



UNITRONICS (1989) (R"G) LTD.

PRESS RELEASE

Airport City, Israel

January 28<sup>th</sup>, 2013

\*\*\*Regulated Information\*\*\*

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

## **An immediate report concerning a change in the Company's Securities and Registers**

**Airport City, Israel – January 28<sup>th</sup>, 2013** – Unitronics published the attached Immediate Report pursuant to the requirements of Israeli law, in connection with changes to the Company's securities and registers.

### **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 a change in the Company's Securities and Registers**

Pursuant to regulations 31(a), 31(b1) and 31E to the Israeli Securities Regulations (Periodic and Immediate Reports), 5730 – 1970

1. On January 28<sup>th</sup>, 2013, the amounts of securities and the Company's securities register were changed as follows:

Essence of change: issuance of Debentures (series 4).

The registered holder for whom the change has occurred: The Registration Company of Bank Leumi Ltd.

Type of identification: Company number in Israeli Registrar of Companies.

Company Register No.: 51-009806-4

Date of change: 28/01/2013.

Performed by the clearing-house of the Tel Aviv Stock Exchange: Yes.

Name and Type of Securities in which the change has occurred: Debentures (series 4).

Trade Number of the securities on the Stock Exchange: 1127620

Amount of change: 53,125,000

Amount of such securities held by Holder after the change: 53,125,000

The above Debentures (series 4) are fully outstanding, and have been fully paid for.

2. Status of the Company's securities following the change:

Name and Type of security	Number of Security on the Stock Exchange	Amount of shares in the registered capital	Amount in last report	Current amount	Amount registered under a registration company
Ordinary Shares as detailed below	1083831	100,000,000	11,678,504	11,678,504	1,801,958
Ordinary shares listed for trade on the Tel-Aviv Stock Exchange	1083831	100,000,000	1,801,958	1,801,958	1,801,958
Ordinary shares listed for trade on the Euronext Stock Exchange in Brussels	1083831	100,000,000	9,876,490	9,876,490	
Unitronics Deb2 (Debentures (Series 2))	1098615	0	5,380,000	5,380,000	5,380,000
Unitronics Unit.B3 (Debentures (Series 3))	1123165	0	56,442,000	56,442,000	56,442,000
Unitronics Unit.B4 (Debentures (Series 4))	1127620	0	0	53,125,000	53,125,000

Attached are the Company's Shareholders, Option Deeds and Debentures Holders Registers.

**Respectfully,**  
**Unitronics (1989) (R"G) Ltd.**

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

Register of shareholders

**Issued Shares**

<b>Number of share certificate</b>	<b>Name of shareholder<sup>1)</sup></b>	<b>ID No. / Company No.</b>	<b>Address</b>	<b>Class of share</b>	<b>Nominal value (NIS)</b>	<b>Amount of shares</b>	<b>From number</b>	<b>To Number (inclusive)</b>	<b>Date of issuance / transfer</b>	<b>Date of certificate</b>	<b>Remarks<sup>2)</sup></b>
	Haim Shani	056548142	Bazelet 20, Shoham Israel	Ordinary	0.02	6			28.10.99		
	Interprofessionelle CIK	959999996	Brussels, Belgium	Ordinary	0.02	8,426,694			28.10.99		
	Interprofessionelle CIK	959999996	Brussels, Belgium	Ordinary	0.02	437,638			17.01.01		Issuance
	Corpus Colossium Ltd	51-309554-7	Bazelet 20, Shoham Israel	Ordinary	0.02	50			27.03.01		Transfer
	Interprofessionelle CIK	959999996	Brussels, Belgium	Ordinary	0.02	109,410			29.01.03		Issuance
	Interprofessionelle CIK	959999996	Brussels, Belgium	Ordinary	0.02	1,902,748			18.12.03		Issuance
	Interprofessionelle CIK	959999996	Brussels, Belgium	Ordinary	0.02	(1,000,000)			12.04.05		Transfer
	The Registration Company of Bank Leumi Ltd.	51-009806-4	Yehuda HaLevi 32 St. Tel Aviv, Israel	Ordinary	0.02	800,000			20.05.04		Issuance
	The Registration Company of Bank Leumi Ltd.	51-009806-4	Yehuda HaLevi 32 St. Tel Aviv, Israel	Ordinary	0.02	1,000,000			12.04.05		Transfer
	The Registration Company of Bank Leumi Ltd.	51-009806-4	Yehuda HaLevi 32 St. Tel Aviv, Israel	Ordinary	0.02	1,958			22.4.10		Issuance
			<b>TOTAL</b>			<b>11,678,504</b>					

(1) If the company is traded in Israel, the registration company may be registered in the Register (see section 132(a) of the Israeli Companies Law). Please note - a shareholder is entitled to be registered instead of the registration company (see section 132(b) of the Israeli Companies Law).

(2) Please mark "Issuance" or "Transfer" as the case may be.

In case of a trustee - please mark that the shares are held in trust.

Please mark the unpaid consideration due for the share.

## Dormant Shares

Number of share	Class of share	Nominal value (NIS)	Amount of shares	From number	To Number (inclusive)	Date of purchase (on which the shares became dormant)	Remarks
	Ordinary	0.02	2,468			17/08//2005	Purchased by the Company
	Ordinary	0.02	990			18/08/2005	"
	Ordinary	0.02	1,050			21/08/2005	"
	Ordinary	0.02	500			22/08/2005	"
	Ordinary	0.02	800			23/08/2005	"
	Ordinary	0.02	14,000			30/08/2005	"
	Ordinary	0.02	10,000			31/08/2005	"
	Ordinary	0.02	12,954			01/09/2005	"
	Ordinary	0.02	5,000			04/09/2005	"
	Ordinary	0.02	4,000			07/09/2005	"
	Ordinary	0.02	320			12/09/2005	"
	Ordinary	0.02	400			13/09/2005	"
	Ordinary	0.02	1,000			20/09//2005	"
	Ordinary	0.02	1,000			22/09/2005	"
	Ordinary	0.02	7,000			26/09/2005	"
	Ordinary	0.02	1,265			27/09/2005	"
	Ordinary	0.02	2,000			28/09/2005	"
	Ordinary	0.02	3,778			21/11/2005	"
	Ordinary	0.02	50,000			19/12/2005	"
	Ordinary	0.02	3,000			05/01/2006	"
	Ordinary	0.02	10,900			08/01/2006	"
	Ordinary	0.02	420,000			30/11/2006	"
	Ordinary	0.02	25,000			06/05/2007	"
	Ordinary	0.02	35,544			7/11/2007	"
	Ordinary	0.02	51,911			17/9/2008	"
	Ordinary	0.02	34,981			9/12/2009	"
	Ordinary	0.02	7,475			10/12/2009	"
	Ordinary	0.02	11,619			23/12/2009	"
	Ordinary	0.02	11,455			24/12/2009	"
	Ordinary	0.02	11,678			27/12/2009	"
	Ordinary	0.02	1,096			28/12/2009	"
	Ordinary	0.02	9,907			30/12/2009	"
	Ordinary	0.02	6,200			3/01/2010	"
	Ordinary	0.02	32,757			5/01/2010	"
	Ordinary	0.02	23,828			7/01/2010	"
	Ordinary	0.02	5,700			10/01/2010	"
	Ordinary	0.02	14,562			11/01/2010	"

	Ordinary	0.02	12,704			12/01/2010	"
	Ordinary	0.02	7,493			13/01/2010	"
	Ordinary	0.02	10,470			14/01/2010	"
	Ordinary	0.02	18,730			17/01/2010	"
	Ordinary	0.02	25,023			19/01/2010	"
	Ordinary	0.02	10,498			20/01/2010	"
	Ordinary	0.02	11,098			26/01/210	"
	Ordinary	0.02	71,500			1/02/2010	"
	Ordinary	0.02	35,000			3/02/2010	"
	Ordinary	0.02	13,000			7/02/2010	"
	Ordinary	0.02	28,169			8/02/2010	"
	Ordinary	0.02	45,998			10/03/2010	"
	Ordinary	0.02	23,896			11/03/2010	"
	Ordinary	0.02	36,580			15/03/2010	"
	Ordinary	0.02	17,871			16/03/2010	"
	Ordinary	0.02	24,000			18/03/2010	"
	Ordinary	0.02	2,000			23/03/2010	"
	Ordinary	0.02	13,000			26/03/2010	"
	Ordinary	0.02	26,000			27/04/201	"
	Ordinary	0.02	8,000			28/04/2010	"
	Ordinary	0.02	7,200			10/05//2010	"
	Ordinary	0.02	10,000			12/05/2010	"
	Ordinary	0.02	3,320			24/05/2010	"
	Ordinary	0.02	11,900			27/05//2010	"
	Ordinary	0.02	2,100			31/05/2010	"
	Ordinary	0.02	29,663			14/06/2010	"
	Ordinary	0.02	30,180			22/06/2010	"
	Ordinary	0.02	18,400			24/06/2010	"
	Ordinary	0.02	21,000			12/07/2010	"
	Ordinary	0.02	1,100			26/07/2010	"
	Ordinary	0.02	3,500			29/07/2010	"
	Ordinary	0.02	60,585			4/08/2010	"
	Ordinary	0.02	20,000			14/11/2010	"
	Ordinary	0.02	34,300			13/12/2010	"
	Ordinary	0.02	16,718			13/01/2011	"
	Ordinary	0.02	9,105			31/01/2011	"
	Ordinary	0.02	13,425			14/04/2011	"

	Ordinary	0.02	6,233			21/04/2011	"
	Ordinary	0.02	18,000			28/04/2011	"
	Ordinary	0.02	3,314			15/07/2012	"
	Ordinary	0.02	961			23/07/2012	"
	Ordinary	0.02	1,620			30/07/2012	"
	Ordinary	0.02	5,640			31/07/2012	"
	Ordinary	0.02	45,290			27/11/2012	"
	Ordinary	0.02	25,470			12/12/2012	"
		<b>Total</b>	<b>1,676,192</b>				

Name: Bareket Shani

Office: Director

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

Date: 12.12.2012

## Material Shareholders

Name of Shareholder	Class of share	Nominal value (NIS)	Amount of shares	Holding's Percentage <sup>(1)</sup>	Date of becoming a Material Shareholder	Date on which the shareholder ceased being a Material Shareholder	Remarks <sup>(2)</sup>
Interprofessionelle CIK	Ordinary	0.02	9,876,490		28.10.99		
Haim Shani	Ordinary	0.02	6,139,551*		9.8.89		
The Registration Company of Bank Leumi Ltd.	Ordinary	0.02	1,801,958		22.4.10		
Unitronics (1989)(R"G) Ltd.	Ordinary	0.02	1,676,192				

\* These shares include the shares registered for trading on the Tel Aviv Stock Exchange, which are held by Mr. Haim Shani, as well as the shares held by Corpus Colossus Ltd., whose controlling shareholder is Mr. Haim Shani.

- (1) If there is a difference between the percentage of equity holdings and percentage of voting, please mark both data.
- (2) Please attach reports, which the Company received pursuant to the Israeli Securities Law, regarding the holdings of a material shareholder.

Name: **Bareket Shani**

Office: **Director**

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

Date: **12.12.2012**

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

### Register of debentures' holders

Number of debenture	Name of debenture holder	ID No. / Company No.	Address	Class of debenture	Nominal value (NIS)	Date of issuance	Date of validity	Interest	Remarks
(Series 1) Certificate no' 1	The Registration Company of Bank Leumi Ltd.	51-009806-4	Yehuda HaLevi 34 St. Tel Aviv, Israel	Convertible	NIS 17,500,000 nominal value	20.5.05	23.5.10	Variable interest at a LIBOR rate plus 2.5%	Debentures registered for trade on the Tel Aviv Stock Exchange pursuant to the Company's prospectus, dated 12.5.04, payable (principal) in 4 equal annual installments, on May 23rd of each of the years 2007 to 2010 (inclusive), linked (principal and interest) to the representative rate of exchange of the US Dollar, and bearing interest as detailed in the 2004 prospectus. The debentures may be converted into Ordinary Shares on any trading day beginning on the date of their registration for trade on the Tel Aviv Stock Exchange, and until May 9th, 2010 (inclusive), except for the 10th to 23 <sup>rd</sup> days of May of each of the years 2007 to 2009, such that each unpaid NIS 9.00 nominal value of debenture (Series 1) may be converted into one Ordinary Share of the Company (as detailed in the 2004 prospectus). On May 23, 2008 the second payment for the debentures had been executed. This certificate was cancelled on January 19, 2009, following Company purchase on January 8, 2009, of 300,000 Debentures (Series 1) at a price of NIS 0.009065 and an aggregate of approximately NIS 272 thousands.
(Series 1) Certificate no' 2	The Registration Company of Bank Leumi Ltd.	51-009806-4	Yehuda HaLevi 34 St. Tel Aviv, Israel	Convertible	NIS 8,600,000 Nominal value	19.01.09	23.5.10	Variable interest at a LIBOR rate plus 2.5%	On May 24, 2009 the third payment for the debentures had been executed. On May 23, 2010 the fourth and last payment for the debentures had been executed. Following such payment, this certificate was cancelled on May 23, 2010.
(Series 2) Certificate no' 1	The Registration Company of Bank Leumi Ltd.	51-009806-4	Yehuda HaLevi 34 St. Tel Aviv, Israel	Ordinary	NIS 34,000,000 Nominal Value	27.8.06	25.8.13	6.1% per annum	Debentures registered for trade on the Tel Aviv Stock Exchange pursuant to the Company's prospectus, dated 16.8.06, payable (principal) in 5 equal annual installments, on August 25th of each of the years 2009 to 2013 (inclusive), linked (principal and interest) to the Consumer Price Index (as detailed in Section 2.7.5 of the Prospectus), bears a 6.1% interest rate, payable twice a year on February 25 <sup>th</sup> and on August 25th of each of the years 2007 to 2013. This certificate was cancelled on January 19, 2009, following Company purchase on January 8, 2009, of 7,100,000 Debentures (Series 2) at a price of NIS 0.007445 and an aggregate of approximately NIS 5,286 thousands.



(Series 2) Certificate no' 2	The Registration Company of Bank Leumi Ltd.	51-009806-4	Yehuda HaLevi 34 St. Tel Aviv, Israel	Ordinary	NIS 10,760,000 Nominal Value	19.01.09	25.8.13	6.1% per annum	On August 25, 2009 the first payment for this series had been executed. On August 25, 2010 the second payment for this series had been executed. On August 25, 2011 the third payment for this series had been executed. On August 26, 2012 the fourth payment for this series had been executed.
(Series 3) Certificate no' 1	The Registration Company of Bank Leumi Ltd.	51-009806-4	Yehuda HaLevi 34 St. Tel Aviv, Israel	Ordinary	NIS 56,442,000 Par value	23.3.11	23.3.17	5.65% per annum	Debentures registered for trade on the Tel Aviv Stock Exchange Pursuant to the Shelf Offer Report of the Company dated March 22nd, 2011, published pursuant to a Shelf Prospectus dated February 23rd, 2011, that was amended at March 17th, 2011. The Debentures principal will be payable in five equal annual installments, held on March 23rd, in each of the years 2013 to 2017 (inclusive), linked to the Israeli Consumer Price Index as detailed in section 7 to the Shelf Offer Report. The debentures bears annual interest rate of 5.65 payable in semi-annual installments on March 23rd, and September 23rd, of each of the years 2011 to 2017 (inclusive), as from September 2011
(Series 4) Certificate no' 1	The Registration Company of Bank Leumi Ltd.	51-009806-4	Yehuda HaLevi 34 St. Tel Aviv, Israel	Ordinary	NIS 53,125,000 Par value	28.1.13	31.1.20	5.4% per annum	Debentures registered for trade on the Tel Aviv Stock Exchange Pursuant to the Shelf Offer Report of the Company dated January 24 <sup>th</sup> , 2013, published pursuant to a Shelf Prospectus dated February 23 <sup>rd</sup> , 2011, as amended on March 17 <sup>th</sup> , 2011 and on January 20 <sup>th</sup> , 2013. The Debentures principal will be payable in six unequal annual installments, on January 31 <sup>st</sup> , in each of the years 2015 to 2020 (inclusive), as follows: The first payment equal to 12.5% of the principal, will be paid on January 31 <sup>st</sup> , 2015; The second payment equal to 12.5% of the principal, will be paid on January 31 <sup>st</sup> , 2016; The third payment equal to 12.5% of the principal, will be paid on January 31 <sup>st</sup> , 2017; The fourth payment equal to 20.5% of the principal, will be paid on January 31 <sup>st</sup> , 2018; The fifth payment equal to 21% of the principal, will be paid on January 31 <sup>st</sup> , 2019; The sixth payment equal to 21% of the principal, will be paid on January 31 <sup>st</sup> , 2020. The debentures bear annual interest at the rate of 5.4% payable in semi-annual installments on January 31 <sup>st</sup> , and July 31 <sup>st</sup> , of each of the years 2013 to 2020 (inclusive), as from July 31 <sup>st</sup> , 2013

Name: Bareket Shani

Office: Director

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

Date: 28.01.2013