Chief Human Resources Officer	100%		709	-		709
Mr. Gabriel Badusa	Chief Financial Officer	100%		631	-	-	631
	Other directors			273	-	-	273

* As of December 31, 2015

For explanations regarding the relationship between the compensation paid to officers and their contribution, see section 2.10 in chapter B of this Periodic Report.

4.5.2 Compensation policy – on December 9, 2013, the Annual General Meeting of Company Shareholders approved a Compensation policy for Company officers pursuant to Amendment No. 20 to the Companies Law (for the version of the approved Compensation policy, see the Immediate Report on the Convening of a General Meeting dated November 17, 2013, reference number: 2013-01-193608, hereby included by reference) (hereinafter: "**the Compensation Policy**"). As of the date of this report the terms of office and employment of all the officers in the Company conform to the Compensation Policy, since the clause with respect to entitlement to equity-based compensation in the employment agreements of the Company CEO and Chairman of the Board, Mr. Haim Shani, and the Chief Human Resources Officer, Ms. Bareket Shani, was cancelled in 2014, as specified in section 4.5.3 below. The Company does not intend to apply the Compensation Policy to employees of the Company who are not officers of the Company.

4.5.3 Mr. Haim Shani and Ms. Bareket Shani – the Company is bound by personal employment agreements with Mr. Haim Shani (controlling shareholder and Chairman of the Board of Directors) and with Ms. Bareket Shani (Mr. Shani's wife, who also serves as a member of the Board of Directors) (hereinafter in this section: "**Employment Agreements**"). In accordance with the Employment Agreements, Mr. Shani serves as the Company's CEO, responsible for the management of the Company’s entire business, and Ms. Shani serves as Deputy CEO and Chief Human Resources Officer, both holding full time jobs.

Pursuant to the Employment Agreements, as approved on March 27, 2011 by the Company Audit Committee and Board of Directors, and later, on May 12, 2011, by the General Meeting of Company's Shareholders (for further details see report dated May 12, 2011, reference number 2011-01-146499, hereby included by reference), as of June 1, 2011, Mr. Shani’s salary is NIS 60,000 per month and Ms. Shani’s salary is NIS 30,000 per month. The salary is linked to the Consumer Price Index, such that as of January 2012, and each year, an amount equal to the percentage of change in the past year’s CPI will be added to their wages. The base index for the purpose of calculating the amount of linkage to be added in January 2012 was the known index on March 2011, which was published on April 15, 2011. In accordance with the decisions of the Compensation Committee dated May 27, 2014 and July 20, 2014, of the Board of Directors of the Company dated June 30, 2014 and July 20, 2014, and of the General Meeting of Company's Shareholders dated September 4, 2014, the employment agreements of Mr. Haim Shani and Ms. Bareket Shani were amended and reaffirmed to make them valid until September 4, 2017. The employment agreements were amended, *inter alia*, in order to adapt them to the provisions of the Compensation Policy of the Company by eliminating the clause entitling the controlling shareholder and his wife to options to purchase shares of the Company, and, in addition, cancelling the clause in the employment agreement of Mr. Shani requiring a special majority of the Board of Directors to end the employment agreement with Mr. Shani (for further details of any of the above, see the report dated September 4, 2014 reference number 2014-01-151716, hereby included by reference).

Mr. Shani’s salary is split such that part of the overall wages is paid by a subsidiary wholly owned by the Company, Unitronics Inc., and the remainder is paid by the Company, in respect of his services as CEO of the Company; as a result of the split, there is no added cost of wages to the Company (consolidated with the subsidiary) compared to the cost of wages without the split.

In addition to the salary specified above, Mr. and Ms. Shani are entitled to receive the following benefits: (a) standard social benefits, such as a senior officers’ insurance (contributions of 5% of the monthly salary by the employee and 13.33% – by the Company); (b) a study fund (contributions of 2.5% of the monthly salary by the employee and 7.5% – by the Company), (c) use of Company car (without determining a specific car category) and expense reimbursement; and (d) an annual 30-day vacation, which may be accumulated during the following two years of employment.

In addition, Mr. Haim Shani is entitled to an annual bonus in respect of each calendar year commencing 2005, and as long as Mr. Shani is employed as CEO of the Company, at a rate of 7.5% of the pre-tax profit on that year (cost to the Company) (hereinafter: “**the Future Bonuses**”). The Future Bonuses shall be calculated each year (and not cumulatively), without accounting for losses, and will be paid within 30 days of the date of approval of the financial statements by the Company’s Board of Directors, in respect of each calendar year as aforesaid, and approval of the Company’s Compensation Committee that their terms are consistent with the Compensation Policy of the Company and the terms of the employment agreement of Mr. Shani.

Termination of Mr. Shani’s employment agreement, following its amendment in 2014 as specified above, requires the approval of a simple majority of the Board of Directors and a prior notice of at least 6 months. Mr. Shani may terminate his employment agreement for any reason, subject to a 3-months’ notice. As for Ms. Shani, each party may terminate the agreement subject to a 2-months’ notice, and the Company would be required to provide a material explanation for the termination, if initiated by the Company.

On March 10, 2015 the Compensation Committee approved that the payment of a bonus amounting to approximately NIS 411 thousand to Mr. Haim Shani in respect of 2014, as per the terms described above is in accordance with the Company's Compensation Policy and the employment agreement of Mr. Shani. On March 12, 2015 the Board of Directors of the Company approved that the Compensation paid to Mr. Shani, including the payment of the bonus as aforesaid, is consistent with the Company's Compensation Policy, is fair and reasonable compensation with respect to the essential services of Mr. Shani and is accepted in companies with a volume of activity similar to that of the Company.

On March 6, 2016 the Compensation Committee approved that the payment of a bonus amounting to approximately NIS 894 thousand to Mr. Haim Shani in respect of 2015, as per the terms described above, is in accordance with the Company's Compensation Policy and the employment agreement of Mr. Shani. On March 8, 2016 the Board of Directors of the Company approved that the Compensation paid to Mr. Shani, including the payment of the bonus as aforesaid, is consistent with the Company's Compensation Policy, is fair and reasonable compensation with respect to the essential services of Mr. Shani and is accepted in companies with a volume of activity similar to that of the Company, *inter alia* for the following reasons:

The Company has material dependence on the continued services of Mr. Haim Shani and Ms. Bareket Shani.

The loss of Mr. Shani or Ms. Shani’s services may have a material negative impact on the Company's financial results.

The material dependence on the continued services of Mr. Haim Shani and Ms. Bareket Shani is due, *inter alia*, to the following reasons:

(1) As Company founders, Mr. Shani and Ms. Shani have long-standing, close and direct knowledge of all technologies and products being developed, manufactured and distributed by the Company, from its inception to date, as well as with markets, customers and service providers of the Company.
(2) Mr. Shani and Ms. Shani have a well-known reputation in the Company's industry, and the Company's favorable image and good name is tightly linked to the fact that Mr. Shani and Ms. Shani are controlling shareholders and officers of the Company.
(3) Consequently, Mr. Shani and Ms. Shani are actively involved in all levels of the day-to-day activities of the Company, and replacing them would require a very long training process, as well as replacements with similar knowledge and experience to those of Mr. Shani and Ms. Shani, which would require significant resources.

(4) Furthermore, replacing Mr. Shani and Ms. Shani may involve significant costs, in view of the low wages they have been receiving from the Company over the years, compared to similar officers in companies of a similar size.

4.5.4 Mr. Amit Harari - In October 2010, an employment agreement (hereafter in this section, **"the Agreement**") was signed between the Company and Mr. Amit Harari. The agreement was for an unspecified period and it was stipulated that any party thereto may terminate it at any time by giving 30 days prior notice in writing.

Effective January 01, 2012 Mr. Harari is entitled to an annual bonus for meeting quantitative and qualitative targets in an amount not to exceed NIS 375 thousand, subject to the Company's Compensation Policy. The agreement also stipulates that Mr. Harari is entitled to the following fringe benefits: pension insurance, education fund and the use of a company car. In addition, under the agreement Mr. Harari is also entitled to social benefits (vacation days, sick days and convalescence pay). Mr. Harari serves as the Company's Vice President and Manager Products Division.

4.5.5 Mr. Gabriel Badusa - On July 23, 2014, an employment agreement (hereinafter in this section: **"the Agreement**") was signed between the Company and Mr. Gabriel Badusa. The Agreement was made for an unspecified period, and it was stipulated that a party thereto may terminate it at any time by giving 30 days' prior notice in writing.

Mr. Badusa is entitled to the following fringe benefits: social contributions to executive insurance, a pension fund, a study fund and the use of a company car. In addition, under the Agreement Mr. Badusa is entitled to social benefits (vacation days, sick days and convalescence pay). Mr. Badusa serves as Chief Financial Officer of the Company.

4.5.6 Mr. Yair Goldberg - In May 2007, an employment agreement (hereinafter in this section: **"The Agreement**") was signed between the US subsidiary and Mr. Yair Goldberg. The Agreement was made for an unspecified period, and it was stipulated that a party thereto may terminate it at any time by giving 60 days' prior notice in writing.

Effective January 1, 2013 Mr. Goldberg is entitled to an annual bonus for meeting qualitative targets in an amount not to exceed USD 176 thousand, The Agreement also stipulates that Mr. Goldberg is entitled to the following fringe benefits: social contributions to executive insurance, a pension fund, a study fund and the use of a company car. The provisions of the agreement further entitled Mr. Goldberg to social benefits (vacation days, sick days and convalescence pay).

4.5.7 According to the resolution of the Audit Committee and Board of Directors, approved by the Annual General Meeting of Company Shareholders on August 9, 2001, the Company's Independent Board Member and directors who do not serve as officers at the Company are entitled to annual compensation and participation compensation at the "fixed amount" specified in the Second and Third Addendum to the Companies Regulations (Rules regarding Compensation and Expense Reimbursement of External Directors), 2000 (hereinafter: "**Compensation Regulations**"), and in accordance with the relevant rating of the Company's capital.

In accordance with the Company's Compensation Policy, the compensation and expense reimbursement of directors that are not officers of the Company are identical to the compensation and expense reimbursement paid to external directors of the Company.

4.5.8 The Company has a directors and officers liability insurance policy for a sum of US$ 5,000,000 (five million US dollars) per event and in total, in respect of damages that could occur during the insurance period (and a further US$ 1,000,000 in respect of legal defense costs in Israel only) (hereinafter: "**the Policy**"). The Company's deductible for insurance claims is between $7,500 and $35,000 per event, based on the type of insurance event and claim location. The insurance period is effective retroactively from August 9, 1989.

Further to the adoption of the Compensation Policy and pursuant to the terms thereof, on August 24, 2015, the Audit Committee and Board of Directors of the Company approved the renewal and extension of the Policy for a period beginning on July 1, 2015 and ending on November 30, 2016, on the terms set forth above, and decided in addition to insure, on the terms of the Policy, the directors and officers of the Company who are not controlling shareholders of the Company or their relatives, as well as the directors and officers of the Company who are controlling shareholders of the Company or their relatives (for details see Immediate Report on a Transaction with a Controlling Shareholder or with a Director Which Does Not Require the Approval of the General Meeting, dated August 24, 2015, reference number: 2015-01-103710, hereby included by reference).

4.5.9 For details on payments made during the period of the Report to interested parties employed by the Company (including related payments), see section 4.5.3 above.

4.5.A <u>Control of the Corporation (Reg. 21A)</u>

The controlling shareholder of the Corporation is Mr. Haim Shani. For more details about Mr. Shani, see section 4.10 below.

4.6 <u>Transactions with a Controlling Shareholder (Reg. 22)</u>

Below are details, to the best of the Company's knowledge, regarding each transaction with the controlling shareholder of the Company or which the controlling shareholder of the Company has a personal interest in its approval, entered into by the Company in 2015 or at a date after the end of 2015 until the date of this Periodic Report, or still in effect as of the date of this Periodic Report:

<u>**Other transactions which are not enumerated in section 270(4) of the Companies Law**</u>

4.6.1 Unitronics Building Management and Maintenance (2003) Ltd. (hereinafter: "**Unitronics Management**"), a wholly owned subsidiary of the Company, provides management and maintenance services for the floors of the Unitronics Building. These services include, primarily, service for elevators and air conditioning, electrical and fire detection systems in the Unitronics Building (contacting various suppliers in case of malfunction and/or for servicing and/or periodic testing, as per manufacturer's/supplier's instructions) as well as services of cleaning, pest control, gardening and security (via subcontractors) (hereinafter: "**Management Services**"). In return for these services, Unitronics Management charges monthly management fees at a rate of NIS 12.96 (as updated in 2015 following the approval of the new agreement of lease of areas in the Unitronics Building from the controlling shareholders, Mr. Haim Shani and Ms. Bareket Shani, as set forth in section 4.6.2 below; linked to the index of March 2015) per square meter of each tenant's space in the Unitronics Building, and in addition charges separately for electricity consumption according to readings of separate meters of the Company and for the other tenants of the Unitronics Building (who share the expense, pro-rated to the area used by each tenant).

In accordance with a resolution of the Audit Committee and the Board of Directors from May 2003, Unitronics Management also provides maintenance services to other offices of the Unitronics Building, which are not used by the Company and are leased by a company wholly owned by Mr. Haim Shani and Ms. Bareket Shani, provided that: (a) Unitronics Management provides equal services to all the tenants of the Unitronics Building, which are similar to the services provided by other management companies in the vicinity of the Unitronics Building; and (b) the effect of providing such services on the profitability, assets or liabilities of Unitronics remains immaterial. According to the resolution of the Company's Board of Directors, any deviation of the above resolutions requires the Board's approval and any other approval mandated by law. There is no written contract between the Company and Unitronics Management, and Mr. and Ms. Shani, with regard to the management services. In practice, Mr. and Ms. Shani require the tenants leasing the private floors (including the Company – see section 4.6.2 below) to pay the full management fees charged by Unitronics Management, and said tenants pay Unitronics Management directly for management services at the same rate per square meter paid by the Company (other than consumption of electricity, for which each tenant is charged according to a separate electricity meter).

For these services, Unitronics Management was paid in total NIS 1,287 thousand, NIS 1,228 thousand and NIS 1,240 thousand for the years 2015, 2014 and 2013, respectively; of which NIS 878 thousand, NIS 835 thousand and NIS 802 thousand, respectively, were paid by the Company, and NIS 409 thousand, NIS 393 thousand and NIS 438 thousand, respectively, by third parties.

Since 2003, the management services provided by Unitronics Management were discussed, from time to time, at meetings of the Audit Committee and the Board of Directors, *inter alia* as part of the discussions regarding the approval of a leasing agreement of areas in the Unitronics Building which were rented to the Company by the controlling shareholders, Mr. Haim Shani and Ms. Bareket Shani (as specified in section 4.6.2 below), and most recently in May 2015, but at times also not as part of the discussions regarding the approval of the aforementioned agreement. These discussions also included an examination of the management fees compared to other buildings in Airport City and it was found that the management fees are at market conditions.

<u>Transactions Enumerated in Section 270(4) of the Companies Law</u>

4.6.2 On July 16, 2015 the General Meeting of Company Shareholders approved an agreement of lease of space in Unitronics Building in Airport City from a company controlled by Mr. Haim Shani, the Company's controlling shareholder, and Ms. Bareket Shani, his wife, for a further period of three years beginning on August 1, 2015 (the date of expiration of the previous lease agreement), in accordance with section 275(a) of the Companies Law. For details of the reasons of the Compensation Committee and the Board of Directors for approving the aforesaid transaction as well as further details on the leased premises and the lease agreement, see section 1.13.2 in chapter A of this Periodic Report as well as Immediate Report on a Transaction between a Company and Its Controlling Shareholder, dated May 20, 2015, reference no: 2015-01-024264, hereby included by reference (for further details on the aforesaid approval of the General Meeting, see Immediate Report on Results of a Meeting to Approve a Transaction with a Controlling Shareholder and/or to Approve a Private Offering, dated July 16, 2015, reference no.: 2015-01-074880, hereby included by reference).

4.6.3 For details of transactions between the Company and its controlling shareholder or transactions which the controlling shareholder has a personal interest in the approval thereof, as specified in section 270(4) of the Companies Law, entered into by the Company in 2015 or at a date after the end of 2015 until the date of this Periodic Report, or still in force at the date of this Periodic Report, see section 4.5.3 above (regarding the employment agreements of Messrs. Shani) and section 4.16.1 below (regarding the issue of Letters of Indemnification and Exemption to Messrs. Shani).

4.6.4 Prior to the publication of the 2011 Shelf Prospectus (hereinafter: the "**Shelf Prospectus**"), discussions were held between the representatives of the Israel Securities Authority (hereinafter: the "**ISA**") and representatives of the Company in connection with the ISA's request from the Company to act to amend the Company's Articles in connection with the mechanism for the appointment of members of the Board of Directors, which is a mechanism known as a staggered board of directors.

In light of the Company's disagreement with the position of the ISA in this matter, and so as to allow the publication of the prospectus without fully exhausting the discussion of this matter, the Company gave notice (in writing) to the ISA, prior to the making of the amendment, of its consent to the following principles (which shall apply as long as the Company's Articles are not modified, as aforesaid):

(A) Even though the ISA and the Company have not fully exhausted the discussion of the matter of the amendment which the ISA has requested be made to the Company's Articles, in light of the current structure of holdings in the Company, the need does not arise at the present time to reach a decision in this matter, and accordingly, the ISA's permission for the publication of the prospectus was given subject to the terms set forth in section (b) below, which shall remain in full force and effect, for such time as the provisions of the Company's Articles include a mechanism known as a staggered board of directors.

(B) If, in the future, there is no controlling shareholder of the Company, or if the controlling shareholder of the Company holds less than 45% of the voting rights of the Company (and for this purpose, the terms "holding" and "control" shall be as construed in the Securities Law), and the Company shall wish to offer to the public shares or securities convertible into shares (including securities that may be exercised into shares) during the period in which there is no controlling shareholder of the Company or the controlling shareholder of the Company holds less than 45% of the voting rights of the Company, as aforesaid, or if, as a consequence of the offer to the public, as aforesaid, there shall be no controlling shareholder of the Company, or the controlling shareholder of the Company shall hold less than 45% of the voting rights of the Company, the Company undertakes to apply to the ISA for the purpose of the completion of the discussion in the aforesaid matter, and it has undertaken not to make use of the 2011 Shelf Prospectus by way of the publication of shelf proposal reports by virtue of the Shelf Prospectus for the purpose of offering to the public shares or securities which are convertible into shares as aforesaid prior to the completion of the discussion of the matter, whether before the institutions of the ISA or before any other competent institution. In addition, the foregoing shall also apply to any private placement of shares or securities which are convertible into shares if, on the said date, there shall be no controlling shareholder of the Company, or the controlling shareholder of the Company shall hold less than 45% of the voting rights of the Company, or if, as a consequence of the private placement, there shall be no controlling shareholder of the Company, or the controlling shareholder of the Company shall hold less than 45% of the voting rights of the Company.

The Company's notice to the ISA further stated that the said notice or the ISA's permission to the publication of the 2011 Shelf Prospectus does not and shall not constitute any form of consent by any of the parties to the claims of any other party. It was also clarified that the said notice or the ISA's permission shall not modify or derogate from the Company's position or the ISA's position in the above-mentioned matter, once the need shall arise to fully exhaust the discussion thereof.

Negligible Transactions

4.6.5 On August 30, 2012 the Company's Board of Directors adopted the Audit Committee’s recommended negligible transactions procedure (hereinafter: the "**Procedure**"), as defined in regulation 41(A)(6) of the Securities Regulations (Annual Financial Statements), 2010.

According to the procedure, a transaction will be considered a negligible transaction when all of the following conditions are met:

(A) The transaction is not an extraordinary transaction as defined in the Companies Law, 1999;

(B) The transaction is not classified by the company as an event required to be reported in accordance with Regulation 36 of the Securities Regulations (Periodic and Immediate Reports), 1970;

(C) The amount of the transaction is less than NIS 20,000 and the total amount of that transaction together with all the transactions with the same interested party during the preceding 12 months is less than NIS 60,000 (these amounts are adjusted to the rate of increase in the Consumer Price Index relative to the index published on July 15, 2012). The amounts of the transaction for this purpose will be the amounts to which the interested parties are entitled or owed and not the subject transaction amounts and agreements as a whole;

(D) The lack of qualitative considerations arising from the circumstances of this matter, such as if the transaction is perceived as a significant event by the Board of Directors and has the ability to influence management decisions or if, as part of the transaction, the interested parties are expected to receive benefits which it is important to publish an immediate report.

An interested-party transaction is classified as a negligible transaction by the Chief Financial Officer of the Company in accordance with the above criteria, and its approval is subject to the provisions of the law.

The procedure provides additional guidance regarding negligible transactions, as detailed in Report on an Event or Matter Outside the Ordinary Course of the Company's Business, dated August 30, 2012, reference number 2012-01-225675, hereby included by reference.

During the period of the Report no negligible transactions, as defined above, were carried out with a controlling shareholder or in which the controlling shareholder has a personal interest, and the Company is not a party to such negligible transactions.

4.7 Holdings of Interested Parties and Senior Officers (Reg. 24)

For details regarding shares and other securities of the Company, subsidiary and related company of the Company held by any interested party in the Company as of the report publication date, see Immediate Report on the Holdings of Interested Parties and Senior Officers dated December 9, 2013 (reference number 2013-01-092992), hereby included by reference.

4.8 Registered Capital, Issued Capital and Convertible Securities (Reg. 24A)

4.8.1 Registered and Issued Capital

For details regarding registered and issued capital see Note 17 in the consolidated Financial Statements for 2015 - chapter C of this Periodic Report.

4.8.2 Convertible Securities - The Company has no convertible securities.

4.9. Register of Shareholders of the Corporation (Reg. 24B)

For details on the register of shareholders of the Company as of the date of publication of this Periodic Report, see Immediate Report dated January 31, 2016 (reference number 2016-01-020389), hereby included by reference.

4.9.A Registered Address (Reg. 25A)

Registered Company Office: Unitronics Building, Ha-Arava Street, Airport City, POB 300, Ben Gurion Airport, 70100
Email: info@Unitronics.com.
Telephone number: 03-9778888
Fax number: 03-9778877

4.10 <u>Directors of the Corporation (Reg. 26)</u>

Name, ID number, date of birth, citizenship	Address for court notices	Board of Directors Committee Memberships; Independent Director/ External Director as defined in the Companies Law – Yes/No	Employee of the Company, of a subsidiary thereof, of a related company thereof or of an interested party therein – Position or positions held therein	Date of commencement of service as a Director of the Company	Education and occupation during the past 5 years, with details of the acquired profession or educational field, the educational institution and the academic degree or professional diploma held as well as details of corporations in which the Director serves as a Director	According to the best knowledge of the Company and its Directors, is the Director a family member of an interested party in the Company? – Yes / No (details)	Does the Company regard the Director as having accounting and financial expertise?
Haim Shani 056548142 31/7/1960 Israeli	20, Bazelet Street, Shoham	No; Has professional qualifications	Yes, CEO of the Company, Director and senior officer in the subsidiaries Unitronics Automated Solutions Ltd. and Unitronics Building Management and Maintenance (2003) Ltd., Director and Chairman of the Board of Directors of Unitronics Inc., Director and Chairman of the Board of Directors of Unitronics Systems Inc.	20/8/1989	High school education. Serves as a Director of Cardiosense Ltd. and Netrix Ltd.	Yes, husband of Ms. Bareket Shani, a Director and officer of the Company (see details below)	No
Bareket Shani 0581366311 30/6/1963 Israeli	20, Bazelet Street, Shoham	No; Has professional qualifications	Yes, Deputy CEO and Chief Human Resources Officer, Director of Unitronics Building Management and Maintenance (2003) Ltd., Vice President and Corporate Secretary of the subsidiary Unitronics Inc., President and Corporate Secretary of the subsidiary Unitronics Systems Inc.	6/7/1999	Academic. B.Sc. in Industrial Engineering and Management from the Technion	Yes, wife of Mr. Haim Shani, Chairman of the Board of Directors and CEO of the Company.	No

Name, ID number, date of birth, citizenship	Address for court notices	Board of Directors Committee Memberships; Independent Director/ External Director as defined in the Companies Law – Yes/No	Employee of the Company, of a subsidiary thereof, of a related company thereof or of an interested party therein – Position or positions held therein	Date of commencement of service as a Director of the Company	Education and occupation during the past 5 years, with details of the acquired profession or educational field, the educational institution and the academic degree or professional diploma held as well as details of corporations in which the Director serves as a Director	According to the best knowledge of the Company and its Directors, is the Director a family member of an interested party in the Company? – Yes / No (details)	Does the Company regard the Director as having accounting and financial expertise?
Zvi Livne 010025658 22/7/1947 Israeli	20, Yohanan Ha-Sandlar Street, Haifa	No; Audit Committee, Financial Statements Review Committee, Compensation Committee; Has accounting and financial expertise as well as professional qualifications	No	8/7/1999	Academic. BA in Economics and Accounting from Tel Aviv University; MBA from Tel Aviv University; CPA certificate holder. Serves as a financial and commercial consultant to several Israeli companies; senior partner at Ziv, Shifer & Co., CPA; serves as a Director of Unitronics Building Management and Maintenance (2003) Ltd., PML – Particle Monitoring Technologies Ltd. and Alberta Nano Monitoring Systems Ltd.	No	Yes
Doron Shinar 054973029 8/12/1957 Israeli	12, Zlocisti Street, Tel Aviv 6299412	Yes, External Director; Audit Committee, Financial Statements Review Committee, Compensation Committee; Has accounting and financial expertise as well as professional qualifications	No	16/7/2015	Academic. LLB from Tel Aviv University. Member of the Israel Bar Association. Serves as a Director of Acidos Ltd. (private company), Netz Hotels Ltd. (External Director), D. Shinar Holdings Ltd. (private company). Until June 2015 served as a Director of Leumi Start Ltd.	No	Yes

Name, ID number, date of birth, citizenship	Address for court notices	Board of Directors Committee Memberships; Independent Director/ External Director as defined in the Companies Law – Yes/No	Employee of the Company, of a subsidiary thereof, of a related company thereof or of an interested party therein – Position or positions held therein	Date of commencement of service as a Director of the Company	Education and occupation during the past 5 years, with details of the acquired profession or educational field, the educational institution and the academic degree or professional diploma held as well as details of corporations in which the Director serves as a Director	According to the best knowledge of the Company and its Directors, is the Director a family member of an interested party in the Company? – Yes / No (details)	Does the Company regard the Director as having accounting and financial expertise?
Joel Sela 0515621552 21/4/1953 Israeli	66, Nurit Street, Shoham	Yes, External Director; Audit Committee, Financial Statements Review Committee, Compensation Committee; Has accounting and financial expertise as well as professional qualifications	No	23/9/2008	Academic. BA in Economics and Accounting from Tel Aviv University. CEO of Net Intent Ltd. since February 2001. Many years of experience as the CFO and CEO of companies in various fields.	No	Yes
Edna Ramot 050499128 26/1/1951 Israeli	2, Harduf Street, Ramat Efal 52960	No; Has professional qualifications	No	22/9/2011	Academic. BA in English Literature and Linguistics from Bar Ilan University. Between 2007-2011, self-employed in the field of personal coaching and business consultancy. Served as CEO of the Jerusalem International Convention Center for 10 years. A Director of "Israel Experience" since 2013.	No	No

Below are the rates of attendance of the Directors at meetings of the Board of Directors and its committees in 2015:

Director	Rate of attendance at meetings of the Board of Directors	Rate of attendance at meetings of the Audit Committee (for Directors who are members of this committee)	Rate of attendance at meetings of the Financial Statements Review Committee (for Directors who are members of this committee)	Rate of attendance meetings of the Compensation Committee (for Directors who are members of this committee)
Haim Shani	100%	-	-	-
Bareket Shani	100%	-	-	-
Moshe Baraz (*)	100%	100%	100%	100%
Joel Sela	100%	100%	100%	100%
Zvi Livne	91%	100%	100%	100%
Edna Ramot	100%	-	-	-
Doron Shinar (**)	100%	100%	100%	100%

(*) His term of office ended on December 8, 2015. The rates of attendance are out of meetings held during his term of office.

(**) His term of office began on July 16, 2015. The rates of attendance are out of meetings held during his term of office.

4.11 Senior Officers (Reg. 26A)

Below are details with regard to each of the senior officers of the Company whose details were not set forth in section 4.5 above:

Name, ID number, date of birth	Date on which the officer began his term of office	Position held by the officer in the Company, a subsidiary thereof, a related company thereof or an interested party therein; If the senior officer is an independent authorized signatory of the Company – this fact is to be mentioned	Is the officer is an interested party in the Company or related to another senior officer or to an interested party in the Company?	Education and business experience during the past five years
Gabriel Badusa 59616599 19/3/65	23/07/14	Chief Financial Officer; Independent Authorized Signatory	No	Academic, BA in Accounting from Bar Ilan University, MBA (Finance) from Bar Ilan University, CPA certificate holder. Prior to joining the Company, served as CFO at Cham Foods (Israel) Ltd.
Avraham Peleg 25647991 1/9/73	04/05/14	Finance Director	No	Academic, BA in Business Administration (Accounting), The College of Management, Israel, certified CPA. Prior to joining the Company served as a controller at Hagag Group Real Estate Development Ltd. and before as a Senior Auditor at Amit, Halfon – CPA.

Name, ID number, date of birth	Date on which the officer began his term of office	Position held by the officer in the Company, a subsidiary thereof, a related company thereof or an interested party therein; If the senior officer is an independent authorized signatory of the Company – this fact is to be mentioned	Is the officer is an interested party in the Company or related to another senior officer or to an interested party in the Company?	Education and business experience during the past five years
Amit Harari 33591843 25/11/76	26/10/10	Vice President and Products Division Manager	No	Academic, B.Sc. in Industrial Engineering from the Technion, MBA from Tel Aviv University. Prior to joining the Company served as Vice President at Computerized Business Solutions Inc.
Eyal Horowitz 58876574 5/7/64	18/06/00	Internal Auditor of the Company	No	Academic, LLB from the Interdisciplinary Center Herzliya, BA in Business Administration and Accounting, The College of Management, PhD in Business Administration from IUBL, USA extension, Israel certified CPA. Head and Managing Partner of Oren Horowitz & Co accounting firm until its dissolution in 2008; Chairman and CEO of the Horowitz Idan Sabo Tevet & Cohen Tabach accounting firm since 2008; formerly Senior Lecturer in the College of Management; former Regional Chairman EMEA at Baker Tilly International, the eighth largest global accounting firm; Member of the Auditing Standards and Procedures Committee between 2001-2014.
Hilit Bar Sorya 33104258 23/8/76	22/11/12	In-House Legal Counsel, Independent Authorized Signatory	No	Academic, LLB, The College of Management, MBA with Honors from Heriot-Watt University, Edinburgh Business School, Scotland, Member of the Israel Bar Association since 2002. Business experience: Since February 2011, In-House Legal Counsel, Unitronics; 2009-2011: Attorney and Assistant to CEO at the Davidoff Group.
Daniel Raphael Nygate 13105820 13/12/64	15/3/15	CEO in a subsidiary in Israel (*)	No	Academic, B.Sc. in Industrial Engineering and Management from Ben Gurion University. Served as Vice President and Purchasing Manager at the Company between 2012-2015. Prior to joining the Company served as Sales Director at Amdocs.
Josef Ratsabi 032078164 25/12/74	15/3/15	Deputy CEO in a subsidiary in Israel (**)	No	Academic, B.Sc. in Electrical Engineering from the Holon Institute of Technology, MBA in Business Administration from The College of Management. Division Manager at the Company since 2013, Senior Project Manager at the Company between 2011-2013.

* On January 10, 2016 Mr. Nygate ended his term of office as CEO of a subsidiary in Israel and was appointed to the position of VP Operations and Purchasing of the Company.

** On January 10, 2016 Mr. Ratsabi was appointed to the position of CEO of a subsidiary in Israel instead of Mr. Nygate, who, as aforementioned, ended his term of office in this position.

4.12 Authorized Signatories of the Corporation (Reg. 26b)

In accordance with the Board of Directors' resolution dated November 22, 2012, and pursuant to a Securities Authority's directive from January 3, 2008, regarding disclosure of the number of authorized signatories in a corporation, there are four independent authorized signatories in the Company: the controlling shareholder of the Company, Mr. Haim Shani, his wife Ms. Bareket Shani, Mr. Gabriel Badusa and Ms. Hilit Bar Sorya.

(For details, see Immediate Report on an Event or Matter Outside the Ordinary Course of the Corporation's Business, dated July 23, 2014, reference number 2014-01-120216 hereby included by reference.)

4.13 Corporation's Independent Auditor (Reg. 27)

Amit Halfon, CPA – 16 Abba Hillel Street, Ramat Gan.

4.14 Amendment of the Articles or Memorandum of Association (Reg. 28)

On July 16, 2015 the General Meeting of Company Shareholders approved an amendment to the Articles of Association of the Company, increasing the maximum number of Directors (including External Directors) from six to eight.

For details, see Immediate Report on the Results of a Meeting to Approve a Transaction with a Controlling Shareholder and/or to Approve a Private Offering and/or to Approve Chairman/ CEO Dual Office Holding and/or the Appointment of an External Director, dated July 16, 2015, reference number 2015-01-074880, hereby included by reference.

4.15 Recommendations and Resolutions of the Directors and Resolutions of Extraordinary General Meeting (Reg. 29)

4.15.1 **Resolutions of an Extraordinary General Meeting dated July 16, 2015:**

On July 16, 2015, an Extraordinary Meeting of the Company's Shareholders passed the following resolutions: (a) To appoint Mr. Doron Shinar as an External Director of the Company for a period of three years commencing on the date of approval by the Meeting; (b) To approve an agreement of lease from a company controlled by Mr. Haim Shani, the Company's controlling shareholder, and Ms. Bareket Shani, Mr. Shani's wife, for a further period of three years commencing on August 1, 2015 (the date of expiration of the previous lease agreement), under section 275(a) of the Companies Law, in accordance with the terms of the New Contract as defined in the notice of convening of the Meeting (for further details see Immediate Report on the Convening of an Annual and Extraordinary General Meeting, dated May 20, 2015, reference number 2015-01-024276, hereby included by reference, hereinafter: "**the Meeting Convening Report**"); (c) To appoint Mr. Zvi Livne as a Director (Category B) of the Company for an additional period up to the date of holding of the Annual General Meeting of Company Shareholders for 2018, in accordance with the Company's Articles; (d) To re-approve the payment of an attendance fee and annual compensation to Mr. Zvi Livne, in accordance with the Company's Compensation Policy and the Companies Regulations (Rules on Compensation and Expenses of an External Director, 2000) (hereinafter: "**the External Directors Compensation Regulations**"), in the fixed amount as defined in those regulations; (e) To re-approve the grant of a letter of indemnification and exemption to Mr. Livne, in the wording approved and signed with the Company's other Directors (for further details, including the text of the Company's customary letter of indemnification and exemption, see Immediate Report on the Grant of Indemnification to an Officer, reference number 2011-01-282483 (hereinafter: "**the Customary Indemnification Letter**"), and Mr. Livne's inclusion in the Company's directors and officers insurance policy, in accordance with the Company's Compensation Policy; (f) To approve the amendment of article 65(a) in the Company's Articles of Association, as set out in the text attached to the Meeting Convening Report; (g) To approve the payment of an attendance fee and annual compensation to Mr. Doron Shinar, in accordance with the Company's Compensation Policy and the External Directors Compensation Regulations, in the fixed amount as defined in those regulations, starting from the date of his appointment as an External Director of the Company; (h) To approve the grant of a letter of indemnification and exemption to Mr. Shinar, in the wording of the Customary Indemnification Letter, and Mr. Shinar's inclusion in the Company's directors and officers insurance policy, in accordance with the Company's Compensation Policy, starting from the date of his appointment as an External Director.

For details see Immediate Report on the Results of a Meeting to Approve a Transaction with a Controlling Shareholder and/or to Approve a Private Offering and/or to Approve Chairman/CEO Dual Office Holding and/or the Appointment of an External Director, dated July 16, 2015, reference number 2015-01-074880, hereby included by reference.

4.16 The Company's Resolutions (Reg. 29A)

Below are details regarding provisions of exemption, insurance and undertaking to indemnify officers, in effect as at the date of this Periodic Report, which are subject to the Compensation Policy of the Company (for details, see section 4.5.2 above):

4.16.1 The Company’s Articles of Association permit the exemption, indemnification and insurance of officers, to the maximum extent permitted by the Companies Law.

Indemnification and exemption: The Company has undertaken towards officers of the Company that the Company would indemnify them, in advance, in specific cases (hereinafter: “**the Determining Events**”), in an amount not exceeding 25% of the Company's equity, as recorded in its financial statements as of the date of the indemnification, for all the officers. This amount will be added to the amount of all insurance benefits in respect of the types of determining events, which the Company will receive from time to time under any officers’ liability insurance. The list of determining events was updated at a later date following amendment of the indemnification and exemption letter issued to officers of the Company, including controlling shareholders therein. These undertakings of the Company will continue to apply to the benefit of the Company's officers also after the termination of their service with the Company, provided that actions in respect of which the indemnification is granted were performed during the period of their service as officers of the Company. The Company has also undertaken to release the officers therein, in advance, of any responsibility for damages due to a breach of the duty of caution towards the company, with certain restrictions.

The Company from time to time renews the validity of the Letters of Indemnification and Exemption of its officers, including the controlling shareholders thereto, and issues Letters of Indemnification and Exemption to new officers that are appointed, in accordance with the requirements of the law.

4.16.2 For details on the insurance of officers of the Company, see section 4.5.8 above.

Unitronics (1989) (R"G) Ltd.

By: Mr. Haim Shani
Chairman of the Board of Directors and CEO

Zvi Livne, Director

March 8, 2016

Chapter E - Statements by the CEO and CFO of the Corporation for 2015

a. **Statement by CEO pursuant to Regulation 9b(d)(1) of the regulations**
b. **Statement by CFO pursuant to Regulation 9b(d)(2) of the regulations**

Statement by the CEO pursuant to Regulation 9b(d)(1) of the regulations:

I, Haim Shani, certify that:

1. I have reviewed the periodic report of UNITRONICS (1989) (R"G) Ltd. ("**the corporation**") for 2015 ("**the Reports**").

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 reports.

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 Audit Committee and Financial Statements Review 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.

March 8, 2016

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Haim Shani, CEO

<u>Statement by the CFO pursuant to Regulation 9b(d)(2) of the regulations</u>

I, Gavriel Badusa, certify that:

1. I have reviewed the financial statements and other financial information included in the periodic report of UNITRONICS (1989) (R"G) Ltd. ("**the corporation**") for 2015 ("**the report**s").

2. To the best of my knowledge, the report is 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 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 Audit Committee and Financial Statements Review 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.

March 8, 2016

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Gavriel Badusa, CFO

UNITRONICS (1989) (R"G) LTD.

PRESS RELEASE

Airport City, Israel,

March 8, 2016

*****Regulated Information*****

*****For Immediate Release*****

Corporation's Liabilities Status Report by Dates of Payment

Airport City, Israel – March 8, 2016 - 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 Systems 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: December 31th, for the year: 2015.
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	6,687	4,000						4,435	15,122
Second Year	6,687	2,000						3,842	12,529
Third Year	10,967	2,000						3,249	16,216
Fourth Year	11,235	2,000						2,534	15,769
Fifth Year and So On	11,235	26,000						4,595	41,830
Total	**46,811**	**36,000**						**18,655**	**101,466**

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			746	426				139	1,311
Second Year			746	426				108	1,280
Third Year			354					84	438
Fourth Year			354					72	426
Fifth Year and So On			1,946					186	2,132
Total			**4,146**	**852**				**589**	**5,587**

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	6,687	4,000	746	426				4,574	16,433
Second Year	6,687	2,000	746	426				3,950	13,809
Third Year	10,967	2,000	354					3,333	16,654
Fourth Year	11,235	2,000	354					2,606	16,195
Fifth Year and So On	11,235	26,000	1,946					4,781	43,962
Total	**46,811**	**36,000**	**4,146**	**852**				**19,244**	**107,053**

F. External balance credit exposure ("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									

G. External balance credit exposure of all consolidated companies, excluding companies which are reporting companies and excluding the reporting Corporation's data included in table F 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									

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):38,672
(2) Cash and cash equivalents, marketable securities and short term deposits of all consolidated companies (in NIS thousands):45,389
(*) Pledged cash is excluded.

Respectfully,

Unitronics (1989) (R"G) Ltd.