



UNITRONICS (1989) (R"G) LTD.

PRESS RELEASE

Airport City, Israel

October 20, 2016

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

Re: An immediate report concerning the outcome of the meeting to approve a transaction with a controlling shareholder and/or the approval of a private offering and/or approval of a dual term of Chairman and CEO and/or the appointment of an external director

Airport City, Israel - October 20, 2016 - Unitronics published the attached Immediate Report, pursuant to the requirements of Israeli law, in concerning with the outcome of the meeting to approve a transaction with a controlling shareholder and/or the approval of a private offering and/or approval of a dual term of Chairman and CEO and/or the appointment of an external 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")

Re: Immediate report on the outcome of the meeting to approve a transaction with a controlling shareholder and/or the approval of a private offering and/or approval of a dual term of Chairman and CEO and/or the appointment of an external director

Pursuant to Section 13 of the Securities Regulations (Transaction between a Company and a Controlling Shareholder Therein), 2001

Or Section 22 of the Securities Regulations (Private Offering of Securities in a Listed Company), 2000
Section 36D (b) of the Securities Regulations (Periodic and Immediate Reports), 1970

If there were other issues on the meeting agenda, they are to be listed in Section 3

1. At the meeting convened on *October 20, 2016*, for which notice of its convening was published in the form whose reference number is *2016-01-123325*, the following issues were raised on the agenda:

Ser. No	Type of Transaction/Voting Item	Item Summary
1	Other	<i>Approval of the revised Compensation Policy.</i>

The following resolutions were adopted:

1

Type of transaction / Voting Item: *Other*

Item Summary: *Approval of the revised Compensation Policy.*

Summary of proposed resolution: *To approve the revised Compensation Policy, in the wording attached as Appendix G to the report on the convening of a meeting, for a period of three years from the date of its approval by the General Meeting of the Company's shareholders.*

The meeting resolved: *To approve*

Number of shares/securities participating in the vote: *11,507,721*

Number of shares/securities that voted in favor: *11,386,990*

Number of shares/securities participating in the vote that were not classified as shares whose holders have a personal interest/shares of non-controlling shareholders or of a shareholder that has a personal interest in approving the appointment, excluding a personal interest that is not the result of associations with the controlling shareholder: *1,618,170* of which *1,497,439* voted in favor of approving the transaction and *120,731* voted against approval of the transaction.

Number of shares participating in the vote that were not classified as shares whose owners are controlling shareholders in the Company/ as shares having a personal interest in approving the resolution *1,618,170* of which *1,497,439* voted in favor of approving the transaction.

Number of shares/securities that voted against: 120,731

Percentage of votes in favor of approval of the transaction out of the total number of voters who do not have a personal interest in the transaction/ are not controlling shareholders or have a personal interest in approving the appointment, excluding a personal interest that is not a result of associations with the controlling shareholder: 92.54%

Percentage of votes in favor of approval of the transaction out of the total number of voters who are not controlling shareholders/do not have a personal interest in the approval of the decision: 92.54%

Percentage of votes against from the total voting rights in the Company: 0.88%

2. Resolutions of the meeting on other items on the agenda:

1. *Presentation of the Company's audited financial statements.*
In a unanimous vote of all the participants in the vote, it was resolved to approve that the audited Financial Statements of the Company, the report of the Board of Directors on the state of the corporation, including the remuneration of the Auditors of the Company for auditing activities and salary for additional activities and the Periodic Annual Report (in the form of the Barnea Commission) for the year ended December 31, 2015 were presented to the General Meeting of the Company.
2. *Appointment of Amit, Halfon CPA as the Company's independent auditors jointly with BDO Ziv Haft, CPA.*
A majority of 99.99% of the participants in the vote, it was decided to approve the appointment of Amit, Halfon CPA as the Company's independent auditors jointly with BDO Ziv Haft, CPA for the year 2016 and up to the date of publication of the financial statements for the third quarter of 2017 and authorization of the Board of Directors to set their fee, and approval of the continued service thereafter of BDO Ziv Haft, CPA as the Company's sole independent auditors up to the next Annual General Meeting of the Company's shareholders and authorization of the Board of Directors to set their fee.
3. *Reappointment of Mr. Zvi Livne for an additional term of office as a Director of the Company.*
A majority of 97.49% of the participants in the vote, it was decided to approve re-appointment of Mr. Zvi Livne for an addition term as director of the Company, up to the date of the next annual general meeting of the Company, in accordance with the Company's articles.
4. *Reappointment of Mr. Gillon Beck for an additional term of office as a Director of the Company.*
A majority of 97.49% of the participants in the vote, it was decided to approve re-appointment of Mr. Gillon Beck for an addition term as director of the Company, up to the date of the next annual general meeting of the Company, in accordance with the Company's articles.
5. *Reappointment of Mr. Yariv Avisar for an additional term of office as a Director of the Company.*
A majority of 97.49% of the participants in the vote, it was decided to approve re-

appointment of Mr. Yariv Avisar for an addition term as director of the Company, up to the date of the next annual general meeting of the Company, in accordance with the Company's articles.

6. *Reappointment of Mr. Amit Ben-Zvi for an additional term of office as a Director of the Company.*
A majority of 97.49% of the participants in the vote, it was decided to approve re-appointment of Mr. Amit Ben-Zvi for an addition term as director of the Company, up to the date of the next annual general meeting of the Company, in accordance with the Company's articles.
7. *Reappointment of Mr. Haim Shani for an additional term of office as a Director of the Company.*
A majority of 97.49% of the participants in the vote, it was decided to approve re-appointment of Mr. Haim Shani for an addition term as director of the Company, up to the date of the next annual general meeting of the Company, in accordance with the Company's articles.
8. *Reappointment of Ms. Bareket Shani for an additional term of office as a Director of the Company.*
A majority of 97.49% of the participants in the vote, it was decided to approve re-appointment of Ms. Bareket Shani for an addition term as director of the Company, up to the date of the next annual general meeting of the Company, in accordance with the Company's articles.

3. Details of the voters at the meeting that are institutions, have a personal interest or are senior officers:

The form contains up to 40 rows (each single row for the data of one holder of securities that voted in the meeting). In the event that the number of voters is higher than 40, continue to enter the data for the additional voters on an additional form.

- See below file. The file shall include the data required on this form for each voter.
 The voting details are in accordance with the serial numbers listed in section 1 above:

Serial No.	Item Number on the Agenda	Family Name of Holder of Shares or Securities/Name of Corporation (Hebrew) (1)	First Name of Holder of Shares or Securities	Number of Securities	Personal Interest (2)	Manne r of Voting	Proxy/Power of Attorney
1	Item						

Explanations:

(1) Enter the full name as registered with the Registrar of Companies or on the ID card .

(2) Whether the shareholder or the holder of securities has a personal interest or if the attorney in fact has a personal interest.

The data in this column of the table shall be entered according to the following details:

- * Regarding the approval of the dual role of Chairman and CEO (pursuant to section 121 (c) of the Companies Law) – a voter who is a controlling shareholder or a voter who has a personal interest in the approval of the resolutions shall enter “Yes”;*

- * *Regarding the appointment of an outside director (pursuant to section 239 (b) of the Companies Law) - a voter who is a controlling shareholder or a voter who has a personal interest in the approval of the appointment that is not the result of an association with the controlling shareholder shall enter "Yes";*
- * *Regarding an extraordinary transaction with a controlling shareholder or if the controlling shareholder has a personal interest therein (pursuant to section 275 of the Companies Law) - a voter who has a personal interest in the approval of the transaction shall enter "Yes";*
- * *Regarding a resolution pursuant to Section 350 of the Companies Law, or a resolution to amend the Deed of Trust at a meeting of certificate holders of liability – a voter who has a personal interest in accordance with the resolution shall enter "Yes".*

1

Family name of shareholder or holder of securities (Hebrew) / Corporation name (Hebrew): _____

First name of shareholder or holder of securities (Hebrew): _____

Family name of shareholder or holder of securities / Corporation name (English):

First name of shareholder or holder of securities (English): _____

ID number type: _____

ID number: _____

Participation in the meeting is by virtue of holding securities the number of which is:

Place of incorporation of the shareholder or holder of securities / country of passport:

Name of attorney in fact: _____

Type of ID number of attorney in fact: _____

ID number of attorney in fact: _____

Country of passport: _____

If the company has knowledge of any connection between the voter (who does not have a personal interest) and the Company or any of its controlling shareholders, including employee-employer relationships, business relationships, etc. – provide details of their nature:

4. This report is being filed further to the report/s set forth below:

Report	Date of Publication	Reference No.
_____	_____	_____

*The calculation of the percentage of voting rights of the shareholders in section 1 above is without considering the dormant shares of the company, according to Israeli law.
For the position of the Securities Authority in Belgium (the FSMA), where the Company's shares are traded on Euronext in Brussels, Belgium, regarding the dormant shares and the calculation of the percentage of voting rights of the shareholders, see immediate report dated July 26, 2016 (reference no. 2016-01-090868).*

Respectfully,

Unitronics (1989) (R"G) Ltd.

Unitronics (1989) (R"G) Ltd.

(the "Company")

**Details of voters in the shareholders' meeting of the Company from October 20, 2016,
which are institutional investors, interested parties or senior officers**

Participant Name	Number of Shares	Voting Slip / Power of Attorney / Electronic voting	Approval of the revised Compensation Policy	Personal Interest
Haim Shani	3,014,551		For	V
FIMI ISRAEL OPPORTUNITY FIVE LIMITED PARTNERSHIP	3,632,983	Voting Slip	For	V
FIMI OPPORTUNITY FIVE (DELAWARE) L.P.	3,242,017	Voting Slip	For	V
Yelin Lapidot - Provident Funds Management Ltd.	16,551	Electronic voting	Against	
Tamir Fishman Mutual Funds Ltd.	40,201	Electronic voting	For	
Meitav Dash Mutual Funds Ltd.	9,189	Electronic voting	Against	
Modulim Mutual Funds Ltd.	99,000	Electronic voting	For	
Alumut Mutual Funds Management Ltd.	94,436	Electronic voting	Against	