

**VISONIC LTD. (the "Company")**  
**Voting Letter by virtue of the Companies Regulations (Voting in Writing and**  
**Position Notices), 5766 – 2005 (the "Regulations")**

**Voting Letter - Part A**

1. Company Name: Visonic Ltd.
2. Type of General Assembly, the date and location of its convening: Special General Assembly. The General Assembly will be convened on 3.11.2011 at 12:00 hrs., at Visonic Technologies (1993) Ltd. offices, 23 Habarzel St., (Floor 2), Ramat Hahayal, Tel Aviv, and in case of need of a Deferred Assembly, it shall be convened on 6.11.2011 at the same location and the same hour.
3. Specification of the subject on the agenda, regarding which it is possible to vote through a voting letter:

For the full version of the motions see the Immediate Report as attached to this Voting Letter (the "**Immediate Report**") – in Hebrew.

- 3.1 The Company's engagement by the Merger Agreement, as provided in Sections 1.2 and 1.3 of the Immediate Report.
- 3.2 Confirmation of the engagements as required by the Merger Agreement, as provided in Section 1.4 of the Immediate Report.
- 3.3 Provision of exemption and indemnification letters to the directors in the Company, including to the owner of controlling interest Mr. Yaacov Kotlicki, as specified in Section 1.5 of the Immediate Report.
- 3.4 Confirmation of acquisition of Directors' and Office Holders' liability insurance policy (Run-Off), that will provide insurance coverage to the directors and office holders in the Company including to the owner of controlling interest Mr. Yaacov Kotlicki, as provided in Section 1.6 of the Immediate Report.
- 3.5 Ratified confirmation of certain alterations in the Company's Employment Agreement with Mr. Oren Kotlicki, son of the owner of controlling interest Mr. Yaacov Kotlicki, as well as extending the engagement with him for a period of three (3) years as a public company and for an unlimited period as a private company, and all subject to and in accordance with the provisions of the Companies Law and the provisions of any law, as provided in Section 1.7 of the Immediate Report.
- 3.6 Confirmation, in effect and in advance, for granting options to Oren Kotlicki, as granted thereto as part of option granting to the Company's employess, including confirmation to amend the option plans in relation to Oren Kotlicki, as provided in Sections 1.8 and 1.9 of the Immediate Report.

It is hereby clarified that the resolutions as provided in Sections 3.1 – 3.4 hereinabove (inclusively), are brought for confirmation of the shareholders en bloc – i.e., regarding these resolutions only the option to vote exclusively by the same manner for the entirety of the resolutions exists.

It is additionally hereby clarified, that the confirmation of these resolutions is subject to completing the merger transaction, as specified in Section 1.4 of the Immediate Report.

It is hereby clarified, that the resolutions as provided in Section 3.6 hereinabove, are brought for the shareholders' confirmation en bloc – i.e., regarding these resolutions only the possibility to vote exclusively by the same manner for the entirety of the resolutions exists.

4. The majority required for receiving the resolutions in the General Assembly on each one of the subjects that are on the agenda and on which matter a vote may be cast through this Voting Letter:

In light of the personal interest that the owner of controlling interest has in confirming the resolutions as provided in Section 3 hereinabove, the majority which is required for confirmation of the entirety of the resolutions by virtue of this report, is a majority as required by Article 275(a)(3) of the Companies Law, i.e. the majority of the shareholders who are participating in the vote who are entitled to vote and who voted therein, inasmuch as one of the following is fulfilled:

4.1.1 In counting the majority of votes at the General Assembly shall be included at least a majority of the votes of the shareholders who do not have personal interest in approving the engagement, who participate in the vote; in counting the total votes of the hereinabove mentioned shareholders, the votes of the abstaining parties shall not be taken into consideration;

4.1.2 The total votes of the objectors from amongst the shareholders mentioned in subsection (a) did not exceed the rate of two percent from the total voting rights in the Company.

5. The location and times where the full version of the proposed resolutions may be reviewed: it is possible to review the full version of the proposed resolutions, at the Company's internet site address: [www.visonic.com](http://www.visonic.com) and in the Company's offices at 24 Habarzel Street, Tel Aviv, during ordinary working hours and by advanced coordination with Ms. Adi Enav, telephone: 03-6456797, and that, until the Assembly's convening date.
6. This voting letter shall be valid only if an ownership confirmation of the unregistered shareholder (i.e. a party in whose favor a shares are registered with a stock exchange member and those shares are included amongst the shares that are registered in the shareholders' register on the name of the nominee company) or a photocopy of an I.D. card, passport or Certificate of Incorporation, in case the shareholder is registered in the Company's shareholders' register were attached thereto. The voting letter with attachment of the specified documents, as hereinabove stated, should be provided to the Company at least up to seventy two (72) hours prior the time of voting.
7. The Company does not allow voting through the internet.
8. The Company's address for delivery of voting letters: The Company's offices, 24 Habarzel Street, Tel Aviv.
- 9.

- 9.1 The final date for serving Position Notices to the Company: Up to ten days pursuant the effective date (hereinafter: the "**Final Date for Delivery of Position Notices by the Shareholders**")
- 9.2 The final date for provision of the board's response to the Position Notices: Not later than 5 days pursuant the Final Date for Delivery of Position Notices by the Shareholders.
10. The distribution address of the Securities Authority site and the internet site of the Tel Aviv Stock Exchange Ltd. where the voting letters are situated:
- 10.1 The Securities Authority distribution site: <http://www.magna.isa.gov.il/>
- 10.2 The Tel Aviv Stock Exchange Ltd. internet site: <http://maya.tase.co.il>
11. A shareholder is entitled to receive the ownership confirmation in the branch of the stock exchange member or by dispatch by mail, if it so requested. An application regarding this matter shall be provided in advance to a specific securities account.
12. An unregistered shareholder is entitled to receive by electronic mail for no consideration a link to the version of the voting letter and the position notices in the distribution site, from a stock exchange member through whom it holds its shares, unless it notified the stock exchange member that it is not interested to receive such link or that it is interested to receive the voting letters by mail in consideration of payment; a notice regarding the voting letters shall also apply regarding receipt of the position notices.
13. One or more shareholder who holds shares in a rate constituting five percent or more from the total of voting rights in the Company, as well as whoever is holding such a rate out of the total of voting rights which are not held by the owner of controlling interest in the Company as defined in Article 268 of the Companies Law (hereinafter: "**Owner of Controlling Interest**"), is entitled to review the voting letters as specified in Regulation 10 of the Regulations.

The amount of shares constituting 5% of the total voting rights in the Company is:

2,094,993 ordinary shares of NIS 0.002 par value.

The amount of shares constituting 5% of the total voting rights in the Company which are not held by The Owner of Controlling Interest is:

604,878 ordinary shares of NIS 0.002 par value.

**Voting Letter - Part B**

Company Name: Visonic Ltd.

Company address (for delivery and dispatch of voting letters): 24 Habarzel Street, Tel Aviv 69710 P.O. Box 22020 Tel Aviv 61220.

Company number: 51-063761-4.

Assembly date: 3.11.2011

Assembly type: Special General

Effective date: 4.10.2011.

**Shareholder's details**

Name of shareholder: \_\_\_\_\_

I.D. number: \_\_\_\_\_

In case the shareholder does not hold an Israeli I.D. card -

Passport number: \_\_\_\_\_

Country of its issuance: \_\_\_\_\_

Valid until: \_\_\_\_\_

In case the shareholder is a corporation -

Corporation number: \_\_\_\_\_

Country of incorporation: \_\_\_\_\_

**Manner of voting:**

| Number of subject on the agenda as specified in this Voting Letter | Voting manner <sup>1</sup> |         |         | Regarding approval of the transaction by virtue of Articles 255 and 275 of the Companies Law – are you an owner of controlling interest in the resolution? <sup>2</sup> |    | Regarding approval of the merger – are you the other merging company or a person holding controlling means as provided in Section 320(c) of the Companies Law? |    |
|--|----------------------------|---------|---------|---|----|--|----|
|  | For                        | Against | Abstain | Yes   | No | Yes  | No |
| 3.1*   |                            |         |         |   |    |  |    |
| 3.2*   |                            |         |         |   |    |  |    |
| 3.3*   |                            |         |         |   |    |  |    |
| 3.4*   |                            |         |         |   |    |  |    |
| 3.5  |                            |         |         |   |    |  |    |
| 3.6**  |                            |         |         |   |    |  |    |

\_\_\_\_\_

Date

\_\_\_\_\_

Signature

\* The Resolutions as provided in Sections 3.1 – 3.4 hereinabove (inclusively), are brought for the shareholder's confirmation en bloc – i.e., regarding these resolutions only the option to vote exclusively by the same matter for the entirety of the resolutions exists.

\*\* Let it be hereby clarified, that the resolutions as provided in Section 3.6 hereinabove, are brought for the shareholder's confirmation en bloc – i.e., regarding these resolutions only the option to vote exclusively by the same matter for the entirety of the resolutions exists.

For shareholders who hold shares through a stock exchange member (by virtue of Article 177(1) of the Companies law) – this voting letter is only valid with the attachment of an ownership approval to the exclusion of events whereby the voting is through the internet.

For shareholders who are registered in the Company's shareholders register – this voting letter is valid with the attachment of an I.D. card / passport / certification of association copy.

<sup>1</sup> Failure to mark shall be considered as abstaining from voting on the same subject.

<sup>2</sup> Any shareholder who will fail to fill this column or who will mark "yes" and not specify, its vote shall not be included in the count.

**\*\*\* Details:**

Henceforth are details in connection with my being an owner of personal interest in confirming the resolution regarding the Company's engagement by the Merging Agreement:

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Henceforth are details in connection with my being an owner of personal interest in providing exemption and indemnification letters to directors in the Company, including the Owner of Controlling Interest in the Company:

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Henceforth are details in connection with my being an owner of personal interest in confirming the acquisition of Directors' and Office Holders' Liability Insurance Policy (Run Off):

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Henceforth are details in connection with my being an owner of personal interest in advanced confirmation of certain alterations in the Company's Employment Agreement with Oren Kotlicki and/or advanced confirmation of granting the options to Oren Kotlicki:

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Note: this is a translation to English of the original and not the original announcement.