

**Payton Planar Magnetics Ltd. ("The Company")**  
**Reporting its annual and extraordinary general meeting of the Company's shareholders**

This notice is to announce the results of the annual and extraordinary general meeting of the Company's shareholders held on April 15<sup>th</sup> at 05:00 PM (hereinafter: "**The Meeting**") in the Company's registered office at 3 Ha'avoda St. Ness-Ziona, Israel

**The following proposed resolutions on the agenda were approved:**

1. Nomination of Mr. Roe Madai as an external Director with a financial accounting expertise, for a first period of 3 years, starting as of and subject to the **Closing of the FIMI Transaction** and confirmation of his remuneration at the same rate as to the other external director of the Company, according to the minimum amounts specified in the Israeli Companies Regulations (Rules in regard to remuneration and expenses to an external director) 2000, as defined in the regulations mentioned above, and to the Company's Remuneration Policy.
2. Nomination of Mrs. Rachel Komemi, Mr. Giora Levi, Mr. Gilon Beck and Mr. Amir Widman as non-external Directors on the company's board of directors starting as of and subject to the Closing of the FIMI Transaction in accordance with the provisions of sections 224b (a) and 224b (b) of the Companies Law, 5759-1999 (hereinafter: "**the Companies Law**").
3. Granting indemnification letters to all the directors listed above, subject to the Closing of the FIMI Transaction and on the same terms to the other directors and officers serving in the Company.
4. Company's participation in the Service Fee of FIMI 2007 (FIMI's general partner - "**FIMI**") for consulting services to be provided by FIMI to Payton Group as part of the FIMI Transaction, according to the agreed form of the service agreement, which, subject to the Closing of the FIMI Transaction, shall be executed for a period of 3 years starting as of the Closing ("**the Service Agreement**"), for the monthly consideration of NIS 40,000 excluding VAT, to be shared equally between the Company and the Parent Company and the amount borne by the Company shall be examined and adjusted on a yearly basis according to the actual services provided to each of the Company and the Parent Company.
5. Approval of the updated Company's Remuneration Policy (hereinafter: "**The Remuneration Policy**"), according to rule number 267a(b) of The Companies Law.

**On behalf of the Company,**

Michal Lichtenstein  
V.P. Finance & C.F.O