



UNITRONICS (1989) (R" G) LTD.

PRESS RELEASE
Airport City, Israel,
May 18, 2016

*****Regulated Information*****

*****For Immediate Release*****

An immediate report concerning the appointment of a Director

Airport City, Israel – May 18, 2016 - Unitronics (1989) (R" G) Ltd. (the "Company") published the attached Immediate Report pursuant to the requirements of the Israeli law with respect to the appointment of a Director.

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 sixty distributors (and a wholly owned US subsidiary) in approximately sixty 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")

Immediate Report Regarding the Appointment of a Director (Who is Not a Corporation) or an Individual Serving on Behalf of a Corporation Who is a Director in a Private Company

Pursuant to regulation 34 (B) to the Israeli Securities Regulations (Periodic and Immediate Reports),
5730 - 1970

1. Surname and first name: *Avisar Yariv*
 Gender: *Male*
 Identification number type: *Identity card number*
 Identification number: *57418873*
 Citizenship: *Private person with Israeli citizenship*
2. Date of Birth: *24/12/1961*
3. Address for serving court documents: *Hashachaf Street, Ein Sarid P.O. Box 219*
4. The office to which appointed: *Regular Director*
5. Previous position in the company prior to the appointment: *None*
6. Starting date of appointment: *18/05/2016*
7. Education:

Degree	Field	Name of academic institution
<i>Graduate</i>	<i>Business Management Specializing in International Marketing</i>	<i>College of Management</i>

Other education and professional certifications:

8. Principle occupations in the past 5 years:

Position	Place of Employment	Period of Time in the Position
<i>CEO</i>	<i>S.C.R. (Engineers) Ltd.</i>	<i>12/15 – 12/11</i>
<i>Director</i>	<i>Subsidiary of the S.C.R. Group</i>	<i>12/11 – 12/15</i>
<i>CEO</i>	<i>Hewlett - Packard Industrial Printing Ltd.</i>	<i>11/11 – 8/07</i>

9. Appointed as an alternate Director of _____ and the period of the term is until _____.
10. The Director *does not* serve as a Director in another corporation:
11. The Director *is not* an employee of the company, a subsidiary, or related company thereof nor is an interested party thereof.
12. The Director *is not* a family member of another interested party in the company.
13. a. The Director *does not* hold securities of the company.

 b. The Director *does not* hold securities of an investee company of the reporting company if its activity is material to the reporting company.
14. The Director *is not* a member of a committee or committees of the Board of Directors.

15. Does the company regard the Director as having financial and accounting expertise? *No*

16. Does the Company regard the Director as an "Independent Director"? *No*

How did he become an "Independent Director"?

17. Statement of the director pursuant to section 224B to the Companies Law: *See below*

Explanation: Attachment of Director's Statement is also required where the director's appointment was not made by the General Assembly.

Respectfully,

Unitronics (1989) (R"G) Ltd.

To:

Unitronics (1989) (R”G) Ltd.

Declaration of Candidate for Office of Director in Public Company

Under the Companies Law, 5759-1999 (the "**Law**")

I, the undersigned, Yariv Avisar, after having been warned that I must state the truth and that I shall be liable to the penalties prescribed by law should I fail to do so, hereby declare as follows:

1. None of the restrictions determined in Sections 225 to 227A of the Law on restriction on appointment of a minor, an incompetent person, bankruptcy, a restriction on appointment as a result of the commission of an offense, a conviction or a decision of the administrative enforcement committee – as these restrictions are drafted on the date of execution of this declaration, as set forth in **Appendix A** and constituting an integral part hereof, are satisfied in my case.
2. Pursuant to the provisions of the Law, I am considered to have a "personal interest" as defined in the Law, in transactions between the Company and myself and between the Company and any of my relatives and between the Company and corporations and entities in which I or any of my relatives are stakeholders (hereinafter, the "**Corporations**").
3. My activities within the scope of my office as an office holder of the Company, as long as they are carried out in good faith, as long as they are not connected to me or my relatives or the Corporations personally, are not considered to be acts amounting to a conflict of interest or competition with the business of the Company or usurpation of a business opportunity of the Company with the object of obtaining a benefit for myself or any other person (hereinafter, "**Breach of Trust**") and do not harm the best interest of the Company, just because me or my relatives are stakeholders in the Corporations.
4. Were I to believe, according to my best knowledge, that an activity within the scope of my office as office holder of the Company is connected to me or my relatives or the Corporations personally, and also were the Company to enter into an exceptional transaction and/or an ordinary transaction connected to me or my relatives or the Corporations personally and it came to my knowledge – I shall notify the audit committee and/or the board of directors, as the case may be, of my personal interest, if the activity and/or transaction is presented for their approval, or to an entity and/or forum reaching a decision with respect to the act or approving the transaction, if the activity and/or transaction is not presented for the approval of the board of directors at the beginning of the deliberation on the activity and/or the transaction and I shall not be present at the meeting at the time of the deliberation on the activity and/or the

transaction; however, I may be entitled to participate at the beginning of the meeting for the purpose of passing on information only.

5. I possess all the skills required and the capacity to devote the appropriate time to perform my position as director of the Company, with attention *inter alia* to the special needs and size of the Company.
6. Likewise, I undertake that if any of the conditions required under the Law for my office as director of the Company cease to exist in my case, or if a ground for the expiration of my office as director of the Company exists in my case, I shall notify the Company thereof immediately and my office shall expire from the date of notification as stated in Section 227A of the Law (as set forth in Appendix A). I know that pursuant to Section 234 of the Law, a breach of such duty of notification shall be deemed a Breach of Trust on my part to the Company.
7. After having closely read and understood all that stated above, I declare that all that stated above is the truth and that I am fully aware of all my obligations and rights under the Law and Regulations.

Yariv Avisar	March 28, 2016	(-)
_____	_____	_____
Name	Date	Signature

Attorney Certification

I, the undersigned, Advocate Oren Shpaeizer , L.N 31024 , hereby certify that on 30.03.2016, Mr. Yariv Avisar, known to me personally, appeared before me and after I warned him that he must declare the truth and that he will be liable to the penalties prescribed by law should he fail to do so, he signed this declaration in my presence.

30.03.2016	(-)
_____	_____
Date	Attorney Signature and Stamp

Appendix A

Articles 225-227A of the Companies Law, 5759-1999

Duty of Disclosure

225. (a) A person who is a candidate to hold office as a director shall disclose to the person appointing him:

(1) whether he has been convicted by a conclusive judgment of an offense referred to in section 226(a) and not yet passed the period in which he should not serve as a director under section 226;

(2) whether he has been convicted by a conclusive judgment of an offense referred to in section 226(a1) and not yet passed the period set by the court under that subsection;

(3) whether the Administrative Enforcement Committee imposed on him enforcement measure which prohibits him to serve as a director in any public company, and not yet passed the period set by the Administrative Enforcement Committee.

(b) In this section:

"enforcement measure" – as stated in section 52NF to the Securities Law which imposed under chapter H4 to the Securities Law, under chapter G2 to the Investment Advice and Investment Portfolio Management Law, 1995, or under chapter J1 to the Joint Investment Trust Law, 1994, as applicable;

"Administrative Enforcement Committee" - the committee appointed under section 52LB(a) to the Securities Law;

"Conclusive judgment" – judgment of a court of the first instance

Restriction on Appointment Due to Conviction

226. (a) A person convicted by a conclusive judgment of one of the following offenses shall not hold office as a Director in a public company unless five years have passed from the date on which the judgment by which he was convicted was given:

(1) Offenses under sections 290 to 297, 392, 415, 418 to 420 and 422 to 428 of the Penal Law, 5737-1977, and under sections 52C, 52D, 53(a) and 54 of the Securities Law;

(2) A conviction by a court outside Israel for offenses of bribery, deceit, offenses by managers of a corporate body or offenses involving misuse of inside information;

(3) (deleted)

(a1) A person convicted by a conclusive judgment, as it is defined in section 225(b), in an offense that was not mentioned in subsection (a), if the court determined that due to its nature, severity or circumstances he is not fit to serve as a director of public company for the period that the court determined which shall not exceed five years from the judgment.

(b) The court may determine, at the date of the conviction or thereafter, on the application of a person interested in being appointed as a director, that

despite his conviction of offenses as laid down in subsections (a), and taking into account, inter alia, the circumstances in which the offense took place, such person is not precluded from holding office as director of a public company, or the period in which he is precluded from holding office as director of public company or a private company which is a Debenture Company will be shorter than five years.

(c) The Minister may prescribe additional offenses to those laid down in subsection (a)(1).

(d) The court, or a court of appeal – if one was submitted, may order a stay of execution regarding the limitations of the appointment or termination of office under this section at the date and on such terms as it deems fit.

**Restriction on
Appointment
Due to
Administrative
Enforcement
Committee
decision**

226A. If the Administrative Enforcement Committee has imposed an enforcement measure on a person, which precludes him from holding office as director of a public company, such person shall not be appointed as a director of a company in which he is prohibited to serve as a director according to this measure; in this section “enforcement measure” and “Administrative Enforcement Committee” – as defined in section 225(b).

**Limitation of
Appointment**

227. (a) A minor, a legally incompetent person, a person who has been declared bankrupt as long as such person remains undischarged, shall not be appointed as director, nor shall a corporation that has resolved to enter into voluntary liquidation or in respect of which a winding up order has been issued.

(b) A person nominated to hold office as director to whom the provisions of subsection (A) apply shall disclose such to the entity appointing him.

**Duty of
Notice**

227A. A director that no longer fulfils one of the requirements for office as a director under this Law or there is ground for expiration of his office as a director shall notify the company immediately, and his office shall expire on the date of the notice.