

## Annex DTR3

### Notification of Transactions of Directors/Persons Discharging Managerial Responsibility and Connected Persons

All relevant boxes should be completed in block capital letters.

1.	Name of the issuer <u>Visonic Ltd.</u>	2.	State whether the notification relates to (i) a transaction notified in accordance with DTR 3.1.2 R, (ii) a disclosure made in accordance LR 9.8.6R(1) or (iii) a disclosure made in accordance with section 793 of the Companies Act (2006).  <u>DTR 3.1.2R</u>
3.	Name of person discharging managerial responsibilities/director <u>Yair Naaman, CFO &amp; Director</u>	4.	State whether notification relates to a person connected with a person discharging managerial responsibilities/director named in 3 and identify the connected person
5.	Indicate whether the notification is in respect of a holding of the person referred to in 3 or 4 above or in respect of a nonbeneficial interest 1	6.	Description of shares (including class), debentures or derivatives or financial instruments relating to shares  <u>Ordinary Shares</u>
7.	Name of registered shareholders(s) and, if more than one, the number of shares held by each of them  <u>Yair Naaman, CFO &amp; Director</u>	8.	State the nature of the transaction  <u>Shares Purchase</u>
9.	Number of shares, debentures or financial instruments relating to shares acquired  <u>8,333 shares</u>	10.	Percentage of issued class acquired (treasury shares of that class should not be taken into account when calculating percentage)  <u>0.02%</u>
11.	Number of shares, debentures or financial instruments relating to shares disposed	12.	Percentage of issued class disposed (treasury shares of that class should not be taken into account when calculating percentage)
13.	Price per share or value of transaction  <u>Price per share: 2.949 New Israeli Shekel</u>	14.	Date and place of transaction  <u>November 11, 2008</u> <u>Tel-Aviv Stock Exchange</u>
15.	Total holding following notification and total percentage holding following	16.	Date issuer informed of transaction

notification (any treasury shares should not be taken into account when calculating percentage)	<u>November 12, 2008</u>
<u>0.02%</u>	

**If a person discharging managerial responsibilities has been granted options by the issuer complete the following boxes**

17.	Date of grant	18.	Period during which or date on which exercisable
19.	Total amount paid (if any) for grant of the option	20.	Description of shares or debentures involved (class and number)
21.	Exercise price (if fixed at time of grant) or indication that price is to be fixed at the time of exercise	22.	Total number of shares or debentures over which options held following notification
23.	Any additional information	24.	Name of contact and telephone number for queries:  Adi Enav, 972-3-6456797

**Name of authorised official of issuer responsible for making notification Yaacov Kotlicki**

**Date of notification: November 13, 2008**

Notes: This form is intended for use by an issuer to make a RIS notification required by DR 3.3.

- (1) An issuer making a notification in respect of a transaction relating to the shares or debentures of the issuer should complete boxes 1 to 16, 23 and 24.
- (2) An issuer making a notification in respect of a derivative relating the shares of the issuer should complete boxes 1 to 4, 6, 8, 13, 14, 16, 23 and 24.
- (3) An issuer making a notification in respect of options granted to a director/person discharging managerial responsibilities should complete boxes 1 to 3 and 17 to 24.
- (4) An issuer making a notification in respect of a financial instrument relating to the shares of the issuer (other than a debenture) should complete boxes 1 to 4, 6, 8, 9, 11, 13, 14, 16, 23 and 24.