

■

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

AMENDMENT NO. 2
TO
FORM S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

MICRONET ENERTEC TECHNOLOGIES, INC.*

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

3670
(Primary Standard Industrial
Classification Code Number)

27-0016420
(I.R.S. Employer
Identification Number)

Micronet Enertec Technologies, Inc.
70 Kinderkamack Road
Emerson, New Jersey 07630
201-225-0190

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

David Lucatz
President and Chief Executive Officer
Micronet Enertec Technologies, Inc.
70 Kinderkamack Road
Emerson, New Jersey 07630
201-225-0190

(Name, Address Including Zip Code, and Telephone Number, Including Area Code, of Agent for Service)

Copies to:

Steve Wolosky, Esq.
Kenneth M. Silverman, Esq.
Olshan Frome Wolosky LLP
Park Avenue Tower
65 East 55th Street
New York, New York 10022
Telephone: (212) 451-2300
Facsimile: (212) 451-2222

Guy Eyal, Adv.
Hermann, Makov & Co., Advocates
7 Begin Street, 21st Floor
Ramat Gan 52521, Israel
Telephone: (972)-3-6114210
Facsimile: (972)-3-6114220

Oded Har-Even, Esq.
Edwin L. Miller Jr., Esq.
Shy S. Baranov, Esq.
Zysman Aharoni Gayer and
Sullivan & Worcester LLP
1633 Broadway
New York, New York 10019
Telephone: (212) 660-5000
Facsimile: (212) 660-3001

Approximate Date of Commencement of Proposed Sale to the Public: **As soon as practicable after the effective date of this registration statement**

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box. ☐

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):
Large accelerated filer ☐ Accelerated filer ☐
Non-accelerated filer ☐ Smaller reporting company ☒
(Do not check if a smaller reporting company)

■

[TABLE OF CONTENTS](#)

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Proposed maximum aggregate offering price ⁽¹⁾	Amount of registration fee
Common Stock, \$0.001 par value per share ⁽²⁾⁽³⁾	\$ 11,500,000	\$ 1,568.60
Common Stock Purchase Warrants ⁽⁴⁾	—	—
Shares of Common Stock, \$0.001 par value per share, underlying Common Stock Purchase Warrants ⁽²⁾	\$ 7,187,500 ⁽⁶⁾	\$ 980.38
Representative's Common Stock Purchase Warrant ⁽⁴⁾	—	—
Shares of Common stock underlying Representative's Common Stock Purchase Warrant ⁽²⁾⁽⁵⁾	\$ 625,000	\$ 85.25
TOTAL	<u><u>\$ 19,312,500</u></u>	<u><u>\$ 2,634.23</u></u> ⁽⁷⁾

- (1) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(o) under the Securities Act of 1933, as amended.
- (2) Pursuant to Rule 416, the securities being registered hereunder include such indeterminate number of additional shares of common stock as may be issued after the date hereof as a result of stock splits, stock dividends or similar transactions.
- (3) Includes shares which may be issued upon exercise of a 45-day option granted to the underwriters to cover over-allotments, if any (up to 15% of the anticipated \$10,000,000 offering).
- (4) No registration fee required pursuant to Rule 457(g) under the Securities Act.
- (5) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(g) under the Securities Act. The warrants are exercisable at a per share exercise price equal to 125% of the common stock public offering price. As estimated solely for the purpose of recalculating the registration fee pursuant to Rule 457(g) under the Securities Act, the proposed maximum aggregate offering price of the Representative's warrants is \$625,000, which is equal to 125% of \$500,000 (5% of \$10,000,000).
- (6) There will be issued a warrant to purchase one share of common stock for every two shares offered. The warrants are exercisable at a per share price equal to 125% of the common stock public offering price.
- (7) Of this amount, \$1,449.25 was previously paid with the initial filing on December 14, 2012.

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until the registration statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

* The Registrant was previously known as Lapis Technologies, Inc.

[TABLE OF CONTENTS](#)

The information in this preliminary prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This preliminary prospectus is not an offer to sell these securities and is not soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

PRELIMINARY PROSPECTUS SUBJECT TO COMPLETION DATED MARCH 18, 2013

**1,275,000 Shares of Common Stock
Warrants to Purchase 637,500 Shares of Common Stock**



We are offering 1,275,000 shares of common stock, \$0.001 par value per share and warrants to purchase up to an aggregate 637,500 shares of common stock. The warrants will have a per share exercise price of \$[] [125% of the public offering price of the common stock]. The warrants are exercisable immediately and will expire five years from the date of issuance.

Our common stock is presently quoted on OTC Pink, a quotation service that displays real-time quotes, last-sale prices, and volume information in over-the-counter equity securities, under the symbol "LPSTD".

We have applied to have the common stock and warrants listed on The NASDAQ Capital Market under the symbols "MICT" and "MICTW", respectively. On March 18, 2013, the last reported sale price for our common stock on the OTC Pink was \$7.90 per share.

Investing in our securities involves a high degree of risk. See "Risk Factors" beginning on page 9 of this prospectus for a discussion of information that should be considered in connection with an investment in our securities.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

	Per Share	Per Warrant	Total
Public offering price	\$	\$	\$
Underwriting discounts and commissions ⁽¹⁾	\$	\$	\$
Proceeds to us, before expenses	\$	\$	\$

(1) The underwriters will receive compensation in addition to the underwriting discounts and commissions. See "Underwriting" for a description of compensation payable to the underwriters.

We have granted the underwriters a 45-day option, exercisable by the underwriters in full or in part at any time and from time to time, to purchase up to an additional 191,250 shares of common stock and/or 95,625 warrants solely to cover over-allotments, if any. If the underwriters exercise the option in full, the total discounts and commissions will be \$[], and the total proceeds, before expenses, to us will be \$[].

The underwriters expect to deliver our securities to investors in this offering on or about [], 2013.

Aegis Capital Corp

The date of this prospectus is [], 2013



Micronet Series CE500 rugged mobile tablet computer



Cabin-mounted Micronet rugged mobile tablet computer

TABLE OF CONTENTS

TABLE OF CONTENTS

	Page
Prospectus Summary	1
Risk Factors	9
Special Note Regarding Forward-Looking Statements	18
Use of Proceeds	19
Dividend Policy	20
Capitalization	20
Dilution	21
Unaudited Pro Forma Consolidated Combined Financial Information	22
Selected Consolidated Financial Data	23
Management's Discussion and Analysis of Financial Condition and Results of Operations	24
Business	33
Management	46
Executive Compensation	51
Certain Relationships and Related Transactions	52
Principal Stockholders	54
Description of Capital Stock	55
Shares Eligible for Future Sale	59
Underwriting	61
Legal Matters	66
Experts	66
Where You Can Find More Information	67
Index to Consolidated Financial Statements	F-1

You should rely only on the information contained in this prospectus. We have not, and the underwriters have not, authorized anyone to provide you with different information. We are not, and the underwriters are not, making an offer of these securities in any state where the offer is not permitted. You should not assume that the information contained in this prospectus is accurate as of any date other than the date on the front of this prospectus.

For investors outside the United States: Neither we nor any of the underwriters have done anything that would permit this offering or possession or distribution of this prospectus in any jurisdiction where action for that purpose is required, other than in the United States. You are required to inform yourselves about and to observe any restrictions relating to this offering and the distribution of this prospectus.

We obtained statistical data, market data and other industry data and forecasts used throughout this prospectus from market research, publicly available information and industry publications. While we believe that the statistical data, industry data and forecasts and market research are reliable, we have not independently verified the data, and we do not make any representation as to the accuracy of the information.

PROSPECTUS SUMMARY

This summary highlights material information contained elsewhere in this prospectus and does not contain all of the information that you should consider in making an investment decision. We urge you to read this entire prospectus carefully, including the “Risk Factors” section and condensed consolidated financial statements and related notes appearing elsewhere in this prospectus, before making an investment decision. Unless the context provides otherwise, all references in this prospectus to “Micronet Enertec,” “we,” “us,” “our,” the “Company,” the “Registrant” or similar terms, refer to Micronet Enertec Technologies, Inc. and our wholly-owned subsidiaries and Micronet (as defined below). Unless otherwise noted, (1) all references to “dollars” or “\$” are to United States dollars and all references to “NIS” are to New Israeli shekels and (2) all of the information provided on a pro forma basis assumes completion of our acquisition of Micronet on January 1, 2012.

Micronet Enertec Technologies, Inc.

Our Business

We are a Delaware corporation that was formed on January 31, 2002. On March 14, 2013, we changed our corporate name from Lapis Technologies, Inc. to Micronet Enertec Technologies, Inc. We operate through two Israel-based companies, Enertec Systems 2001 Ltd, or Enertec, our wholly-owned subsidiary, and Micronet Ltd, or Micronet, in which we have a controlling interest, which develop, manufacture, integrate and globally market rugged computers, tablets and computer-based systems and instruments for the commercial, defense and aerospace markets. Our products, solutions and services are designed to perform in severe environments and battlefield conditions.

Micronet operates in the growing commercial Mobile Resource Management, or MRM market. Micronet designs, develops, manufactures and sells rugged mobile computing devices that provide fleet operators and field workforces with computing solutions in challenging work environments. Micronet’s vehicle cabin installed and portable tablets increase workforce productivity and enhance corporate efficiency by offering computing power and communication capabilities that provide fleet operators with visibility into vehicle location, fuel usage, speed and mileage. Micronet’s customers consist primarily of application service providers, or ASPs, and solution providers specializing in the MRM market. Currently, Micronet does not sell to end-users. Its customers are generally MRM solution and service providers, such as Trimble Navigation Limited, or Trimble, primarily through its subsidiary PeopleNet Communications Corp., or PeopleNet, and XRS Corporation. These companies sell Micronet’s products as part of their MRM systems and solutions. Micronet has customers in 20 countries. The United States currently constitutes its largest market, representing approximately 92% and 86% of revenue for the years ended December 31, 2012 and 2011, respectively. For the year ended December 31, 2011, Micronet’s largest customer was PeopleNet, which represented approximately 39% of its revenues. The next largest customer represented approximately 16% of its revenues. For the year ended December 31, 2012, Trimble and PeopleNet combined (as a result of the acquisition of PeopleNet by Trimble) represented approximately 79% of Micronet’s revenues. In the year ended December 31, 2012 no other customer accounted for more than 9% of Micronet’s revenue.

We acquired control of Micronet in September 2012 and until January 21, 2013 we owned 50.1% of Micronet. On January 21, 2013, each of Micronet’s Chairman of the board of directors and Chief Executive Officer exercised certain options to purchase Micronet ordinary shares. Collectively, Micronet’s Chairman, its Chief Executive Officer and other executives currently hold options exercisable for approximately 4% of Micronet’s outstanding ordinary shares, and approximately 90% of these options are “in the money”, meaning the exercise price is less than the current market price. In addition, securities convertible into approximately 1.75% of Micronet’s outstanding ordinary shares are outstanding; however, these securities are not currently “in the money.” As a result of the stock option exercises, our ownership of Micronet shares was diluted from 50.1% to 48.06%. Because of Micronet’s current business and future prospects, we intend to control at least a majority of the outstanding Micronet ordinary shares. On March 17, 2013, we entered into a voting agreement with Shlomo Shalev, Micronet’s Chairman who holds approximately 3% of Micronet’s outstanding ordinary shares and options exercisable for approximately 2% of Micronet’s outstanding ordinary shares, pursuant to which we agreed to meet with Mr. Shalev prior to each shareholders meeting of Micronet to coordinate our voting on each matter to be voted upon and, in the event we are not able to reach an agreement with respect

to voting, Mr. Shalev will vote all of his Micronet shares in accordance with our instructions. The voting agreement may be terminated by either party upon 90 days' prior written notice. In addition, we plan to exercise certain options we own to buy additional Micronet ordinary shares and increase our actual percentage ownership of Micronet to at least 50.1%. Currently, the exercise prices of our options are less than the market price of Micronet's ordinary shares.

Enertec operates in the Defense and Aerospace markets and designs, develops, manufactures and supplies various customized military computer-based systems, simulators, automatic test equipment and electronic instruments. Enertec's solutions and systems are designed according to major aerospace integrators' requirements and are integrated by them into critical systems such as command and control, missile fire control, maintenance of military aircraft and missiles for use by the Israeli Air Force and Navy and by foreign defense entities. Approximately 78% and 65% of our revenues for the years ended December 31, 2012 and 2011, respectively, were from independent business units or groups within Israeli Aerospace Industries Ltd., or IAI, the leading Israeli defense system integrator and approximately 11% and 26%, respectively, were from business units of Rafael Advanced Defense Systems Ltd., or Rafael, another Israeli state-owned major defense developer and integrator of critical weapon systems. These distinct units and groups create diversity to our business and revenue streams. The system integrators that are our primary customers market their solutions throughout the world and across the full spectrum of military applications (land, sea and air). Command and control systems represented approximately 75% and 74% of Enertec's revenues for the years ended December 31, 2012 and 2011, respectively and our automated test equipment represented approximately 22% of Enertec's revenues for the years ended December 31, 2012 and 2011, respectively.

Management believes that the demand for our products, systems and solutions is not affected significantly by fluctuations in any particular geographic market outside the State of Israel because our products, systems and solutions can be tailored to fit the needs of these different disciplines and are not limited to any specific geography.

Our Market Opportunity

The MRM market, in which we operate through Micronet, is growing and researchers forecast it will continue its double digit growth in the coming years. Clement Driscoll and Mark Licht in *Mobile Resource Management Systems Market Overview: Telematics for Fleet Management USA 2012*, dated November 13, 2012, or the Driscoll Licht Report, estimated that in 2012 globally there were approximately 13.8 million subscribers to MRM services and forecasted that the number of subscribers will grow to approximately 32 million by 2016. Further, as outlined in the Driscoll Licht Report, in the United States, which historically has been Micronet's largest market, there are currently approximately 5.7 million mobile data devices in service in MRM systems, which number is projected to grow to approximately 9.0 million by the end of 2015. In 2011, the global penetration rate of MRM systems was approximately 7%. The global penetration rate is forecasted to grow to approximately 14% by 2016. In the United States, which is the most advanced market, the penetration rate was approximately 15% in 2011. According to the Driscoll Licht Report, based on market, technology and regulatory developments in the past several years, the U.S. market penetration rate is projected to reach approximately 27% of all fleets by 2016.

The defense and homeland security market, in which we operate through Enertec, includes the design and manufacturing of electronic systems developed to enhance large-scale military land, airborne and seaborne tactical platforms. These systems include military computer based systems, simulators, automatic test equipment and electronic instruments that are used or integrated in critical weapon systems such as command and control systems, missile fire control systems, support military aircraft systems and other defense systems and equipment such as night visions systems, unmanned aerial vehicle, or UAV, systems, laser products, airborne photography measures, processing and display of data systems and communications systems. In the Israeli defense market, Israeli providers supply a significant portion of their products to the Israeli defense forces specifically in view of the continuing defense needs of the State of Israel. However, the Israeli defense industry is also a well respected exporter of its products to armies and security forces worldwide and such international markets provide for stable demand for military and security products.

Our Strategy

Our strategy focuses on continued internal growth through diligent efforts in our traditional growing markets with new technologies and innovative systems and products, as well as the development of new potential segments and markets. To enhance our growth, we also look for appropriate acquisitions to complement and expand our offerings, support our goals and increase our competitive strengths. We concentrate the majority of our resources, including our marketing and sales efforts, in the United States, Israeli and European markets and the large growing Indian defense market.

In order to sell into the growing Indian defense market, in 2011 we entered into an agreement establishing a new joint venture with Amtek Defense Technologies Limited, or Amtek, a leading Indian industrial group, to market, manufacture and sell systems and solutions in India based on Enertec's technological and engineering capabilities. Amtek organized and is operating the joint venture entity. However, our investment is subject to the approval of the Indian Foreign Investment Promotion Board, or FIPB. We have submitted all necessary materials to the FIPB and are awaiting its approval of our application to acquire our ownership stake. Management believes that the joint venture will enable us to deliver additional solutions to current and potential customers to satisfy their local procurement obligations in India that derive from their sales to Indian governmental entities. The joint venture also has the potential to create new sales opportunities in India and nearby markets.

Our Risks and Challenges

An investment in our securities involves a high degree of risk including risks related to our business, such as the following:

- Our revenue is highly dependent on our products and our ability to develop new technologies.
- Our business relates to developing sophisticated products, applications and new technologies, which entail significant risks and uncertainties.
- We depend on a few major customers for a significant portion of our revenue.
- If we are unable to successfully protect our proprietary rights, our competitive position will be harmed.
- If others claim we infringe on their intellectual property rights, we may be subject to costly and time consuming litigation.
- We face competition from companies that have greater resources than we do and we may not be able to effectively compete against these companies.
- Our earnings and margins depend on our ability to perform under our contracts, the availability of raw materials and components and the adequate performance of our subcontractors.
- Our operations can be negatively impacted by the recent hostilities between the State of Israel and Hamas in Gaza, and by any other political, economic and military instability in Israel.

We are subject to a number of additional risks which you should be aware of before you buy our securities. The risks are discussed more fully in the section entitled "Risk Factors" following this prospectus summary.

Recent Developments

As stated above, in September 2012, we acquired through a wholly owned subsidiary a controlling interest in Micronet. In connection with the acquisition of Micronet we entered into an Amended and Restated Note and Warrant Purchase Agreement, dated as of September 7, 2012, with UTA Capital LLC, a Delaware limited liability company, or UTA, which, among other things, provided for issuance to UTA of a secured promissory note in the principal amount of \$3,000,000 in order to assist the company in financing the acquisition of Micronet.

In December 2012, we paid UTA \$2,500,000 in partial repayment of our aggregate \$6,000,000 debt owed to UTA using the proceeds of a new bank loan we obtained at such time from an Israeli bank on more favorable terms.

In January 2013, we and UTA amended the terms of the Amended and Restated Note and Warrant Purchase Agreement and the related secured promissory notes to provide that any net proceeds of any equity financing by us or any of our subsidiaries will be applied as follows: (x) the first \$4,000,000 may be retained by us or applied to reduce other obligations of ours or a subsidiary of ours, and (y) 75% of the excess of such net proceeds over \$4,000,000 may be retained by us or applied to reduce other obligations of ours or a subsidiary of ours, and the remaining 25% shall be applied (A) first to the repayment of the First Note (as defined below) held by UTA and (B) second, to the extent any proceeds remain, to the repayment of the Second Note (as defined below). We and UTA also agreed upon the application of our December 2012 prepayment of \$2,500,000 owed to UTA and the release of the Enertec Pledge (as defined below). In consideration for the amendments and releases we agreed to pay UTA \$480,000 in cash or a combination of cash and shares of our common stock.

On March 8, 2013, UTA fully exercised the warrants it received in connection with the Amended and Restated Note and Warrant Purchase Agreement described above, and we issued an aggregate of 726,746 shares of common stock to UTA upon such exercise, which represents approximately 18.3% of our outstanding common stock as of March 14, 2013. The warrant to purchase 476,113 shares of common stock issued to UTA in September 2011 was exercised for the full amount of such shares at an aggregate exercise price of \$476,113 based on an exercise price of \$1.00 per share, which exercise price was paid by reducing the \$480,000 we owed UTA for the amendments and releases described above. The warrant to purchase 300,000 shares of common stock issued to UTA in September 2012 was exercised for 250,633 shares through a cashless exercise method.

On March 14, 2013, we effected a 1-for-2 reverse split of our then issued and outstanding common stock, or the 1-for-2 Reverse Split.

See “Management’s Discussion and Analysis of Financial Condition and Results of Operations” for additional information on these recent developments.

Our Corporate Information

We were incorporated in Delaware on January 31, 2002. Our executive offices in the United States are located at 70 Kinderkamack Road, Emerson, New Jersey 07630. Our telephone number is (201) 225-0190. Our executive offices in Israel are located at 16 Hacharoshet Street, Or Yehuda 60375, Israel, P.O. Box 1144, 60200. Our telephone number in Israel is 972(3) 533-5126.

The Offering	
Securities offered by us	1,275,000 shares of common stock and warrants to purchase up to an aggregate 637,500 shares of common stock.
Common stock to be outstanding after this offering	5,243,246 shares of common stock (5,880,746 if the warrants are exercised in full). If the underwriter's over-allotment option is exercised in full, the total number of shares of common stock outstanding immediately after this offering would be 6,071,996 (6,167,621 if the warrants are exercised in full).
Description of Warrants	The warrants will have a per share exercise price of \$[] [125% of the public offering price of the common stock]. The warrants are exercisable immediately and will expire five years from the date of issuance.
Anti-dilution	The exercise price and the number of shares of common stock purchasable upon the exercise of the warrants are subject to adjustment upon the occurrence of specific events, including stock dividends, stock splits, combinations and reclassifications of our common stock.
Over-allotment option	We have granted to the underwriters an option to purchase up to an additional 191,250 shares of common stock and/or 95,625 warrants, exercisable solely to cover over-allotments, if any, at the applicable public offering price less the underwriting discounts and commissions shown on the cover page of this prospectus. The underwriters may exercise this option in full or in part at any time and from time to time until 45 days after the date of this prospectus.
Use of proceeds	We estimate that our net proceeds from this offering will be approximately \$8,573,000, after deducting the underwriting discounts and commissions and estimated offering expenses, or \$9,979,000 if the underwriters exercise their over-allotment option in full. We currently intend to use (i) approximately \$1.125 million of the net proceeds received from this offering to repay a portion of our debt to UTA, (ii) up to \$1.250 million of the net proceeds received from this offering to repay a portion of the debt incurred by our subsidiary, Enertec Electronics Ltd, on December 17, 2012 and (iii) approximately \$625,000 to purchase additional Micronet ordinary shares pursuant to our options described above. We intend to use the remainder of the net proceeds received from this offering to expand our sales and marketing efforts, to increase our product offerings, including through potential acquisitions or purchases of relevant licenses, and for working capital and general corporate purposes. Accordingly, we have not allocated the remainder of the proceeds for any specific purpose at this time.
OTC Pink trading symbol	LPSTD
The NASDAQ Capital Market proposed listing symbols	Common Stock — MICT Warrants — MICTW

Risk Factors

Investing in our securities involves a high degree of risk. As an investor, you should be able to bear a complete loss of your investment. You should carefully consider the information set forth in the “Risk Factors” section beginning on page 9.

The number of shares of common stock that will be outstanding after this offering set forth above is based on 3,968,246 shares of common stock outstanding as of March 14, 2013, and reflects the 1-for-2 Reverse Split we effected on the same date, and excludes the following:

- 500,000 shares of common stock reserved for issuance under our 2012 Stock Incentive Plan; and
- 63,750 shares of common stock underlying the warrants to be issued to the underwriters in connection with this offering.

Unless specifically stated otherwise, all information in this prospectus:

- is based on 3,968,246 shares of common stock outstanding as of March 14, 2013;
- reflects the 1-for-2 Reverse Split; any fractional shares of our common stock resulting from such reverse split shall be paid in cash to our stockholders;
- excludes 637,500 shares of common stock underlying the warrants to be sold in this offering;
- assumes no exercise by the underwriters of their option to purchase up to an additional 191,250 shares of common stock and/or 95,625 warrants to cover over-allotments, if any; and
- excludes 63,750 shares of common stock underlying the warrants to be issued to the underwriters in connection with this offering.

Summary Financial Data

The following summary consolidated statements of operations for the years ended December 31, 2012 and 2011 have been derived from our audited consolidated financial statements included elsewhere in this prospectus. The historical financial data presented below is not necessarily indicative of our financial results in future periods. You should read the summary consolidated financial data in conjunction with those financial statements and the accompanying notes and “Management’s Discussion and Analysis of Financial Condition and Results of Operations.”

The pro forma data combines the consolidated historical statement of operations of Micronet Enertec and of the acquired Micronet businesses as if the Micronet acquisition had been completed on January 1, 2012. This pro forma information should be read in conjunction with the respective consolidated historical financial statements, and the related notes, of Micronet Enertec and the acquired Micronet businesses included elsewhere in this prospectus. The pro forma adjustments reflecting the consummation of the Micronet acquisition are based on the purchase method of accounting, available financial information and the estimates and assumptions described in the notes to the “Unaudited Pro Forma Consolidated Combined Financial Information.” Our consolidated financial statements are prepared and presented in accordance with United States generally accepted accounting principles, or U.S. GAAP.

For the year ended
December 31,

Pro Forma 2012	2012	2011
(unaudited)		
(in thousands, except share and per share amounts)		

Consolidated Statements of Operations Data:

Revenue	\$ 37,492	\$ 17,788	\$ 10,146
Cost of revenue	25,785	13,790	6,297
Gross profit	11,707	3,998	3,849
Operating expenses	7,670	4,323	1,956
Income (loss) from operations	4,037	(325)	1,893
Other (loss) income	266	4,893	(534)
Net income	\$ 4,303	\$ 4,568	\$ 1,359
Net income attributable to Micronet Enertec	\$ 2,840	\$ 5,417	\$ 1,359
Income per share attributable to Micronet Enertec, basic	\$ 0.88	\$ 1.67	\$ 0.42
Weighted average number of common shares outstanding, basic	3,241,500	3,241,500	3,241,500

The following table presents consolidated balance sheet data as of December 31, 2012 on:

- an actual basis; and
- a pro forma as adjusted basis, giving effect to the sale of the shares and warrants in this offering at the assumed public offering price of \$7.90 per share and \$[0.01] per warrant, after deducting underwriting discounts and commissions and other estimated offering expenses payable by us, and the effect of the acquisition of Micronet as if it had occurred on January 1, 2012.

The pro forma as adjusted information set forth below is illustrative only and will be adjusted based on the actual public offering price and other terms of this offering determined at pricing.

[TABLE OF CONTENTS](#)

	As of December 31, 2012	
	Actual	Pro Forma As Adjusted ⁽¹⁾
	(in thousands)	
Consolidated Balance Sheet Data:		
Cash and cash equivalents	\$ 10,611	\$ 10,611
Working capital	19,430	19,462
Total assets	37,931	37,405
Common Stock and additional paid in capital	960	960
Total stockholders' equity	16,868	12,984

(1) A \$1.00 increase or decrease in the assumed public offering price per share would increase or decrease our cash and cash equivalents, working capital, total assets and total stockholders' equity by approximately \$1,173,000 million, assuming the number of shares offered by us, as set forth on the cover page of this prospectus, remains the same and after deducting the underwriting discount and estimated offering expenses payable by us.

RISK FACTORS

Investing in our securities involves a high degree of risk. You should carefully consider the following risk factors, as well as the other information in this prospectus (including our financial statements and the related notes appearing at the end of this prospectus), before deciding whether to invest in our securities. Investment risks can be market-wide as well as unique to a specific industry or company. The market risks faced by an investor in our common stock and warrants are similar to the uncertainties faced by investors in a broad range of industries. There are, however, some risks that apply more specifically to the Company because our business is focused on developing, manufacturing, integrating and marketing globally rugged and military computers, tablets and computer based systems and instruments for the commercial, defense and aerospace markets. These customer relationships involve certain unique risks. Our business is also exposed mainly to common risks, such as the ongoing development of high technology products and the price, availability and quality of commodities and subsystems. Additional risks and uncertainties not presently known to us or that we currently deem immaterial also may impair our business operations. The occurrence of any of the following risks could harm our business, financial condition, results of operations or growth prospects. In that case, the trading price of our securities could decline, and you may lose all or part of your investment.

Risks Related to Our Business and Industry

Potential political, economic and military instability in Israel could adversely affect our operations. The principal offices and operating facilities of Enertec and Micronet are located in Israel. Accordingly, political, economic and military conditions in Israel directly affect our operations. Since the establishment of the State of Israel in 1948, a number of armed conflicts have taken place between Israel and its Arab neighbors. A state of hostility, varying in degree and intensity, has led to security and economic problems for Israel. Since October 2000, there has been an increase in hostilities between Israel and the Palestinian Arabs, which has adversely affected the peace process and has negatively influenced Israel's relationship with its Arab citizens and several Arab countries, including the recent Israel-Gaza conflict. Such ongoing hostilities may hinder Israel's international trade relations and may limit the geographic markets where we can sell our products and solutions. Hostilities involving or threatening Israel, or the interruption or curtailment of trade between Israel and its present trading partners, could materially and adversely affect our operations.

In addition, Israel-based companies and companies doing business with Israel have been the subject of an economic boycott by members of the Arab League and certain other predominantly Muslim countries since Israel's establishment. Although Israel has entered into various agreements with certain Arab countries and the Palestinian Authority, and various declarations have been signed in connection with efforts to resolve some of the economic and political problems in the Middle East, we cannot predict whether or in what manner these problems will be resolved. Wars and acts of terrorism have resulted in significant damage to the Israeli economy, including reducing the level of foreign and local investment.

Furthermore, certain of our officers and employees may be obligated to perform annual reserve duty in the Israel Defense Forces and are subject to being called up for active military duty at any time. All Israeli male citizens who have served in the army are subject to an obligation to perform reserve duty until they are between 40 and 49 years old, depending upon the nature of their military service.

If we are unable to develop new products and maintain a qualified workforce we may not be able to meet the needs of our customers in the future. Virtually all of the products that we produce and sell are highly engineered and require sophisticated manufacturing and system-integration techniques and capabilities. The markets and industry in which we operate are characterized by rapidly changing technologies. The products, systems and solutions needs of our customers change and evolve regularly. Accordingly, our future performance depends on our ability to develop and manufacture competitive products and solutions, and bring those products to market quickly at cost-effective prices. In addition, because of the highly specialized nature of our business, we must be able to hire and retain the skilled and qualified personnel necessary to perform the services required by our customers. If we are unable to develop new products that meet customers' changing needs or successfully attract and retain qualified personnel, our future revenues and earnings may be adversely affected.

[TABLE OF CONTENTS](#)

We are dependent on the services of our executive officers, whose potential conflicts of interest may not permit us to effectively execute our business strategy. We currently depend on the continued services and performance of our executive officers, particularly David Lucatz, our Chairman, Chief Executive Officer and President. Mr. Lucatz also serves as the President, Chairman and Chief Executive Officer of D.L. Capital Ltd., or DLC, the primary asset of which is its ownership of shares of our common stock. We have a management and consulting services agreement with DLC. Pursuant to a separate management and consulting services agreement, Mr. Lucatz has agreed to devote 60% of his time to Micronet matters for the three-year term of that agreement. In addition, Tali Dinar, our Chief Financial Officer, has an employment agreement with Micronet pursuant to which she is to devote 80% of her time to its matters for the duration of such agreement. Our business and results of operations may suffer if Mr. Lucatz, or any of our other executive officers or directors, is unable to devote the attention necessary to our overall business strategy and operations.

Developing new technologies entails significant risks and uncertainties that may cause us to incur significant costs and could have a material adverse effect on our operating results, financial condition, and/or cash flows. A significant portion of our business relates to developing sophisticated products and applications. New technologies may be untested or unproven. In addition, we may incur significant liabilities that are unique to our products and services. While we maintain insurance for some business risks, it is not practicable to obtain coverage to protect against all operational risks and liabilities. In addition, we may seek limitation of potential liability related to the sale and use of our products and systems. We may elect to provide products or services even in instances where we are unable to obtain such indemnification or qualification. Accordingly, we may be forced to bear substantial costs resulting from risks and uncertainties of our products and products under development, which could have a material adverse effect on our operating results, financial condition and/or cash flows.

If we are unable to effectively protect our proprietary technology, our business and competitive position may be harmed. Our success and ability to compete are dependent on our proprietary technology. The steps each of our operations, Enertec and Micronet, has taken to protect its proprietary rights may not be adequate and we may not be able to prevent others from using our proprietary technology. The methodologies and proprietary technology that constitute the basis of each of Enertec's and Micronet's solutions and products are not protected by patents. Existing trade secret, copyright and trademark laws and non-disclosure agreements to which each of Enertec and Micronet is a party offer only limited protection. Therefore, others, including Enertec's or Micronet's competitors, may develop and market similar solutions and products, copy or reverse engineer elements of Enertec's systems or Micronet's production lines, or engage in the unauthorized use of Enertec's or Micronet's intellectual property. Any misappropriation of Enertec's or Micronet's proprietary technology or the development of competitive technology may have a significant adverse effect on Enertec's or Micronet's ability to compete and may harm our business and financial position.

We may incur substantial costs as a result of a litigation or other proceeding relating to property rights. Third parties may challenge the validity of Enertec's or Micronet's intellectual property rights or bring claims regarding Enertec's or Micronet's infringement of a third party's property rights. This may result in costly litigation or other time-consuming and expensive judicial or administrative proceedings, which could deprive us of valuable rights, cause us to incur substantial expenses and cause a diversion for technical and management personnel. An adverse determination may subject us to significant liabilities or require us to seek licenses that may not be available from third parties on commercially favorable terms, if at all. Further, if such claims are proven valid, through litigation or otherwise, we may be required to pay substantial financial damages or be required to discontinue or significantly delay the development, marketing, sale or licensing of the affected products and intellectual property rights.

Our earnings and margins may be negatively impacted if we are unable to perform under our contracts. When agreeing to contractual terms, our management makes assumptions and projections about future conditions or events. These projections assess:

- the productivity and availability of labor;
- the complexity of the work to be performed;
- the cost and availability of materials;

TABLE OF CONTENTS

- the impact of delayed performance; and
- the timing of product deliveries.

If there is a significant change in one or more of these circumstances or estimates, or if we face unexpected contract costs, the profitability of one or more of these contracts may be adversely affected and could affect, among other things, our earnings and margins, due to the fact that our contracts are often made on a fixed-price basis.

Our earnings and margins could be negatively affected by deficient subcontractor performance or unavailable raw materials or components. We rely on other companies to provide raw materials, major components and subsystems for our products. Subcontractors perform some of the services that we provide to our customers. We depend on these subcontractors and vendors to meet our contractual obligations in full compliance with customer requirements. Occasionally, we rely on only one or two sources of supply that, if disrupted, could have an adverse effect on our ability to meet our commitments to customers. Our ability to perform our obligations as a prime contractor may be adversely affected if one or more of these suppliers is unable to provide the agreed-upon supplies or perform the agreed-upon services in a timely and cost-effective manner. Further, deficiencies in the performance of our subcontractors and vendors could result in a customer terminating a contract for default. A termination for default could expose us to liability and adversely affect our financial performance and our ability to win new contracts.

We depend on major customers for a significant portion of our revenues and our future revenues and earnings could be negatively impacted by the loss or reduction of the demand for our products or services by such customers. A significant portion of our annual revenues in the past two years were from a few leading customers that are large scale strategic Israeli defense groups (Rafael, IAI). Following the acquisition of Micronet, PeopleNet, a subsidiary of Trimble, which operates in the U.S. market, has been added as a major customer. In view of the above, as of December 31, 2012, we had three customers that combined account for approximately 90% of our accounts receivable. This is in comparison to 2011 during which we had two customers which accounted for 90% of accounts receivable as of December 31, 2011.

Israeli defense spending historically has been driven by perceived threats to the country's national security. Although Israel has been under a sustained elevated threat level in recent years, we cannot provide any assurance that its defense budget will continue to grow at the pace it has over the past decade. A decrease in Israel's defense spending or changes in spending allocation could result in one or more of our programs being reduced, delayed or terminated. Reductions in our existing programs could adversely affect our future revenues and earnings. In the MRM market, most of our major customers do not have any obligation to purchase additional products or services from us. Therefore, we cannot provide any assurance that any of our leading customers will continue to purchase solutions, products or services at levels comparable to previous years. A substantial loss or reduction in Micronet's existing programs could adversely affect our future revenues and earnings.

We operate in a highly competitive and fragmented market and may not be able to maintain our competitive position in the future. A number of larger competitors have recently entered the MRM market in which Micronet operates. These large companies have far greater development and capital resources than Micronet. Further, there are competitors of Micronet that offer solutions, products and services similar to those offered by Micronet. If they continue, these trends could undermine Micronet's competitive strength and position and adversely affect our earnings and financial condition.

Micronet may cease to be eligible for, or receive reduced, tax benefits under Israeli law, which could negatively impact our profits in the future. Micronet currently receives certain tax benefits under the Israeli Law for Encouragement of Capital Investments of 1959, as a result of the designation of its production facility as an "Approved Enterprise." To maintain its eligibility for these tax benefits, Micronet must continue to meet several conditions including, among others, generating more than 25% of its gross revenues outside the State of Israel and continuing to qualify as an "Industrial Company" under Israeli tax law. An Industrial Company, according to the applicable Israeli law (Law for the Encouragement of Industry (Taxes), 1969), is a company that resides in Israel (either incorporated in Israel or managed and controlled from Israel) that, during the relevant tax year, derives at least 90% of its income from an Industrial Factory. An Industrial

TABLE OF CONTENTS

Factory means a factory that is owned by an Industrial Company and where its manufacturing operations constitute a vast majority of the factory's total operations/business. The tax benefits of qualifying as an Industrial Company include a reduction of the corporate tax from 25% to 15%. In addition, in recent years the Israeli government has reduced the benefits available under this program and has indicated that it may further reduce or eliminate benefits in the future. There is no assurance that Micronet will continue to qualify for these tax benefits or that such tax benefits will continue to be available at their current level, or at all. The termination or reduction of these tax benefits would increase the amount of tax payable by Micronet and, accordingly, reduce its net profit after tax and negatively impact our profits.

Because almost all of our officers and directors will be located in non-U.S. jurisdictions, you may have no effective recourse against our management for misconduct. Currently all, and immediately following the offering, a majority, of our directors and officers are or will be nationals and/or residents of countries other than the United States, and all or a substantial portion of their assets are located outside the United States. As a result, it may be difficult for investors to enforce within the United States any judgments obtained against such officers or directors, including judgments predicated upon the civil liability provisions of the securities laws of the United States or any U.S. state. Additionally, it may be difficult to enforce civil liabilities under U.S. securities law in original actions instituted in Israel. Israeli courts may refuse to hear a claim based on a violation of U.S. securities laws because Israel is not the most appropriate forum to bring such a claim. In addition, even if an Israeli court agrees to hear a claim, it may determine that Israeli law and not U.S. law is applicable to the claim. If U.S. law is found to be applicable, the content of applicable U.S. law must be proved as a fact, which can be a time-consuming and costly process. Certain matters of procedure will also be governed by Israeli law.

Our financial results may be negatively affected by foreign exchange rate fluctuations Our revenues are mainly denominated in U.S. currency and our costs are mainly denominated in Israeli currency. Where possible, we match sales and purchases in these and other currencies to achieve a natural hedge. Currently, neither Enertec nor Micronet has a policy with respect to the use of derivative instruments for hedging purposes, except that both Enertec and Micronet will consider engaging in such hedging activities on a case by case basis. To the extent we are unable to fully match our sales and purchases in different currencies, our business will be exposed to fluctuations in foreign exchange rates.

If we fail to manage our growth, our business could be disrupted and our profitability could be reduced. We have experienced rapid growth in recent periods through both the acquisition of Micronet and organic growth. As a result of our acquisition of Micronet, the number of our employees has effectively doubled since September 2012. We expect our growth may significantly strain our management and other operational and financial resources. In particular, growth increases the integration challenges involved in recruiting, training and retaining skilled technical, marketing and management personnel; maintaining high quality standards; preserving our corporate culture, values and entrepreneurial environment; developing and improving our internal administrative infrastructure, particularly our financial, operational, communications and other internal controls; and maintaining high levels of client satisfaction. If we are unable to manage growth effectively, our business, financial condition and results of operations will be materially adversely affected.

Our historical and pro forma condensed consolidated financial information may not be representative of our results as a combined company. The pro forma condensed consolidated financial information included elsewhere in this prospectus is constructed from the separate financial statements of us and Micronet and may not represent the financial information that would result from operations of the combined companies. In addition, the pro forma condensed consolidated financial information included elsewhere in this prospectus is based in part on certain assumptions that we believe are reasonable. We cannot assure you that our assumptions will prove to be accurate over time. Accordingly, the historical and pro forma condensed consolidated financial information included elsewhere in this prospectus may not reflect what our results of operations and financial condition would have been had we been a combined entity during the periods presented, or what our results of operations and financial condition will be in the future. The challenge of integrating previously independent businesses makes evaluating our business and our future financial prospects difficult. Our potential for future business success and operating profitability must be considered in light of the risks, uncertainties, expenses and difficulties typically encountered by recently combined companies.

TABLE OF CONTENTS

Our quarterly revenues may fluctuate as a result of seasonal variation within the Israeli military procurement industry. Enertec's revenues experience seasonal variations because Israeli Ministry of Defense project approvals are frequently provided after the start of the fiscal year. Therefore, new orders to the military suppliers, including Enertec, are often delayed until the second half of the year. In addition, some of our customers require deliveries during the fourth quarter of the year in order to fulfill contractual delivery obligations to their own customers. As a result, we often experience an increase in our fourth quarter sales relative to sales in other quarters.

If our beneficial ownership of Micronet's ordinary shares declines, we may not be able to treat Micronet as our subsidiary, which may adversely affect our financial condition and results of operations. We currently hold 48.06% of Micronet's outstanding ordinary shares through our subsidiary Enertec Electronics. Micronet's chairman has agreed to vote all of the shares he currently holds or acquires through stock option exercises according to our voting instructions; therefore, we may be deemed to beneficially own more than a majority of Micronet's ordinary shares. However, the voting agreement is terminable by either party upon 90 days' written notice to the other, which would reduce our beneficial ownership of Micronet. In addition, Micronet's chairman, chief executive officer and others hold outstanding stock options to purchase ordinary shares of Micronet that, in the aggregate, represent approximately 4% of Micronet's outstanding ordinary shares and securities convertible into approximately 1.75% of Micronet's outstanding ordinary shares are also outstanding. If these options are exercised or securities are converted, our beneficial ownership may be reduced depending on who exercises these options and whether the voting agreement is in effect at that time. Although we hold certain call options to acquire additional outstanding ordinary shares of Micronet pursuant to the September 2012 purchase agreement described elsewhere in this prospectus, we cannot give any assurance that the exercise price of our call options will be "in the money". In addition, if Micronet issues additional ordinary shares that dilutes our beneficial ownership, we cannot give any assurance that Enertec Electronics will have the funds necessary to exercise sufficient call options or that financing will be available on commercially reasonable terms or at all. If we are unable to consider Micronet as a consolidated subsidiary, our financial condition and results of operations may be adversely affected and may cause interest in or the market price of our securities to decline.

Risks Related to this Offering and Ownership of our Securities

Your ability to influence corporate decisions may be limited because ownership of our common stock is concentrated. Our directors and executive officers as a group beneficially owned 2,597,200 shares (approximately 80.1% of our outstanding common stock as of the date of this prospectus). As a result of their ownership of our common stock, our directors and executive officers, collectively, may be able to control matters requiring stockholder approval, including the election of directors and approval of significant corporate transactions. Such concentration of ownership may also have the effect of delaying or preventing a change in control of the company, and this may have a material adverse effect on the trading price of our common stock and warrants.

Provisions in our corporate charter documents and under Delaware law could make an acquisition of us, which may be beneficial to our stockholders, more difficult and may prevent attempts by our stockholders to replace or remove our current management. Provisions in our certificate of incorporation, as amended, and amended and restated bylaws may discourage, delay or prevent a merger, acquisition or other change in control of us that stockholders may consider favorable, including transactions in which you might otherwise receive a premium for your common stock or warrants. These provisions could also limit the price that investors might be willing to pay in the future for our securities, thereby depressing the market price of our securities. In addition, these provisions may frustrate or prevent any attempts by our stockholders to replace or remove our current management by making it more difficult for stockholders to replace members of our board of directors. Because our board of directors is responsible for appointing the members of our management team, these provisions could in turn affect any attempt by our stockholders to replace current members of our management team.

Moreover, because we are incorporated in Delaware, we are governed by the provisions of Section 203 of the General Corporation Law of the State of Delaware, or the DGCL, which prohibits a person who owns in excess of 15% of our outstanding voting stock from merging or combining with us for a period of three years

TABLE OF CONTENTS

after the date of the transaction in which the person acquired in excess of 15% of our outstanding voting stock, unless the merger or combination is approved in a prescribed manner. We have not opted out of the restrictions under Section 203.

Our stockholders may experience significant dilution as a result of any additional financing using our equity securities and/or debt securities. To the extent that we raise additional funds by issuing equity securities or convertible debt securities, our stockholders may experience significant dilution. Sale of additional equity and/or convertible debt securities at prices below certain levels will trigger anti-dilution provisions with respect to certain securities we have previously sold. If additional funds are raised through a credit facility or the issuance of debt securities or preferred stock, lenders under the credit facility or holders of these debt securities or preferred stock would likely have rights that are senior to the rights of holders of our common stock, and any credit facility or additional securities could contain covenants that would restrict our operations.

If the prices of our securities are volatile, purchasers of our securities could incur substantial losses. The prices of our securities are likely to be volatile. As a result of this volatility, investors may not be able to sell their securities at or above the price paid in this offering. The market prices of our securities may be influenced by many factors, including but not limited to the following:

- announcements of developments related to our business;
- quarterly fluctuations in our actual or anticipated operating results;
- announcements of technological innovations;
- new products or product enhancements introduced by us or by our competitors;
- developments in patents and other intellectual property rights and litigation;
- developments in our relationships with our third party manufacturers and/or strategic partners;
- developments in our relationships with our customers and/or suppliers;
- regulatory or legal developments in the United States, Israel and other countries;
- general conditions in the global economy; and
- any other factors described in this “Risk Factors” section.

For these reasons and others, you should consider an investment in our securities as risky and invest only if you can withstand a significant loss and wide fluctuations in the value of your investment.

We have broad discretion in the use of the net proceeds from this offering and may use the net proceeds in ways with which you disagree. Our management will have broad discretion in the application of the net proceeds from this offering and could spend the proceeds in ways that do not improve our results of operations or enhance the value of our securities. You will be relying on the judgment of our management with regard to the use of these net proceeds, and you will not have the opportunity, as part of your investment decision, to assess whether the net proceeds are being used appropriately. The failure by our management to apply these funds effectively could result in financial losses that could have a material adverse effect on our business, cause the price of our securities to decline and delay the development of our product candidates. Pending the application of these funds, we may invest the net proceeds from this offering in a manner that does not produce income or that loses value.

Investors in this offering will experience immediate and substantial dilution in net tangible book value. You will incur immediate and substantial dilution as a result of this offering. After giving effect to the sale by us of up to 1,275,000 shares of common stock and warrants to purchase up to an aggregate 637,500 shares of common stock offered in this offering at an assumed public offering price of \$7.90 per share and \$[0.01] per warrant, and after deducting the underwriters’ discounts and commissions and estimated offering expenses payable by us, investors in this offering can expect an immediate dilution of \$3.05 per share. To the extent that options or warrants are granted and/or exercised you will experience further dilution. See

TABLE OF CONTENTS

“Dilution” for a more complete description of how the value of your investment in our common stock will be diluted upon the completion of this offering.

Pursuant to our 2012 Stock Incentive Plan, our board of directors is authorized to award stock options to purchase shares of common stock to our officers, directors, employees and certain others, up to a total of 500,000 shares of common stock, subject to adjustment in the event of a stock split, stock dividend, recapitalization or similar capital change. As of the date of this prospectus, no awards or options had been granted under the 2012 Stock Incentive Plan. Stockholders will experience dilution in the event that shares of common stock are issued pursuant to the 2012 Stock Incentive Plan or any warrants that may be outstanding.

A sale of a substantial number of shares of our common stock or securities convertible into or exercisable for our common stock may cause the price of our common stock and our warrants to decline and may impair our ability to raise capital in the future. Our common stock is traded on the OTC Pink and, despite certain increases of trading volume from time to time, there have been periods when it could be considered “thinly-traded,” meaning that the number of persons interested in purchasing our common stock at or near bid prices at any given time may have been relatively small or non-existent. Finance transactions resulting in a large amount of newly issued securities that become readily tradable, or other events that cause current stockholders to sell shares, could place downward pressure on the trading price of our common stock and warrants. In addition, the lack of a robust resale market may require a stockholder who desires to sell a large number of shares of common stock or warrants to sell those securities in increments over time to mitigate any adverse impact of the sales on the market price of our stock and warrants. If our stockholders sell, or the market perceives that our stockholders intend to sell for various reasons, including the ending of restriction on resale, substantial amounts of our common stock in the public market, including shares issued upon the exercise of outstanding options or warrants, the market price of our common stock and warrants could fall. Sales of a substantial number of shares of our common stock or warrants may make it more difficult for us to sell equity or equity-related securities in the future at a time and price that we deem reasonable or appropriate. Moreover, we may become involved in securities class action litigation that could divert management’s attention and harm our business.

If securities or industry analysts do not publish research or reports or publish unfavorable research about our business, the price of our common stock and other securities and their trading volume could decline. The trading market for our common stock and other securities will depend in part on the research and reports that securities or industry analysts publish about us or our business. We do not currently have and may never obtain research coverage by securities and industry analysts. If no securities or industry analysts commence coverage of us, the trading price for our common stock and other securities would be negatively affected. In the event we obtain securities or industry analyst coverage, if one or more of the analysts who covers us downgrades our securities, the price of our securities would likely decline. If one or more of these analysts ceases to cover us or fails to publish regular reports on us, interest in the purchase of our securities could decrease, which could cause the price of our common stock and other securities and their trading volume to decline.

We did not declare or pay cash dividends in either 2012 or 2011 and do not expect to pay dividends for the foreseeable future. We have no dividends policy and will consider distributing dividends on a year by year basis. The payment of dividends, if any, in the future, rests within the discretion of our board of directors and will depend, among other things, upon our earnings, our capital requirements and our financial condition, as well as other relevant factors. There are no restrictions in our certificate of incorporation, as amended, or amended and restated bylaws that restrict us from declaring dividends. There are no assurances that we will pay dividends in the future.

If our common stock is subject to the Securities and Exchange Commission’s, or the SEC’s, penny stock rules, broker-dealers may experience difficulty in completing customer transactions and trading activity in our securities may be adversely affected. Subject to certain exceptions such as if we have net tangible assets of \$2,000,000 or more or our common stock has a market price per share of \$5.00 or more (as calculated pursuant to SEC rules), transactions in our common stock will be subject to the SEC’s “penny stock” rules. If our common stock is subject to the “penny stock” rules promulgated under the Securities Exchange Act of 1934, as amended, or the Exchange Act, broker-dealers may find it difficult to effectuate

TABLE OF CONTENTS

customer transactions and trading activity in our securities may be adversely affected. Under these rules, broker-dealers who recommend such securities to persons other than institutional accredited investors must: make a special written suitability determination for the purchaser;• receive the purchaser's written agreement to the transaction prior to sale; provide the purchaser with risk disclosure documents which identify certain risks associated with investing in "penny stocks" and which describe the market for these "penny stocks" as well as a purchaser's legal remedies; and obtain a signed and dated acknowledgment from the purchaser demonstrating that the purchaser has actually received the required risk disclosure document before a transaction in a "penny stock" can be completed. As a result, if our common stock is subject to the penny stock rules, the market price of our securities may be depressed, and you may find it more difficult to sell our securities.

You should be aware that, according to the SEC, the market for penny stocks has suffered in recent years from patterns of fraud and abuse. These could affect low-priced stocks, such as ours, even if they do not qualify as "penny stocks" under the SEC rules. Such patterns include:

- Control of the market for the security by one or a few broker-dealers,
- "Boiler room" practices involving high-pressure sales tactics,
- Manipulation of prices through prearranged matching of purchases and sales,
- The release of misleading information,
- Excessive and undisclosed bid-ask differentials and markups by selling broker-dealers, and
- Dumping of securities by broker-dealers after prices have been manipulated to a desired level which hurts the price of the stock and causes investors to suffer losses.

Our shares of common stock and warrants are not yet listed for trading on a national securities exchange. The listing of our shares of common stock and warrants on a national exchange is a condition to this offering. Although we have applied to have our common stock and warrants listed for trading on The NASDAQ Capital Market and we currently expect such listing to be approved in connection with this offering, there is no assurance that such listing will be approved or how long such approval could take. Currently, our common stock only trades on the OTC Pink and is not listed for trading on any national securities exchange. In addition, there is no established trading market for the warrants being offered in this offering. Investments in securities trading on the OTC Pink are generally less liquid than investments in securities trading on a national securities exchange. The pool of potential investors who may buy and sell on the OTC Pink is limited. Many institutional investors have policies which preclude them from doing so. You may not be able to sell your securities at the time desired or at the price desired. The failure of our securities to be approved for trading on a national securities exchange may have the effect of limiting the trading activity of our securities and reducing the liquidity of an investment in our common stock and warrants. The effects of not being able to list our securities on a national exchange include:

- limited dissemination of the market price of our securities,
- limited news coverage,
- limited interest by investors in our securities,
- volatility of our stock and warrant prices due to low trading volume,
- increased difficulty in selling our securities in certain states due to "blue sky" restrictions, and
- limited ability to issue additional securities or to secure additional financing.

There is presently no public market for the warrants to purchase common stock being sold in this offering. There is presently no established public trading market for the warrants being offered in this offering and we do not expect a market to develop. Without an active market, the liquidity of the warrants will be limited. Further, the existence of the warrants may act to reduce both the trading volume and the trading price of our common stock.

[TABLE OF CONTENTS](#)

Due to the speculative nature of warrants, there is no guarantee that it will ever be profitable for holders of the warrants to exercise the warrants. The warrants being offered do not confer any rights of common stock ownership on its holders, such as voting rights or the right to receive dividends, but rather merely represent the right to acquire shares of common stock at a fixed price for a limited period of time. Specifically, commencing on the date of issuance, holders of the warrants may exercise their right to acquire the common stock and pay an exercise price of \$[] per share [125% of the public offering price of the common stock], prior to five years from the date of issuance, after which date any unexercised warrants will expire and have no further value. Moreover, following this offering, the market value of the warrants is uncertain and there can be no assurance that the market value of the warrants will equal or exceed their public offering price. There can be no assurance that the market price of the common stock will ever equal or exceed the exercise price of the warrants, and consequently, whether it will ever be profitable for holders of the warrants to exercise the warrants.

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This prospectus contains forward-looking statements, including statements regarding the safety and efficacy of our product candidates, the goals of our development activities, estimates of the potential markets for our product candidates, estimates of the capacity of manufacturing and other facilities to support our products, our expected future revenues, operations and expenditures and projected cash needs. The forward-looking statements are contained principally in the sections entitled “Prospectus Summary,” “Risk Factors,” “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and “Business.” These statements relate to future events or our future financial performance and involve known and unknown risks, uncertainties and other factors that could cause our actual results, levels of activity, performance or achievement to differ materially from those expressed or implied by these forward-looking statements. These risks and uncertainties include, among others:

- our ability to obtain additional funding to develop our products, solutions and services;
- the need to obtain regulatory approval of our products;
- our ability to commercialize our products, solutions and services;
- market acceptance of our products, solutions and services;
- our ability to establish an effective sales and marketing infrastructure;
- competition from existing products or new products that may emerge;
- regulatory difficulties relating to products that have already received regulatory approval;
- potential product liability claims;
- our ability to establish or maintain collaborations, licensing or other arrangements;
- our ability and third parties’ abilities to protect intellectual property rights;
- compliance with obligations under intellectual property licenses with third parties;
- our ability to adequately support future growth; and
- our ability to attract and retain key personnel to manage our business effectively.

Forward-looking statements include all statements that are not historical facts. In some cases, you can identify forward-looking statements by terms such as “may,” “will,” “should,” “could,” “would,” “expects,” “plans,” “anticipates,” “believes,” “estimates,” “projects,” “predicts,” “potential,” or the negative of those terms, and similar expressions and comparable terminology intended to identify forward-looking statements. These statements reflect our current views with respect to future events and are based on assumptions and subject to risks and uncertainties. Given these uncertainties, you should not place undue reliance on these forward-looking statements. These forward-looking statements represent our estimates and assumptions only as of the date of this prospectus and, except as required by law, we undertake no obligation to update or revise publicly any forward-looking statements, whether as a result of new information, future events or otherwise after the date of this prospectus.

USE OF PROCEEDS

We estimate that the net proceeds from the sale of the common stock and warrants offered pursuant to this prospectus will be approximately \$8,573,000, or approximately \$9,979,000 if the underwriters exercise in full their option to purchase 191,250 additional shares and 95,625 additional warrants, based upon an assumed public offering price of \$7.90 per share and \$[0.01] per warrant, and after deducting the underwriting discounts and commissions and the estimated offering expenses that are payable by us.

We currently intend to use (i) approximately \$625,000 to purchase additional ordinary shares of Micronet pursuant to two call options that are described in the section entitled “Management’s Discussion and Analysis of Financial Condition and Results of Operations”, (ii) approximately \$1.125 million to repay a portion of our debt to UTA, which matures on March 1, 2014 and has an interest rate of 8% per annum and (iii) up to \$1.250 million of the net proceeds received from this offering to repay a portion of the debt incurred by our subsidiary, Enertec Electronics Ltd, on December 17, 2012. Approximately \$2.370 million of this debt is a five-year term loan and bears an initial interest rate of prime plus 2.75% per annum and approximately \$1.315 million is a short-term credit line with an initial interest rate of prime plus 2% per annum. Both of these interest rates are adjustable in accordance with the terms of the loan documents. The proceeds of this indebtedness were used to repay \$2.500 million of our debt to UTA and to pay for the purchase of additional ordinary shares of Micronet and for working capital purposes.

We intend to use the remainder of the net proceeds received from this offering to expand our sales and marketing efforts, to increase our product offerings, including through potential acquisitions or purchases of relevant licenses, and for working capital and general corporate purposes. Our management has significant flexibility and broad discretion in applying the net proceeds received in this offering. The amount and timing of our actual expenditures will depend on numerous factors, including the status of our development efforts, sales and marketing activities and the amount of cash generated or used by our operations. Accordingly, we have not allocated the remainder of the proceeds for any specific purpose at this time. Further, we have no present agreement regarding any material acquisitions. Pending use of the net proceeds, we intend to invest in a combination of short-term bank deposits, interest-bearing, investment-grade securities.

DIVIDEND POLICY

We did not declare or pay cash dividends in either 2012 or 2011 and currently do not plan to declare dividends on shares of our common stock in the foreseeable future. We have no dividends policy and will consider distributing dividends on a year by year basis. We expect to retain our future earnings, if any, for use in the operation and expansion of our business. Subject to the foregoing, the payment of cash dividends in the future, if any, will be at the discretion of our board of directors and will depend upon such factors as earnings levels, capital requirements, our overall financial condition and any other factors deemed relevant by our board of directors.

CAPITALIZATION

The following table sets forth our cash and our capitalization as of December 31, 2012:

- on an actual basis;
- a pro forma as adjusted basis, giving effect to the sale of the shares and warrants in this offering at the assumed public offering price of \$7.90 per share and \$[0.01] per warrant, after deducting underwriting discounts and commissions and other estimated offering expenses payable by us.

The pro forma information below is illustrative only and our capitalization following the completion of this offering will be adjusted based on the actual public offering price and other terms of this offering determined at pricing. You should read this table together with “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and our audited and unaudited financial statements and the related notes appearing elsewhere in this prospectus.

	As of December 31, 2012	
	Actual	Pro Forma As Adjusted
	(in thousands, except per share amounts)	
Cash and cash equivalents	10,611	16,809
Total indebtedness (including current maturities)	11,671	9,296
Preferred stock; \$.001 par value, 5,000,000 shares authorized, none issued and outstanding	—	—
Common stock; \$.001 par value, 100,000,000 shares authorized, 3,241,500 (pro forma 5,243,247) shares issued and outstanding	3	5
Additional paid-in capital	957	9,530
Accumulated other comprehensive income	233	233
Retained earnings	8,918	8,918
Stockholders’ equity in Micronet Enertec	10,111	10,111
Non-controlling interest in subsidiary	6,757	6,757
Total stockholders’ equity	16,868	25,443
Total capitalization	28,539	34,739

DILUTION

If you invest in our securities, your interest will be immediately and substantially diluted to the extent of the difference between the public offering price per share of our common stock and the pro forma net tangible book value per share of our common stock after giving effect to this offering.

Our pro forma net tangible book value as of December 31, 2012 was \$[] or \$[] per share of common stock, based upon 3,241,500 shares outstanding. After giving effect to the sale of the shares and warrants in this offering at the assumed public offering price of \$7.90 per share and \$[0.01] per warrant, at December 31, 2012, after deducting underwriting discounts and commissions and other estimated offering expenses payable by us, our pro forma as adjusted net tangible book value at December 31, 2012 would have been approximately \$25,441,000, or \$4.85 per share. This represents an immediate increase in pro forma net tangible book value of approximately \$0.60 per share to our existing stockholders, and an immediate dilution of \$3.05 per share to investors purchasing shares in the offering.

Dilution in pro forma net tangible book value per share represents the difference between the amount per share paid by purchasers of our common stock and warrants in this offering and the pro forma net tangible book value per share of our common stock immediately after this offering.

The following table illustrates the per share dilution to investors purchasing securities in the offering:

Assumed public offering price per share	\$ 7.90
Pro forma net tangible book value per share as of December 31, 2012	\$ 16,868,000
Increase in net tangible book value per share attributable to this offering	\$ 8,573,000
Pro forma as adjusted net tangible book value per share after this offering	\$ 4.85
Dilution in pro forma net tangible book value per share to new investors	\$ 3.05

The information above assumes that the underwriters do not exercise their over-allotment option. If the underwriters exercise their over-allotment option in full, the pro forma as adjusted net tangible book value will increase to \$[] per share, representing an immediate increase to existing stockholders of \$[] per share and an immediate dilution of \$[] per share to new investors. If any shares are issued upon exercise of outstanding options or warrants, new investors will experience further dilution.

The following table sets forth, on a pro forma as adjusted basis as of December 31, 2012, the number of shares of our common stock purchased from or issued by us, the total cash consideration paid for these shares and the average price per share paid by existing stockholders and the new investors in this offering (based upon, in the case of new investors, an assumed public offering price of \$7.90 per share) before deducting underwriting discounts and commissions and our estimated offering expenses:

	Shares Purchased		Total Consideration		Average Price per Share
	Number	Percent	Amount	Percent	
Existing stockholders	3,968,246	75.7%	\$ 1,440,000	12.5%	\$ 0.36
New stockholders	1,275,000	24.3	10,072,500	87.5	7.90
Total	5,243,247	100.0%	11,512,500	100.0%	

UNAUDITED PRO FORMA CONSOLIDATED COMBINED FINANCIAL INFORMATION

The following unaudited pro forma consolidated combined financial information gives pro forma effect to the acquisition as of September 7, 2012 of Micronet, combining our consolidated historical statement of operations with the acquired Micronet businesses as if the Micronet acquisition had been completed on January 1, 2012. This pro forma information should be read in conjunction with the respective consolidated historical financial statements, and the related notes, of Micronet Enertec and the acquired Micronet businesses included elsewhere in this prospectus. The pro forma adjustments reflecting the consummation of the Micronet acquisition are based on the purchase method of accounting, available financial information and the estimates and assumptions described in the notes below. For purposes of preparing our consolidated financial statements, we have established a new basis for the assets and liabilities of the acquired Micronet businesses based upon their fair values and our purchase price for them, including the costs of the Micronet acquisition. The unaudited pro forma consolidated combined financial information reflects our best estimates; however, the results of operations may differ significantly from the pro forma amounts reflected in this prospectus due to various factors, including, without limitation, access to additional information and changes in value. The pro forma adjustments do not reflect any operating efficiencies or cost savings that may be achievable with respect to the combined businesses. The following information is not necessarily indicative of the future operating results of the combined businesses or results of operations of the combined businesses had the Micronet acquisition actually been completed on January 1, 2012.

	Micronet Enertec	Year ended December 31, 2012		
	Historical	Micronet ⁽¹⁾	Adjustments	Pro Forma ⁽²⁾
	(in thousands, except per share data)			
Statement of Operations Data:				
Revenues	\$ 17,788	\$ 19,704	\$ —	\$ 37,492
Cost of revenues	13,790	11,995	—	25,785
Gross profit	3,998	7,709	—	11,707
Operating expenses:				
Selling and marketing	752	415	—	1,167
General and administrative	2,243	1,348	—	3,591
Research and development, net	777	1,051	—	1,828
Amortization of intangible assets	551	—	533 ⁽²⁾	1,084
Total operating expenses	4,323	2,814	533	7,670
Income (loss) from operations	(325)	4,895	(533)	4,037
Financial income, net	93	242	—	335
Gain on bargain purchase	4,623	—	(4,623) ⁽²⁾	—
Provision (benefit) for income taxes	(136)	326	(80)	110
Equity in net earnings of affiliated company	41	—	—	41
Income from discontinued operation	—	—	—	—
Net income	4,568	4,811	(5,076)	4,303
Net loss attributable to noncontrolling interests	(849)	—	2,312	1,463
Net income attributable to Micronet Enertec	\$ 5,417	\$ 4,811	\$ (7,388)	\$ 2,840
Earnings per share attributable to Micronet Enertec, basic	\$ 1.67			\$ 0.88
Earnings per share attributable to Micronet Enertec, diluted	\$ 1.54			\$ 0.82
Shares used in computing:				
Basic net earnings per share				
Diluted net earnings per share				
Weighted average common shares outstanding:				
Basic	3,241,500			3,241,500
Diluted	3,594,872			3,594,872

(1) Data reflects period from January 1, 2012 to August 31, 2012, as if the Micronet acquisition had been completed on January 1, 2012.

(2) Data includes \$533 of intangible assets amortization to reflect full year of amortization and also includes elimination of the gain on bargain purchase amounted to \$4,623.

SELECTED CONSOLIDATED FINANCIAL DATA

The following table summarizes our historical consolidated financial data for the periods presented. The selected consolidated statements of operations data for the years ended December 31, 2012 and 2011 and the consolidated balance sheets data as of December 31, 2012 and 2011 have been derived from our audited consolidated financial statements included elsewhere in this prospectus. Our historical results are not necessarily indicative of the results that may be expected in the future. You should read the selected consolidated financial data in conjunction with those financial statements and the accompanying notes and “Management’s Discussion and Analysis of Financial Condition and Results of Operations.” Our consolidated financial statements are prepared and presented in accordance with U.S. GAAP.

	For the year ended December 31,	
	2012	2011
	(in thousands, except share and per share amounts)	
Statements of Operations Data:		
Revenue	\$ 17,788	\$ 10,146
Cost of revenue	13,790	6,297
Gross profit	3,998	3,849
Operating expenses	4,323	1,956
Income (loss) from operations	(325)	1,893
Other income (expense)	4,893	(534)
Net income	\$ 4,568	\$ 1,359
Net income attributable to Micronet Enertec	\$ 5,417	\$ 1,359
Income per share attributable to Micronet Enertec, basic	\$ 1.67	\$ 0.42
Weighted average number of common shares outstanding, basic	3,241,500	3,241,500
	For the year ended December 31,	
	2012	2011
	(in thousands)	
Balance Sheet Data:		
Cash and cash equivalents	\$ 10,611	\$ 940
Total assets	37,931	12,578
Total liabilities	21,063	8,966
Total stockholders' equity	16,868	3,612
Total liabilities and stockholders' equity	37,931	12,578

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

You should read the following discussion and analysis together with our financial statements and the notes to those statements included elsewhere in this prospectus. This discussion contains forward-looking statements that involve risks and uncertainties. As a result of many factors, such as those set forth under "Risk Factors" and elsewhere in this prospectus, our actual results may differ materially from those anticipated in these forward-looking statements.

Overview

We are a Delaware corporation that was formed on January 31, 2002. On March 14, 2013, we changed our corporate name from Lapis Technologies, Inc. to Micronet Enertec Technologies, Inc. We operate through two Israel-based companies, Enertec, our wholly-owned subsidiary, and Micronet, in which we have a controlling interest, which develop, manufacture, integrate and globally market rugged computers, tablets and computer-based systems and instruments for the commercial, defense and aerospace markets. Our products, solutions and services are designed to perform in severe environments and battlefield conditions.

Micronet operates in the growing commercial MRM market. Micronet designs, develops, manufactures and sells rugged mobile computing devices that provide fleet operators and field workforces with computing solutions in challenging work environments. Micronet's vehicle cabin installed and portable tablets increase workforce productivity and enhance corporate efficiency by offering computing power and communication capabilities that provide fleet operators with visibility into vehicle location, fuel usage, speed and mileage. Micronet's customers consist primarily of ASPs and solution providers specializing in the MRM market. Currently, Micronet does not sell to end-users. Its customers are generally MRM solution and service providers, such as PeopleNet and XRS Corporation. These companies sell Micronet's products as part of their MRM systems and solutions. Micronet has customers in 20 countries. The United States currently constitutes its largest market, representing approximately 86% of revenue for the year ended December 31, 2011 and 92% for the year ended December 31, 2012. For the year ended December 31, 2011, Micronet's largest customer was PeopleNet, which represented approximately 39% of its revenues. The next largest customer represented approximately 16% of its revenues. For the year ended December 31, 2012, Trimble and PeopleNet combined (as a result of the acquisition of PeopleNet by Trimble) represented approximately 79% of Micronet's revenues. In the year ended December 31, 2012 no other customer accounted for more than 9% of Micronet's revenue.

We acquired control of Micronet in September 2012 and until January 21, 2013 we owned 50.1% of Micronet. On January 21, 2013, each of Micronet's Chairman of the board of directors and Chief Executive Officer exercised certain options to purchase Micronet ordinary shares. Collectively, Micronet's Chairman, its Chief Executive Officer and other executives currently hold options exercisable for approximately 4% of Micronet's outstanding ordinary shares, and approximately 90% of these options are "in the money", meaning the exercise price is less than the current market price. In addition, securities convertible into approximately 1.75% of Micronet's outstanding ordinary shares are outstanding; however, these securities are not currently "in the money." As a result of the stock option exercises, our ownership of Micronet shares was diluted from 50.1% to 48.06%. Because of Micronet's current business and future prospects, we intend to control at least a majority of the outstanding Micronet ordinary shares. On March 17, 2013, we entered into a voting agreement with Shlomo Shalev, Micronet's Chairman who holds approximately 3% of Micronet's outstanding ordinary shares and options exercisable for approximately 2% of Micronet's outstanding ordinary shares, pursuant to which we agreed to meet with Mr. Shalev prior to each shareholders meeting of Micronet to coordinate our voting on each matter to be voted upon and, in the event we are not able to reach an agreement with respect to voting, Mr. Shalev will vote all of his Micronet shares in accordance with our instructions. The voting agreement may be terminated by either party upon 90 days' prior written notice. In addition, we plan to exercise certain options we own to buy additional Micronet ordinary shares and increase our actual percentage ownership of Micronet to at least 50.1%. Currently, the exercise prices of our options are less than the market price of Micronet's ordinary shares.

Enertec operates in the Defense and Aerospace markets and designs, develops, manufactures and supplies various customized military computer-based systems, simulators, automatic test equipment and electronic

TABLE OF CONTENTS

instruments. Enertec's solutions and systems are designed according to major aerospace integrators' requirements and are integrated by them into critical systems such as command and control, missile fire control, maintenance of military aircraft and missiles for use by the Israeli Air Force and Navy and by foreign defense entities. Approximately 65% of our revenues for the year ended December 31, 2011 were from independent business units or groups within IAI, the leading Israeli defense system integrator, and approximately 26% were from business units of Rafael, another Israeli state-owned major defense developer and integrator of critical weapon systems. For the year ended December 31, 2012, IAI represented approximately 78% and Rafael represented approximately 11% of Enertec's revenues, respectively. These distinct units and groups create diversity to our business and revenue streams. The system integrators that are our primary customers market their solutions throughout the world and across the full spectrum of military applications (land, sea and air). Command and control systems represented approximately 74% of Enertec's revenues for the year ended December 31, 2011 and 75% for the year ended December 31, 2012 and our automated test equipment represented approximately 22% of Enertec's revenues for the years ended December 31, 2011 and 2012.

Management believes that the demand for our products, systems and solutions is not affected significantly by fluctuations in any particular geographic market outside the State of Israel because our products, systems and solutions can be tailored to fit the needs of these different disciplines and are not limited to any specific geography.

Our strategy focuses on continued internal growth through diligent efforts in our traditional growing markets with new technologies and innovative systems and products, as well as the development of new potential segments and markets. To enhance our growth, we also look for appropriate acquisitions to complement and expand our offerings, support our goals and increase our competitive strengths. We concentrate the majority of our resources, including our marketing and sales efforts, in the United States, Israeli and European markets and the large growing Indian defense market.

In order to sell into the growing Indian defense market, in 2011 we entered into an agreement establishing a new joint venture with Amtek, a leading Indian industrial group, to market, manufacture and sell systems and solutions in India based on Enertec's technological and engineering capabilities. Amtek organized and is operating the joint venture entity. However, our investment is subject to the approval of the FIPB. We have submitted all necessary application materials and are awaiting the FIPB's approval of our application to acquire our ownership stake. Management believes that the joint venture will enable us to deliver additional solutions to current and potential customers to satisfy their local procurement obligations in India that derive from their sales to Indian governmental entities. The joint venture also has the potential to create new sales opportunities in India and nearby markets.

Liquidity and Capital Resources

On September 7, 2012, we, through our wholly-owned subsidiary Enertec Electronics Ltd., an Israeli corporation, or Enertec Electronics, acquired from three Israeli individuals who collectively were the former controlling shareholders, or the Sellers, 47.5% of the issued and outstanding shares of Micronet pursuant to a stock purchase agreement, or the Agreement. As a result of the transaction, we became the largest shareholder of Micronet.

Pursuant to the terms of the Agreement, the Company acquired from the Sellers 8,256,000 ordinary shares of Micronet for approximately 17,300,000 NIS (approximately \$4,300,000), divided pro rata among the Sellers. The Agreement also includes two call options granted to the Company and a put option granted to the Sellers. Pursuant to the initial call option, the Company is entitled to purchase from the Sellers, during the period beginning on the closing of the transaction and for 11 months thereafter, up to an additional 996,000 ordinary shares of Micronet (5.49% of Micronet's issued and outstanding shares) for a price of 2.1 NIS (currently reflecting \$0.563 per share) per share as adjusted based on the Israeli customers index. Under the second call option, the Company is entitled to purchase from the Sellers, during the period beginning 12 months from the closing of the transaction and expiring 21 months from the closing of the transaction, up to an additional 1,200,000 ordinary shares of Micronet (6.62% of Micronet's issued and outstanding shares) for a price of 2.1 NIS per share as adjusted based on the Israeli customers index (currently reflecting \$0.563 per share) plus 25% of Micronet's 2012 gross profit per share based on Micronet's issued and outstanding shares as of

TABLE OF CONTENTS

December 31, 2012, up to a maximum of 18,850,000 shares, but in any event such price per share shall not exceed 3 NIS (currently reflecting \$0.80 per share). Pursuant to the put option granted to Sellers, the Sellers can cause the sale of up to an additional 333,334 ordinary shares per Seller (and a total of up to 1,000,002 shares constituting 5.52% of Micronet's issued and outstanding shares) for a price of 2.2 NIS per share (currently reflecting \$0.59 per share) as adjusted based on the Israeli customers index. The put option is in effect for the period that begins on the one-year anniversary of the closing of the transaction and ends on the 22-month anniversary of the closing of the transaction. On November 14, 2012, we, via Enertec Electronics, partially exercised its right pursuant to the initial call option granted under the Agreement and acquired an additional 2.6% of the then issued and outstanding shares of Micronet for a consideration of approximately \$246,000 (based on the NIS/dollar exchange rate at that time), increasing our ownership to 50.1% of the issued and outstanding shares of Micronet.

As of March 14, 2013 there are 543,000 ordinary shares remaining under the initial call option constituting 2.99% of Micronet's issued and outstanding shares and there are an additional 1,200,000 ordinary shares under the second call option constituting 6.62% of Micronet's issued and outstanding shares.

In connection with the acquisition of Micronet stock pursuant to the Agreement, or the Acquisition, we entered into an Amended and Restated Note and Warrant Purchase Agreement, dated as of September 7, 2012, with UTA. The Amended and Restated Note and Warrant Purchase Agreement amended the Note and Warrant Purchase Agreement, dated July 12, 2011, as amended by that certain letter agreement dated as of August 16, 2011, and as further amended by that certain Second Amendment to Note and Warrant Purchase Agreement dated as of August 31, 2011 and that certain Third Amendment to Note and Warrant Purchase Agreement dated as of November 24, 2011 with UTA, or the Original Agreement. We had initially entered into the Original Agreement with UTA to raise capital that would help support our growth strategy through potential acquisitions of target companies with synergetic businesses to allow us to enlarge the variety of our solutions to the market and increase our competitiveness. In connection therewith, on September 1, 2011, we issued to UTA a secured promissory note in the principal amount of \$3,000,000 that matures on March 1, 2014 and bears interest at a rate of 8% per annum, or the First Note, and a warrant to purchase up to 476,113 shares of our common stock, or the First Warrant, which is currently exercisable. In connection with the First Note, we entered into a Pledge and Security Agreement under which we pledged, as security in favor of UTA for the obligations of the Company under the First Note and then contemplated Second Note (as defined below), among other things, all of the shares of capital stock of Enertec Electronics and granted, as additional security in favor of UTA, a security interest in and lien on any and all accounts receivable, contracts, chattel paper, equipment and all other assets of the Company. Also on September 1, 2011, Enertec Electronics and Enertec Management entered into a Pledge and Security Agreement under which they guaranteed all of the Company's obligations to UTA and agreed not to transfer, pledge or encumber any shares of Enertec Management and Enertec without the prior written consent of UTA unless such transfer, pledge or encumbrance was previously contemplated. Enertec Electronics also granted UTA, as security in favor of UTA for the obligations of the Company under the transaction documents, a security interest in and lien on all of the shares of Enertec Management and Enertec Management granted UTA, as security in favor of UTA for the obligations of the Company under the transaction documents, a security interest in and lien on all of the shares of capital stock of Enertec.

Pursuant to, and in connection with, the Amended and Restated Note and Warrant Purchase Agreement, we and UTA revised the Original Agreement and First Note to provide, among other things, (i) for the consummation of the Second Closing, as described below, to assist the Company in financing the Acquisition although the time period in which the Second Closing could occur had expired under the terms of the Original Agreement, (ii) that Enertec pledge to UTA the shares acquired in the Acquisition, or the Enertec Pledge, (iii) that DLC, our controlling stockholder, enter into a pledge agreement with UTA to pledge 500,000 shares of our common stock owned by DLC, (iv) that the Secured Promissory Note made by the Company payable to UTA, dated September 1, 2011 in the principal amount of \$3,000,000 be amended to provide that the principal payments be paid in three equal principal payments of \$1,000,000 each, the first on December 31, 2012, and the second on September 1, 2013, with the remaining principal balance due at the maturity on March 1, 2014, and (v) that we satisfy within four months of September 7, 2012 the corporate governance requirements, or the NASDAQ Requirements, under the NASDAQ Stock Market, or the NASDAQ,

TABLE OF CONTENTS

Marketplace Rule 5605 (relating to Board and Board committee composition, process and decision-making), Rule 5610 (relating to codes of conduct) and Rule 5630 (relating to the review and approval of related-party transactions) as if our common stock were listed on the NASDAQ.

On September 7, 2012, the date of the Second Closing, the Company issued to UTA pursuant to the Amended and Restated Note and Warrant Purchase Agreement (i) a secured promissory note in the principal amount of \$3,000,000, with an initial interest rate equal to 8% per annum, \$1,500,000 of such amount payable on May 15, 2013, and the remaining balance due at the Maturity Date of April 1, 2014, or the Second Note, and (ii) a warrant entitling UTA to purchase from the Company up to a total of 300,000 shares of our common stock at an exercise price initially equal to \$1.30 per share, subject to adjustment in certain circumstances, or the Second Warrant, which is currently exercisable and expires on March 7, 2018.

On November 6, 2012, we and UTA amended the terms of the First and Second Warrants, or the Warrants, to provide that, subject to certain terms and conditions, (i) we will not issue Additional Shares of Common Stock (or Common Stock Equivalents), as such terms are defined in the Warrants, at a price per share of less than \$1.00 without UTA's prior written consent for so long as any warrant remains unexercised, (ii) UTA waives its right to certain anti-dilution protections of each Warrant as a result of our issuance of additional shares of Common Stock or Common Stock Equivalents for consideration per share less than the applicable exercise price at the issuance date, subject to certain adjustments, and (iii) we waive certain upward exercise price adjustments with respect to one-third of the warrant issued under the Original Agreement and agree that the exercise price with respect to such entire warrant shall remain the same exercise price at the issuance date, subject to certain adjustments, regardless of our 2012 after-tax consolidated net income.

On January 28, 2013, we and UTA amended the terms of the Amended and Restated Note and Warrant Purchase Agreement and the First Note and Second Note to provide that any net proceeds of any equity financing by us or any of our subsidiaries will be applied as follows: (x) the first \$4,000,000 may be retained by us or applied to reduce other obligations of ours or a subsidiary of ours, and (y) 75% of the excess of such net proceeds over \$4,000,000 may be retained by us or applied to reduce other obligations of ours or a subsidiary of ours, and the remaining 25% shall be applied (A) first to the repayment of the First Note and (B) second, to the extent any proceeds remain, to the repayment of the Second Note. We and UTA also agreed (i) to waive the NASDAQ Requirements during the pendency of this offering, and (ii) upon the application of our December 17, 2012 prepayment of \$2,500,000 owed to UTA and the release of the Enertec Pledge. In consideration for the amendments and releases we agreed to pay UTA \$480,000 in cash or a combination of cash and shares of our common stock. The prepayment of \$2,500,000 was applied as follows: (i) an amount of \$1,000,000 was applied to reduce the principal amount of the First Note (due on December 31, 2012); (ii) an amount of \$1,000,000 was applied to reduce the principal amount of the Second Note (due on May 15, 2013); and an amount of \$500,000 was applied to reduce the principal amount of the First Note (due on September 1, 2013). Following this prepayment, the principal amounts under the First Note and Second Note were \$1,500,000 and \$2,000,000, respectively.

On March 8, 2013, UTA fully exercised the Warrants described above, and we issued an aggregate of 726,746 shares of common stock to UTA upon such exercise, which represents approximately 18.3% of our outstanding common stock as of March 14, 2013. The First Warrant was exercised for the full amount of 476,113 shares of common stock at an aggregate exercise price of \$476,113, based on an exercise price of \$1.00 per share, which exercise price was paid by reducing the \$480,000 we owed UTA for the amendments and releases described above. The Second Warrant was exercised for 250,633 shares through a cashless exercise method.

As of December 31, 2012, our total cash and cash equivalents balance was \$10,611,000 and marketable securities amounted to \$3,183,000. These balances, as compared to \$940,000 and \$0, respectively, as of December 31, 2011, reflect a significant increase of \$9,671,000 in cash and cash equivalents and of \$3,183,000 in marketable securities, attributable mainly to the Acquisition, which Micronet accounted for \$6,885,000 and \$3,183,000, respectively. The remaining \$2,786,000 increase in our cash balance as of December 31, 2012 as compared with December 31, 2011 is due to increased collection of the accounts receivable of Enertec and as a result of our entry into a \$1,000,000 forward contract to hedge against

TABLE OF CONTENTS

USD/NIS currency fluctuations. This forward contract was financed by bank debt and increased our cash balance by \$1,000,000 as of December 31, 2012.

As of December 31, 2012, our total current assets were \$33,984,000 as compared to \$12,074,000 at December 31, 2011. This significant increase in the current assets is attributable primarily to the increase of \$12,854,000 in cash and cash equivalents and marketable securities (see above), an increase of \$3,198,000 in accounts receivable, the \$945,000 in fair value of a call option and an increase in inventory of \$4,913,000. The increase of the inventory is attributable to the inventory of Micronet (amounting to \$5,709,000), which increase was slightly offset by the reduction of \$796,000 in the inventory of Enertec.

Our accounts receivable at December 31, 2012 were \$9,914,000 as compared to \$7,947,000 at December 31, 2011. This increase in accounts receivables is due to the consolidation of Micronet's accounts receivable total of \$2,962,000 which was offset by a reduction of \$995,000 in the accounts receivable of Enertec due to collection as mentioned above.

As of December 31, 2012, our working capital was \$19,430,000 as compared to \$7,963,000 at December 31, 2011. The increase in the working capital is due primarily to the Acquisition as described above.

As of December 31, 2012, our total bank debt was \$8,630,000 as compared to \$3,271,000 at December 31, 2011. Our bank debt is composed of short-term loans amounting to \$4,689,000 as of December 31, 2012 compared to \$766,000 at December 31, 2011, and long-term loans amounting to \$3,941,000 as of December 31, 2012 compared to \$2,505,000 at December 31, 2011. The short-term loans have maturity dates between January 2013 and September 2013 and have interest rates between Israeli prime (currently 3.25%) to prime plus 2%. The long-term loans have maturity dates between May 2014 and January 2018 and have interest rates between Israeli prime plus 0.5% to 2.75%.

The current portion of long-term loans from others and a convertible debenture at December 31, 2012 was \$1,671,000 as compared to \$1,000,000 at December 31, 2011. The increase in current portion of long-term loans is due to the consolidation of Micronet's liabilities.

As of March 14, 2012, we were in compliance with all of the terms of our bank debt.

On December 17, 2012, our wholly-owned subsidiary Enertec Electronics entered into a loan agreement with an Israeli bank, pursuant to which Enertec Electronics obtained a loan for 14,000,000 NIS (approximately \$3,685,000), 9,000,000 NIS (approximately \$2,370,000) of which is a long term loan that is to be repaid within five years and 5,000,000 NIS (approximately \$1,315,000) is a short-term credit line. Approximately \$2,500,000 of the proceeds of this loan were used to repay certain of our debt to UTA under that certain Amended and Restated Note and Warrant Purchase Agreement described above. The long-term loan initially bears annual interest at a rate of prime plus 2.75% per annum, and the credit line will initially bear interest at a rate of prime plus 2% per annum. Both of these interest rates are adjustable in accordance with the terms of the loan documents. The loan is primarily secured by a pledge of the Micronet shares we hold through Enertec, which were previously pledged to UTA but were released in connection with the partial repayment. In addition, our other subsidiaries provided a guarantee of Enertec Electronic's obligations under the loan documents.

Enertec has covenanted under certain bank loans, amongst other things, that (i) its shareholders' equity according to its financial statements will not be below 18,000,000 NIS, and (ii) its shareholders' equity will not be lower than 30% of the total liabilities on its balance sheet. Enertec Electronics has also covenanted under a certain bank loan, amongst other things, that (i) Micronet's equity will not be lower than 25,000,000 NIS (approximately \$6,500,000), (ii) Micronet's cash level will not be lower than 5,000,000 NIS (approximately \$1,300,000), and (iii) Micronet will maintain a financial debt to EBITDA ratio not to exceed 2:1. Enertec and Micronet have met all of their bank covenants. As of December 31, 2012, the shareholders' equity of Enertec was 22,807,000 NIS which constitutes 47.8% of the total liabilities on its balance sheet. As of December 31, 2012 (i) the shareholders' equity of Micronet was 52,934,000 NIS which constitutes 66.1% of the total liabilities on its balance sheet, (ii) Micronet's cash and marketable securities was 37,583,000 NIS (approximately \$10,068,000) and (iii) Micronet's financial debt to EBITDA ratio was approximately 1:4.

Financing Needs

Although we currently do not have any material commitments for capital expenditures, we expect our capital requirements to increase over the next several years as we continue to support the organic and non-organic growth of our business. Among other activities, we plan to develop, manufacture and market larger-scale solutions, support our growing manufacturing and finance needs, continue the development and testing of our suite of products and systems, increase management, marketing and administration infrastructure, and embark on developing in-house business capabilities and facilities. Our future liquidity and capital funding requirements will depend on numerous factors, including, but not limited to (i) the levels and costs of our research and development initiatives, (ii) the cost of hiring and training additional highly skilled professionals (mainly engineers and technicians), qualified stronger management, and sales and marketing personnel to promote our products, and (iii) the cost and timing of the expansion of our development, manufacturing and marketing efforts.

Based on our current business plan, we anticipate that our cash balances, including the net proceeds from this offering and cash generated from future sales will be sufficient to permit us to conduct our operations and to carry out our contemplated business plans for the next twelve months. However, this offering is intended to better enable the Company to grow and meet its future operating and capital requirements. Currently, the only external sources of liquidity are our banks, and we may seek additional financing from them or through securities offerings to expand our operations, using new capital to develop new products, enhance existing products or respond to competitive pressures.

Results of Operations

Year Ended December 31, 2012 Compared to Year Ended December 31, 2011

Revenues

Revenues for the year ended December 31, 2012 were \$17,788,000 as compared to \$10,146,000 for the year ended December 31, 2011. This represents an increase of \$7,642,000, or 75%, for the year ended December 31, 2012. The increase in revenue is primarily due to consolidating Micronet's financial results following the Acquisition in September 2012. Micronet contributed \$7,341,000 to our consolidated revenues for the four months from September until December 31, 2012 while Enertec accounted for an increase in revenues of \$301,000 for the year ended December 31, 2012.

During 2011, Micronet launched a new line of products (the CE500 series) and commenced sales to strategic customers, significantly increasing its revenues in 2011 and 2012. During the year ended December 31, 2012, Micronet sold 69,000 devices, compared to 37,000 devices during the year ended December 31. Its total revenue for the year ended December 31, 2012 increased by approximately \$16 million or 133%, as compared to the year ended December 31, 2011. U.S. revenue was approximately 92% of the total revenue in the year ended December 31, 2012 as compared to approximately 86% of the total revenue in the year ended December 31, 2011. The increase in U.S. revenue from fiscal year 2011 to 2012 was primarily attributable to orders from our largest customer in the United States, PeopleNet. The increase in revenue from fiscal 2011 to 2012 is also partially attributable to upgrades and optimization of the manufacturing and delivery capabilities of Micronet which enabled us to recognize revenues upon delivery on an expedited basis.

Gross profit increased by \$149,000, to \$3,998,000 for the year ended December 31, 2012 as compared to \$3,849,000 for the year ended December 31, 2011. The actual increase in gross profit was \$1,320,000 which was reduced by \$1,171,000 due to a one-time depreciation of fair value of inventory in connection with the Acquisition.

Gross profit as a percentage of sales was 22% for the year ended December 31, 2012 compared to 38% for the year ended December 31, 2011. As explained above, the decrease in gross profit as a percentage of sales is primarily attributable to the depreciation of fair value of inventory in connection with the Acquisition.

Selling and marketing

Selling and marketing costs are part of operating expenses. Selling and marketing costs for the year ended December 31, 2012 were \$752,000, as compared to \$350,000 for the year ended December 31, 2011. The

TABLE OF CONTENTS

increase is primarily due to operations of Micronet which accounted for \$373,000 of the increase in selling and marketing costs for the four months from the Acquisition through December 31, 2012.

General and administrative

General and administrative costs are part of operating expenses. General and administrative costs for the year ended December 31, 2012 were \$2,243,000 as compared with \$1,366,000 for the year ended December 31, 2011. The increase in the general and administrative costs is primarily due to the operations of Micronet which accounted for \$537,000 of the increase in the general and administrative costs for the four months from the Acquisition through December 31, 2012.

Research and Development Costs

Research and development costs are part of operating expenses. Research and development costs for the year ended December 31, 2012 were \$777,000 compared to \$240,000 for the year ended December 31, 2011. The increase in research and development is primarily due to the operations of Micronet, which accounted for \$559,000 of the increase in research and development costs for the four months from the Acquisition through December 31, 2012. Since Micronet invests a larger portion of its income in research and development as compared to Enertec, management believes that there will be an increase in the research and development costs and portion of revenue in the near future.

Operating Expenses

For the year ended December 31, 2012, operating expenses totaled \$4,323,000 which represents an increase of \$2,367,000 from the year ended December 31, 2011. The increase in operating expenses as explained above is the result of consolidating Micronet's operating expenses following the Acquisition.

Interest expense, net

Interest income, net for the year ended December 31, 2012 was \$89,000 compared to interest expenses of \$567,000, for the year ended December 31, 2011. The increase in interest income is due to the change in fair value of the First Warrant that resulted in a gain of \$567,000 and also due to the change in fair value of the Micronet put and call options that resulted in an income of \$719,000 for the year ended December 31, 2012.

Gain on bargain purchase

Following the Acquisition, we performed an independent valuation and as a result we determined that there was a gain on bargain purchase in connection with the Acquisition. We determined that the fair values of assets acquired pursuant to the Acquisition exceeded the purchase price by approximately \$4,623,000, which was recorded as a bargain purchase gain, and is shown as a separate component of non operating income. The gain is not a taxable income event for tax purposes. Management's determination that a gain should be recorded was based largely on the following:

- Micronet is a publicly-traded company on the Tel Aviv Stock Exchange, or TASE. The purchase price takes into consideration the average price per Micronet share for the 12 month period prior to the Closing Date. The average price per Micronet share for the 12 month period prior to the Closing Date was approximately 2.2 NIS, whereas the purchase price was 2.1 NIS.
- In addition to the cash consideration paid in the transaction as aforementioned, additional consideration for the Sellers is attributable to their expectation that the new controlling shareholders of Micronet together with the management team, will be able to use their experience, abilities and expertise to increase Micronet's value and thereby increase the value of the remaining shares held by the Sellers. Accordingly, the transaction was structured so that the Sellers continue to be stockholders of Micronet. The Sellers hold approximately 30% of the company's outstanding share capital following the Acquisition.

Our net income attributable to the Company was \$5,417,000 in the year ended December 31, 2012, compared to net income attributable to the Company of \$1,359,000 in the year ended December 31, 2011. This represents an increase in net income of \$4,058,000. The increase was primarily the result of gain on bargain purchase of Micronet pursuant to the Acquisition. This gain is not taxable income.

Off-Balance Sheet Arrangements

We do not have any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect that is material to investors on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources.

Critical Accounting Policies

Principles of consolidation. The consolidated financial statements comprise the Company and its subsidiaries. Control is the power to govern the financial and operating policies of an entity so as to obtain benefits from its operating activities. In assessing control legal and contractual rights are taken into account. The consolidated financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases. Intercompany transactions and balances are eliminated upon consolidation.

Accounts receivable and allowances for doubtful accounts. Our trade receivables include amounts due from customers. We perform ongoing credit evaluations of our customers' financial condition and we require collateral as deemed necessary. We maintain allowances for doubtful accounts for estimated losses resulting from the inability of our customers to make payments. In judging the adequacy of the allowance for doubtful accounts, we consider multiple factors including the aging of our receivables, historical bad debt experience and the general economic environment. Management applies considerable judgment in assessing the realization of receivables, including assessing the probability of collection and the current creditworthiness of each customer. If the financial condition of our customers were to deteriorate, resulting in an impairment of their ability to make payments, additional allowances may be required.

Impairment of long-lived assets. In accordance with ASC 360-10, "Accounting for the Impairment or Disposal of Long-lived Assets," long-lived assets, such as property, plant and equipment and purchased intangibles subject to amortization are reviewed for impairment whenever events or changes in circumstances indicate that the carrying value of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying value of an asset to estimated undiscounted future cash flows expected to be generated by the asset. If the carrying value of an asset exceeds its estimated future cash flows, an impairment charge is recognized in the amount by which the carrying value of the asset exceeds the fair value of the asset.

Revenue recognition. The Company enters into long-term fixed-price contracts with customers to manufacture test systems, simulators, and airborne applications. Revenue on these long-term fixed-price contracts is recognized under the percentage-of-completion method. In using the percentage of completion method, revenues are recorded based on the percentage of completion incurred to date on a contract relative to the estimated total expected contract completion. Management uses historical experience, project plans and an assessment of the risks and uncertainties inherent in the arrangement to establish the total estimated costs. The percentage of completion is established by the costs incurred to date as a percentage of the estimated total costs of each contract (cost-to-cost method). Contract costs include all direct material and labor costs and those indirect costs related to contract performance. The Company begins recognizing revenue on a project when persuasive evidence of an arrangement exists, recoverability is probable, and project costs are incurred. The Company recognizes contract losses, if any, in the period in which they first became evident.

Revenues from the sales of MRM products are recognized when persuasive evidence of an arrangement exists, delivery has occurred, the fee payable by the customer is fixed and determinable; and collection of the resulting receivable is reasonably assured. The title and risk of loss passes to the customer, delivery has occurred and acceptance is satisfied once the product leaves the Company premises.

Income taxes. The application of tax laws and regulations is subject to legal and factual interpretation, judgment and uncertainty. Accounting for uncertainty in income taxes requires that tax benefits recognized in the financial statements must be at least more likely than not of being sustained based on technical merits. The amount of benefits recorded for these positions is measured as the largest benefit more likely than not to be sustained. Significant judgment is required in making these determinations. As of December 31, 2012, there are no unrecognized tax benefits. Deferred taxes and liabilities are determined utilizing the "asset and liability" method, whereby deferred tax asset and liability account balances are determined based on

TABLE OF CONTENTS

differences between financial reporting and the tax basis of assets and liabilities and are measured using the enacted tax rates and laws that will be in effect when the differences are expected to reverse. We provide a valuation allowance, when it is more likely than not that deferred tax assets will not be realized in the foreseeable future. In calculating our deferred taxes and liabilities we are taking into account various estimates, which are examined and if necessary adjusted on a quarterly basis, regarding our future utilization of future carry forward losses.

Intangible assets. Intangible assets have been recorded as a result of Micronet's acquisition. Intangible assets that are not considered to have an indefinite useful life are amortized using the straight-line basis over their estimated useful lives of between 3 to 5 years. The carrying amount of these assets is reviewed whenever events or changes in circumstances indicate that the carrying value of an asset may not be recoverable. Recoverability of these assets is measured by comparison of the carrying amount of the asset to the future undiscounted cash flows the asset is expected to generate. If the asset is considered to be impaired, the amount of any impairment is measured as the difference between the carrying value and the fair value of the impaired asset.

Recent Accounting Pronouncements

In July 2012, the Financial Accounting Standards Board, or FASB, issued Accounting Standard Update 2012-02, "*Intangibles — Goodwill and Other (Topic 350): Testing Indefinite Intangibles Assets for Impairment*," which amended the guidance in ASC 350-30 on testing indefinite-lived intangible assets, other than goodwill, for impairment allowing an entity to perform a qualitative impairment assessment. If the entity determines that it is not more likely than not that the fair value of the reporting unit is less than the carrying amount, further testing of indefinite-lived intangible assets for impairment is not required and the entity would not need to calculate the fair value of the asset and perform a quantitative impairment test. In addition, the standard did not amend the requirement to test these assets for impairment between annual tests if there is a change in events or circumstances; however, it revised the examples of events and circumstances that an entity should consider in interim periods, which are identical to those assessed in the annual qualitative assessment described above. ASU 2012-02 was effective for annual and interim impairment tests performed for fiscal years beginning after September 15, 2012, with early adoption being permitted. The Company believes that the adoption of this standard will not have a material impact on its consolidated financial statements.

In December 2011, the FASB issued Accounting Standard Update No. 2011-11, "*Balance Sheet (210): Disclosures about Offsetting Assets and Liabilities*," which requires additional disclosures about the nature of an entity's rights of setoff and related arrangements associated with its financial instruments and derivative instruments. The disclosure requirements are effective for annual reporting periods beginning on or after January 1, 2013, and interim periods therein, with retrospective application required. In January 2013, the FASB issued Accounting Standard Update No. 2013-01, "*Clarifying the Scope of Disclosures about Offsetting Assets and Liabilities*." The Company believes that the adoption of both the standard and the update will not have a material impact on its consolidated financial statements.

BUSINESS

We are a Delaware corporation that was formed on January 31, 2002. We operate through two Israel-based companies, Enertec, our wholly-owned subsidiary, and Micronet, in which we have a controlling interest, which develop, manufacture, integrate and globally market rugged computers, tablets and computer-based systems and instruments for the commercial, defense and aerospace markets. Our products, solutions and services are designed to perform in severe environments and battlefield conditions.

Micronet operates in the growing commercial MRM market. Micronet designs, develops, manufactures and sells rugged mobile computing devices that provide fleet operators and field workforces with computing solutions in challenging work environments. Micronet's vehicle cabin installed and portable tablets increase workforce productivity and enhance corporate efficiency by offering computing power and communication capabilities that provide fleet operators with visibility into vehicle location, fuel usage, speed and mileage. Micronet's customers consist primarily of ASPs and solution providers specializing in the MRM market. Currently, Micronet does not sell to end-users. Its customers are generally MRM solution and service providers, such as Trimble, primarily through its subsidiary PeopleNet, and XRS Corporation. These companies sell Micronet's products as part of their MRM systems and solutions. Micronet has customers in 20 countries. The United States currently constitutes its largest market, representing approximately 86% of revenue for the year ended December 31, 2011 and 92% for the year ended December 31, 2012. For the year ended December 31, 2011, Micronet's largest customer was PeopleNet, which represented approximately 39% of its revenues. The next largest customer represented approximately 16% of its revenues. For the year ended December 31, 2012, Trimble and PeopleNet combined (as a result of the acquisition of PeopleNet by Trimble), represented approximately 79% of Micronet's revenues. In the year ended December 31, 2012 no other customer accounted for more than 9% of Micronet's revenue.

We acquired control of Micronet in September 2012 and until January 21, 2013 we owned 50.1% of Micronet. On January 21, 2013, each of Micronet's Chairman of the board of directors and Chief Executive Officer exercised certain options to purchase Micronet ordinary shares. Collectively, Micronet's Chairman, its Chief Executive Officer and other executives currently hold options exercisable for approximately 4% of Micronet's outstanding ordinary shares, and approximately 90% of these options are "in the money", meaning the exercise price is less than the current market price. In addition, securities convertible into approximately 1.75% of Micronet's outstanding ordinary shares are outstanding; however, these securities are not currently "in the money." As a result of the stock option exercises, our ownership of Micronet shares was diluted from 50.1% to 48.06%. Because of Micronet's current business and future prospects, we intend to control at least a majority of the outstanding Micronet ordinary shares. On March 17, 2013, we entered into a voting agreement with Shlomo Shalev, Micronet's Chairman who holds approximately 3% of Micronet's outstanding ordinary shares and options exercisable for approximately 2% of Micronet's outstanding ordinary shares, pursuant to which we agreed to meet with Mr. Shalev prior to each shareholders meeting of Micronet to coordinate our voting on each matter to be voted upon and, in the event we are not able to reach an agreement with respect to voting, Mr. Shalev will vote all of his Micronet shares in accordance with our instructions. The voting agreement may be terminated by either party upon 90 days' prior written notice. In addition, we plan to exercise certain options we own to buy additional Micronet ordinary shares and increase our actual percentage ownership of Micronet to at least 50.1%. Currently, the exercise prices of our options are less than the market price of Micronet's ordinary shares.

Enertec operates in the Defense and Aerospace markets and designs, develops, manufactures and supplies various customized military computer-based systems, simulators, automatic test equipment and electronic instruments. Enertec's solutions and systems are designed according to major aerospace integrators' requirements and are integrated by them into critical systems such as command and control, missile fire control, maintenance of military aircraft and missiles for use by the Israeli Air Force and Navy and by foreign defense entities. Approximately 65% of our revenues for the year ended December 31, 2011 were from independent business units or groups within IAI, the leading Israeli defense system integrator, and approximately 26% were from business units of Rafael, another Israeli state-owned major defense developer and integrator of critical weapon systems. For the year ended December 31, 2012, IAI represented approximately 78% and Rafael represented approximately 11% of Enertec's revenues, respectively. These distinct units and groups create diversity to our business and revenue streams. The system integrators that are our primary customers market their solutions throughout the world and

TABLE OF CONTENTS

across the full spectrum of military applications (land, sea and air). Command and control systems represented approximately 74% of Enertec's revenues for the year ended December 31, 2011 and 75% for the year ended December 31, 2012 and our automated test equipment represented 22% of Enertec's revenues for the years ended December 31, 2011 and 2012.

Management believes that the demand for our products, systems and solutions is not affected significantly by fluctuations in any particular geographic market outside the State of Israel because our products, systems and solutions can be tailored to fit the needs of these different disciplines and are not limited to any specific geography.

Our strategy focuses on continued internal growth through diligent efforts in our traditional growing markets with new technologies and innovative systems and products, as well as the development of new potential segments and markets. To enhance our growth, we also look for appropriate acquisitions to complement and expand our offerings, support our goals and increase our competitive strengths. We concentrate the majority of our resources, including our marketing and sales efforts, in the United States, Israeli and European markets and the large growing Indian defense market.

In order to sell into the Indian defense market, in 2011, we entered into an agreement establishing a new joint venture with Amtek, a leading Indian industrial group, to market, manufacture and sell systems and solutions in India based on Enertec's technological and engineering capabilities. Amtek organized and is operating the joint venture entity. However, our investment is subject to the approval of FIPB. We have submitted all necessary application materials and are awaiting the FIPB's approval of our application to acquire our ownership stake. Management believes that the joint venture will enable us to deliver additional solutions to current and potential customers to satisfy their local procurement obligations in India that derive from their sales to Indian governmental entities. The joint venture also has the potential to create new sales opportunities in India and nearby markets.

Subsidiaries

We have three subsidiaries and a controlling interest in Micronet. The Company is the sole owner of Enertec Electronics, which, on October 17, 2010, in line with its strategy to focus on its main business, sold all of its assets and business in the field of marketing and distribution of civil power supplies, related third party power products, power supply testing equipment for an aggregate consideration of 1,020,000 NIS (approximately \$278,000) and consequently became a holding company.

Enertec Electronics, directly and indirectly, is the holder of our current business operations as follows:

- Enertec, which in March 2011 became a wholly-owned subsidiary of Enertec Management Ltd., a private Israeli company wholly owned by Enertec Electronics.
- Micronet, an Israel-based manufacturer and developer of rugged computers, tablets and computer based systems whose shares are traded on the TASE, in which we acquired a controlling interest in September 2012 through Enertec Electronics' acquisition of the controlling interest of Micronet. We currently own 48.06% of its outstanding common shares.

Enertec

Enertec designs, develops and manufactures computer based instruments and electronic solutions designed to perform in severe environments and battlefield conditions, primarily for military use on land, air and sea. Enertec's products are grouped into two material product lines: computer-based command and control systems and automatic test equipment. These product lines generate approximately 90% of Enertec's annual revenues. The command and control systems are integrated in air defense missiles and other weapon systems and are designed to operate in severe environments. The automatic test equipment line includes a variety of test systems and simulators that test and assure combat readiness of aircraft and missiles. Enertec's solutions and systems are tailored to customers' specifications and are, or are integrated into, critical weapon systems. Among our main solutions are:

- ruggedized portable command and control systems
- command and control stations

TABLE OF CONTENTS

- fire control systems for missiles
- military aircraft support systems
- missile simulators

Enertec holds high security clearance in Israel for the most sensitive defense programs. Our solutions and systems are used by the Israeli Air Force and Navy and by other foreign defense entities served by our customers.

Enertec's quality control systems are ISO9000:2008 compliant. ISO9000:2008 is the international standard for quality assurance and quality design. This standard is important to customers that order custom-made products and is made up of a combination of quality system requirements.

Enertec generates revenue mostly through funded development, which involves the development of a small number of products for evaluation and anticipated production, and through direct sales from the mass production of its developed product. Enertec generates additional revenue from the customization and upgrades to its products.

New products

In addition to our traditional systems and products, we have been developing new systems, solutions and products in the following areas: (i) operationally resilient computers integrated into various weapon systems, (ii) missile launch platforms, (iii) command and control systems, and (iv) missile communications systems. These systems utilize advanced know-how developed by Enertec's trained and highly-skilled technical personnel. Management believes that Enertec's know-how and expertise will enable us to further increase our offerings to existing and other customers' strategic projects in land, air and sea.

Market conditions

The defense and homeland security market, in which we operate through Enertec, includes the design and manufacturing of electronic systems developed to enhance large-scale military land, airborne and seaborne tactical platforms. These systems include military computer based systems, simulators, automatic test equipment and electronic instruments that are used or integrated in critical weapon systems such as command and control systems, missile fire control systems, support military aircraft systems and other defense systems and equipment such as night visions systems, UAV systems, laser products, airborne photography measures, processing and display of data systems and communications systems. In the Israeli defense market, Israeli providers supply a significant portion of their products to the Israeli defense forces specifically in view of the continuing defense needs of the State of Israel. However, the Israeli defense industry is also a well respected exporter of its products to armies and security forces worldwide and such international markets provide for stable demand for military and security products.

Marketing strategies

Our sales and marketing efforts focus on developing new business opportunities as well as generating follow-on sales from our existing customers. Our sales efforts are generated primarily through our internal sales team, although we also retain third-party selling agents from time to time. Various members of our senior management also serve as effective sales representatives who contribute to the generation of military and corporate business due to their long-standing customer relationships and knowledge of our customers' mission-critical requirements. We continue to explore various Israeli and international business partnerships to increase our sales and market penetration. We actively participate in trade shows involving technology and electronics defense operations. Recently we entered into an agreement to establish a new joint venture in India which will be used as a marketing, manufacturing and sales platform for our products, systems and solutions in India, Asia and other parts of the world. Additionally, our business development efforts include our website, preparation and distribution of marketing materials, advertising directed toward the defense and homeland security market and product demonstrations.

Our strategy is to anticipate the needs of our clients, to make investments in research and development and initiate development of those products and solutions that we believe will meet their needs. By doing so, we shorten our time to market and gain an edge on our competition. Furthermore, we have been able to identify

TABLE OF CONTENTS

those current and potential clients that that we believe are likely to place large orders, and we focus our attention on developing our relationship with them. When successful, we are in an excellent position to offer both basic and advanced, sophisticated products enabling us to expand our relationship with these clients and resulting in additional revenue streams. In these cases, deepening our relationship with our clients creates the opportunity to incorporate our solutions into our customers' core components and critical systems. By continuously diversifying into new and more complex products and fully scaled systems, we have been able to set Enertec apart from its competition. We also continue to increase our suite of custom products based on our proprietary designs and technologies. These products are core components of several long-term military programs spearheaded by our customers, which historically have expected purchase lifecycles over periods of up to 10 years.

Customers

Enertec's customers are primarily leading Israeli defense system integrators. The system integrators' customers are various defense ministries of Israel and other countries worldwide. The balance of our sales is made directly to the Israeli Ministry of Defense and armed forces that place direct orders.

Approximately 90% of our annual revenues in the past two years were from independent business units or groups within Rafael and the IAI, the two leading Israeli defense system integrators. These distinct units and group create diversity to our business and revenue streams.

The system integrators that are our primary customers market their solutions throughout the world and across the full spectrum of military applications (land, sea and air). Management believes that the demand for our products, systems and solutions is not affected significantly by fluctuations in any particular geographic market outside the State of Israel because our products, systems and solutions can be tailored to fit the needs of these different disciplines and are not limited to any specific geography.

Backlog

As of December 31, 2012, Enertec had a backlog of orders for our systems, products and services in the amount of approximately \$10.1 million (including \$0.6 million in framework orders, which are orders that can be exercised from time to time but are an obligation of ours for the entire amount). As of December 31, 2011, Enertec had a backlog of orders for our systems, products and services in the amount of approximately \$11.5 million (including \$2.8 million in framework orders).

Competition

The defense market in which we operate through Enertec is fractured and our main competition comes from customers' internal development and manufacturing divisions and a number of relatively small Israeli companies that specialize in electronic systems.

Suppliers

Our suppliers are diversified, and we are not dependent upon a limited number of suppliers for essential raw materials, components, services or other items. In order for us to maintain the standards required by our customers, we require that our suppliers be well-established, with facilities and manufacturing abilities that comply with our relevant standards. Although we are not dependent on any one supplier, disruptions in normal business arrangements due to the loss of one or a few suppliers could adversely affect us. Disruptions also may be experienced if our existing suppliers are no longer able to meet our requirements or if there is an industry shortage of electronic or mechanical components. Not only could these disruptions limit our production capacity, but also, if there is a shortage of components, such disruption could result in higher costs. The raw materials we use are either electronic components purchased from suppliers, or mechanical components primarily manufactured by local subcontractors.

Employees

As of December 31, 2012, we had approximately 82 full-time employees at Enertec. Of these employees, 62% are employed in engineering and manufacturing positions, and the remainder are employed in sales, management and administrative positions. Our employees are not represented by any collective bargaining agreement, and we have never experienced a work stoppage. We believe we have good relations with our employees.

TABLE OF CONTENTS

Israeli labor laws and regulations apply to all employees based in Israel. The laws principally concern matters such as paid vacation, paid sick days, length of the workday, payment for overtime and severance payments upon the retirement or death of an employee or termination of employment under specified circumstances. The severance payments may be funded, in whole or in part, through a managers' insurance fund or a pension fund. The payments to the managers' insurance fund or pension fund toward severance amount to 8.3% of wages. Furthermore, Israeli employees and employers are required to pay predetermined sums to the National Insurance Institute of Israel. Since January 1, 1995, these amounts also include payments for health insurance. The payments to the National Insurance Institute amount to approximately 14.5% of wages, of which the employee contributes 66% and the employer contributes 34%.

Research and development expenditures

Research and development costs totaled approximately \$218,000 and \$240,000 for the years ended December 31, 2012 and 2011, respectively, which equates to approximately 2% of revenues for each period. These expenditures have adequately satisfied our research and development requirements. We are using our engineering resources to research and design new technologies that we expect to implement into the new projects and large military programs of our core customers.

Seasonal aspects of our business

The sales of military products experience seasonal variations because the Israeli Ministry of Defense frequently delays project approvals until near the end of the fiscal year. Therefore, new orders to the military suppliers, including Enertec, are delayed until the second half of the year. In addition, some of our customers require increased deliveries during the last weeks of the year in order to fulfill contractual delivery obligations to their own customers. As a result, we often experience an increase in our fourth quarter sales relative to sales in other quarters.

Intellectual property

Although we are not dependent on patents or trademark protection with regard to Enertec's business and do not expect to be at any time in the future, proprietary rights are important to Enertec's business because its ability to remain competitive in the market is dependent to a significant degree on its proprietary solutions and the technologies on which they are based. Enertec develops systems for its clients on a "work for hire" basis. Although, Enertec does not claim any rights in the products or services that it provides, its proprietary modules and subsystems play an integral and significant part in the development of the products and services that it ultimately delivers. To protect its proprietary rights in these modules and subsystems, Enertec primarily relies on a combination of copyright and trade secret laws, internal know-how, technological innovations and agreements with third parties, such as license agreements. In addition, Enertec employs internal controls such as the use of confidentiality and non-disclosure agreements. Enertec believes its proprietary technology incorporates processes, know-how, methods, algorithms, hardware and software that are the result of more than ten years of experience resulting in in-house expertise and thus are not easily copied. Further, most of the production process is performed in-house with the exception of certain components that are manufactured by subcontractors. This limited outsourcing process allows Enertec to maintain the majority of its proprietary information and know-how within the company and lowers its exposure to the risk of its technology solutions being copied or used by any third parties.

Enertec's management, together with its research and development team, closely and continuously monitor the technological developments in the market. Enertec considers and evaluates on an ad hoc basis whether technology and proprietary assets should be acquired through independent in-house development or through the purchase of patent or other technology licenses.

Regulation

Enertec's electronic products must comply with the UL standards of the United States and CE standards of Europe to be eligible for sale in the respective countries subject to these standards. Each system must be tested, qualified and labeled under the relevant standards. This is a complicated and expensive process and once completed, the approved product may not be altered for sale.

Properties

Enertec's properties consist of leased combined office and manufacturing facilities used for sales, support, research and development, manufacturing, and our headquarters (management and administrative personnel). Enertec's offices and facilities currently consist of approximately 25,000 square feet located in Karmiel, in the north of Israel leased at approximately \$200,000 per year for the remaining lease duration. The lease term expires in June 2021, subject to two five-year extension options and early termination provision after five years, which we hold. We believe that Enertec's present facilities are suitable for its existing and projected operations for the near future.

Legal proceedings

Enertec is not subject to any legal proceedings that have materially affected, or are reasonably likely to materially affect, our business or financial position.

Micronet

Micronet is based in Azor, Israel, near Tel Aviv and is engaged in the design, development, manufacture and global marketing of rugged, automotive-grade, mobile computing devices for fleet and workforce management solutions. Micronet operates in the MRM market. Micronet's vehicle cabin installed and portable tablets increase workforce productivity and enhance corporate efficiency by offering computing power and communication capabilities that provide fleet operators with visibility into vehicle location, fuel usage, speed and mileage.

Micronet conducts its sales and support activities through its Israeli facilities in conjunction with sales offices in the United States and the United Kingdom. Micronet's customers are leading international MRM solution and service providers. The company maintains an in-house research and development staff and operates an ISO 9001-2008 certified manufacturing facility. With the exception of certain components purchased from subcontractors, Micronet manufactures its products and solutions using its own facilities, capabilities and resources, which enables it to control and manage the manufacturing process. Micronet combines more than 20 years of experience in the industry with strong technical capabilities to provide a broad range of products and solutions that have met the rigorous standards of our clients.

Micronet's ruggedized mobile computing devices are designed and manufactured to fit the special requirements of the MRM market, enabling customers to operate in challenging work environments, such as extreme temperatures, repeated vibrations or dirty and wet or dusty conditions. Micronet's products, in conjunction with available third-party mobile applications solutions, provide fleet operators with real-time visibility into vehicle location, fuel usage, speed and mileage, as well as other insights into their mobile workforce, reducing operating and capital costs while increasing revenue. Micronet's products are used in a wide range of MRM industry sectors, including:

- haulage and distribution, which includes short- and long- haul trucking and distribution servicing of urban retail and wholesale needs, such as delivery of packages, parts and similar items;
- public transport, which refers mainly to buses, para-transit, taxis and limousine services;
- construction, which refers to vehicle fleets that are involved in the construction industry such as cement trucks and heavy equipment;
- service industries, which include insurance companies, rental car companies and other companies operating large mobile service force of technicians, installers and similar personnel;
- municipalities, which include waste management and field workers such as public works; and
- public safety services, which includes fire departments, ambulances, police and forestry.

Micronet's products are fully programmable and provide customers with the operational flexibility to customize such products for their ongoing needs via a comprehensive development tool kit package that enables them to develop independently and support their own industry-specific applications and solutions.

Micronet's strategy is to continue to leverage its market position in the U.S. and European markets, to become a market leader for MRM products and services.

Recent developments

During 2011, Micronet launched a new line of products (the CE500 series) and commenced sales to strategic customers, which significantly increased its revenues in the years ended December 31, 2011 and 2012. Micronet believes that awareness and demand for MRM solutions is significantly increasing as customers seek to optimize their mobile asset utilization of commercial vehicle fleets and enhance workforce productivity and customer satisfaction.

During the year ended December 31, 2012, Micronet sold 69,000 devices, compared to 37,000 devices during the year ended December 31, 2011. Its total revenue for the year ended December 31, 2012 increased by approximately \$16 million or 133%, as compared to the year ended December 31, 2011. U.S. revenue was approximately 92% of the total revenue in the year ended December 31, 2012 as compared to approximately 86% of the total revenue in the year ended December 31, 2011. The increase in U.S. revenue from fiscal year 2011 to 2012 was primarily attributable to orders from our largest customer in the U.S.

Micronet's key initiatives for future revenue growth include the following:

- Expanding sales activities in the North American and European markets.
- Establishing strong relationships with new European and U.S. tier 1 customers and partners.
- Upgrading and enhancing current products and engaging in new product development based on input from clients and partners.
- Partnering with major truck manufacturers to develop a built-in, fit-to-purpose original equipment manufacturer, or OEM, platform.

Developments in the communication market in recent years have enabled Micronet to integrate its products into new standard technologies, which have reduced communication costs and extended availability, thereby increasing the demand for Micronet's products and solutions. Micronet has made significant investments in its facilities, infrastructures and manufacturing capabilities and has made product enhancements and strengthened functionality.

Micronet is at the pre-release stage of a new product, the CE300, which is designed to satisfy the needs of certain strategic customers using its current CE500 models. The CE300 aims to provide customers with enhanced features and capabilities, optimized for their specific requirements, at a lower cost than the CE500.

Market opportunity

Management believes that Micronet is well positioned to pursue a substantial market opportunity. The MRM market, in which we operate through Micronet, is growing and researchers forecast it will continue its double digit growth in the coming years. The Driscoll Licht Report estimated that in 2012 globally there were approximately 13.8 million subscribers to MRM services and forecasted that the number of subscribers will grow to approximately 32 million by 2016.

Further, as outlined in the Driscoll Licht Report, in the United States, which historically has been Micronet's largest market, there are currently approximately 5.7 million mobile data devices in service in MRM systems, which number is projected to grow to approximately 9.0 million by the end of 2015. In 2011, the global penetration rate of MRM systems was approximately 7%. The global penetration rate is forecasted to grow to approximately 14% by 2016. In the United States, which is the most advanced market, the penetration rate was approximately 15% in 2011. According to the Driscoll Licht Report, based on market, technology and regulatory developments in the past several years, the U.S. market penetration rate is projected to reach approximately 27% of all fleets by 2016.

Products and Services

Micronet currently offers mobile computing devices grouped in three broad categories: Entry Level, Mid-Range and Advanced, that range from basic display products for two-way messaging communication to the CE-500 series, available in a variety of product configurations with greater functionality. For the year ended December 31, 2012, its Advanced products represented approximately 90% of its revenues.

TABLE OF CONTENTS

Advanced products (covers our premier tablet computers that have higher level of capability and functionality and are offered at high-end prices)

- CE500 series. Micronet's latest product line was launched in 2011. It is a Microsoft WinCE based mobile computing platform, specifically designed for vehicle cabin mounted rugged computer and portable MRM applications. It offers either 7-inch (CE-507) or 4.3-inch (CE-504) touch color screens, fixed or portable. The platform features Microsoft Windows Embedded CE 6 operating system, supporting Compact Framework 3.5, and offers a comprehensive development environment for independent application programming and system integration. Its original layered architecture makes the CE-series highly modular and scalable, allowing for variable factory-set configurations by using plug-in modules. This cost effective design simplifies maintenance tasks, significantly extends product life expectancy and lowers total cost of ownership.
- CE300 series. Novel layered architecture enables OEMs, and telematics services providers, to remotely track the location and movements of vehicles and other assets, with a rugged, versatile, vehicle-centric and fixed-mount or portable mobile-computing platform for a variety of MRM applications.

Both models feature multiple, integrated wireless options: Quad band GPRS modem, GPS, Wi-Fi, and Bluetooth. All wireless options come with internal antennae. Physical interface options on these models include: USB, Serial RS-232 ports, dedicated interface for Dallas ID button reader, analog inputs, multiple digital inputs and outputs, and control signals for vehicle connectivity. Micronet sells a development package for independent application development for the CE500 series. Micronet's management expects that the CE300 series will have its commercial launch in March 2013.

Development Tool Kit. Micronet's development package, also called Development Tool Kit, or DTK, is intended for customers who wish to develop their own applications and to support automatic vehicle location, or AVL/fleet management. The development package provides all the tools required for application development quick-start, product testing and product evaluation. ASPs, Value Added Resellers, Solution Providers and System Integrators, specializing in MRM, Asset Control, and Real Time Vehicle Data Monitoring rely on Micronet's flexible and cost-effective systems to supplement their AVL/fleet management, and Computer Aided Dispatching hardware and software solutions.

Enhanced Technical Support and Professional Services. Micronet provides enhanced technical support and expert development services, designed to facilitate its customers' development work in connection with Micronet's systems and reduce time to market. Technical and support services are offered in three levels of service:

- DTK Support: Standard support, offered at no extra charge, to customers that purchase Micronet's DTKs.
- Developer Support Services: Consultation by engineers on application development and integration tasks. The service is offered on a retainer basis and includes code review, debugging and software and hardware engineering consultation.
- Professional Services — Custom Development: Custom software application development and integration services, that are quoted based on specific customer requirements, and managed by a Micronet project manager. Includes application design and system analysis, programming and integration, documentation and maintenance.

Mid-Range products (covers our products with mid-range level of capability and functionality that are offered at mid-range market prices):

- Net-960CE-S. Micronet's Net-960CE-S product family features an advanced WinCE.NET (supporting compact framework) development environment. Standard product configurations support an extended range of optional features and functions. These include wireless interfaces like GPS, GPRS, Wi-Fi, Disk on Chip and Bluetooth, as well as multiple vehicle I/O interfaces, communications and connectivity ports (USB, RS-232, J1708, CANBus) and support of peripheral

TABLE OF CONTENTS

devices, including an external, independent, 3rd party colored screen. The Net-960CE-S models are offered with a comprehensive DTK and software development packages for independent application development, backed by our technical support team.

- Net-960CE-X. Micronet's Net-960CE-X product family is a low-budget WinCE-based platform, utilizing C, C++, and Win32 API. It is designed as a rugged fixed-mount enclosure platform with advanced electronics. The Net-960CE-X platform features various interfaces, supporting peripheral devices, vehicle I/Os and wireless communication options, including built-in GPS and GPRS. The Net-960CE-X models are offered with a comprehensive Net-960CE-X DTK and software development kit, or SDK, for independent application development, supported by our technical support team.

Entry Level products (covers our more economical products with lower level of capability and functionality and offered at lower prices):

- M Series (M100 and M200/M201). Micronet's M-Series is a powerful, yet highly economical line of products, designed to enable versatile vehicle cabin-mounted rugged computer MRM applications. The M-Series is based on ThreadX, an advanced embedded, multithreading real time operating system. In the framework of the M-Series, Micronet offers two standard configurations: fixed mounted and detachable. A DTK and SDK are available, for independent integration and application development.
- Net-960CE. The Net-960E, based on Microsoft Windows CE, includes a range of features, rugged fixed-mount enclosure, advanced electronics and an open Microsoft-standards-based development environment that is highly versatile and scalable. The Net-960E is used for a variety of applications: driver log, interactive messaging, dispatch, status and form based reports. It offers connectivity through 2 RS-232 ports and I/Os to vehicle sensors. It also supports external peripherals, such as driver ID touch button, swipe card, bar-code wand and PS/2 keyboard interface. The Net-960E model has been superseded by the M-Series.

Micronet generates revenues primarily through the sale of its hardware products to service providers who sell those to end users. Micronet does not typically enter into service or maintenance contracts with respect to its products. Micronet customarily provides its customers with a 12-month warranty, with an option to extend such warranty, subject to the payment of applicable fees. Micronet's technical support and DTK support services generate the balance of Micronet's revenues.

Strategy

Micronet's strategy includes targeting potentially larger scale transactions that we expect could result in higher revenue as well as increased gross margin and overall profitability. Micronet's continuously analyzes the needs of the various vertical markets in which it operates in order to best serve its customers' needs. Micronet's strategy is driven by, and focused on, both continued internal growth of its business through the development of new potential markets, new technologies and innovative systems and products as well as through acquisitions.

Key elements of Micronet's strategy include:

- Continuing to focus on specific vertical markets, major accounts and OEM relationships to achieve broad penetration of its products.
- Continuing to invest efforts in its technology and product development, through collaborations with its partners.
- Launching in the near future the economical CE300 product to broaden its current offerings.
- Penetrating and developing the truck OEM market.
- Partnering with and/or acquiring complementary technology to broaden and deepen its offerings.

Micronet believes that one of its core competitive strengths is the breadth of its expertise in mobile data technologies, particularly in MRM technologies for the management of vehicle fleets and mobile workforces.

TABLE OF CONTENTS

Micronet intends to enhance its existing products and develop new products by continuing to make significant investments in research and development. Micronet further intends to continue its strategy of internally developing products in order to enter new market segments by collaborating closely with its strategic customers to outline and develop next generation platforms.

Micronet is increasingly pursuing international opportunities. For example, Micronet is seeking to expand and continue penetration into the European market, primarily through its relationship with its exclusive distributor in the United Kingdom.

Sales and Marketing

Micronet's customers consist primarily of ASPs, and solution providers specializing in the fleet and MRM markets. Currently, Micronet does not sell to end-users. Its customers are generally leading service providers of commercial solutions that integrate a wide range of positioning technologies and computing fleet communications in the MRM market, such as PeopleNet, which is a subsidiary of Trimble, and XRS Corporation, that have large-scale organizations and significant resources and in turn sell Micronet's products to end-users.

Micronet has customers in 20 countries. Micronet's main target markets are currently the U.S. and European markets. The United States currently constitutes its largest market, representing approximately 86% of revenue for the year ended December 31, 2011 and 92% for the year ended December 31, 2012. In any given year, a single customer may account for a significant portion of Micronet's revenue. In the year ended December 31, 2011, Micronet's largest customer, PeopleNet, located in the United States, represented approximately 39% of its revenues. The next largest customer represented approximately 16% of its revenues. For the year ended December 31, 2012, Trimble and PeopleNet (as a result of the acquisition of PeopleNet by Trimble) represented approximately 79% of Micronet's revenues. No other customer accounted for more than 9% of Micronet's revenue.

In September 2011, Micronet signed an exclusive distribution agreement with a United Kingdom distributor for the marketing of its systems to the European market. The objective of this relationship is to expand and continue penetration into the European market. Micronet's products are sold under the exclusive distribution agreement by way of direct sales to customers referred by the distributor in exchange for a commission payable to the distributor.

As of December 31, 2012, in addition to its European distributor as described above, Micronet maintained a sales team composed of three individuals who work closely with the engineering, development and purchase teams of Micronet's customers on the specification, testing, field tests, adaptations and customizations of the products according to customers' needs.

Research and Development

Micronet believes that one of its core competitive strengths is the breadth of its expertise in mobile data technologies, particularly in MRM technologies for the management of vehicle fleets and mobile workforces. Micronet has developed this expertise over a period of 30 years. It has an experienced engineering and product development team. In order to keep up with the rapid technology evolution and the changing needs of the markets in which it operates, Micronet intends to enhance its existing products and to develop new products, by continuing to make significant investments in research and development.

Micronet upgrades and enhances its existing products on an on-going basis, including based on input from its clients and partners and from other sources. Enhancements include the addition of capabilities, improvement of product functionality and performance, and adding features to the existing hardware in order to offer customers a variety of solutions. Micronet is in the pre-release phase of the CE300 series, a new, improved model of the CE500 series that is intended to provide its customers with enhanced features and capabilities, optimized for their specific requirements, at a lower cost.

Micronet seeks to design and manage product life cycles through a controlled and structured process. It involves customers and industry experts from its target markets in the definition and refinement of its product development. Product development emphasis is placed on meeting industry standards, ease of integration, cost reduction, design-for manufacturability, versatility and innovation, and quality and reliability.

TABLE OF CONTENTS

During the fiscal years ended December 31, 2012 and 2011, Micronet spent NIS 6.2 million (approximately \$1.6 million) and NIS 5.2 million (approximately \$1.4 million), respectively, on research and development activities. Micronet uses its own resources to finance its research and development activities and none of the cost of such activities is borne by its customers.

Competition

Micronet operates in a highly competitive industry. Further, during the last few years, competition in the field of mobile computers has significantly increased with the mass entrance and introduction to the market of smartphones, tablets, and laptops, as well as various GPS-based hand-held devices featuring additional functionalities.

Micronet's current business is focused on customers that are implementing "tailor made" solutions characterized by highly professional, mission critical and complex technological solutions. These solutions based on Micronet's products must sustain and maintain performance under extreme, challenging field conditions for extended periods of time.

Micronet believes it has approximately six direct competitors operating in Micronet's main markets. Most of these competitors are private companies or companies that do not disclose their sales or other financial information, making it difficult to estimate Micronet's market share and position in the market. Micronet believes that its most significant competitors include: Beijer Electronics, Inc., Morey Corporation (U.S.A.), Mobile Devices Corporation, MOTIA Co. Ltd, Advantech Co., Ltd. and Garmin USA, Inc.

This intensely competitive industry is characterized by rapidly changing technologies, evolving industry standards, frequent new product introductions and changes in customer requirements. In order to maintain its competitive strength, Micronet must continue to develop and introduce on a timely and cost-effective basis, new products and product features which are in line with the technological developments and emerging industry standards and address the increasingly sophisticated needs of its customers.

Micronet's management believes its strongest competitive advantages are the durability of its products and reputation in the industry. Its competitive strengths include the following:

- 30 years of field-proven experience, including engineering and manufacturing know-how;
- ability to deliver solutions and products to organizations and customers that are leaders in their respective industries;
- ability to integrate advanced technological capabilities to develop new solutions and products with its own manufacturing infrastructures and facilities, with full control over the end-to-end production process and cost-efficiencies;
- short "food chain" professional and direct marketing methodology focused on main target customers;
- reputation as a leading supplier in relevant markets;
- lasting working relationships with customers;
- an experienced, dedicated and competent management team; and
- proprietary technology and know-how that allows rapid configuration and implementation of new solutions to meet the special customer needs.

Manufacturing

With the exception of certain components purchased from subcontractors, Micronet manufactures its products and solutions using its own facilities, capabilities and resources, which enables it to control and manage the manufacturing process and ensure timely delivery. The manufacturing process includes development of electronic cards, assembly of microchips on the electronic cards and the assembly thereof within the unit, final testing and quality tests. On a case by case basis, subcontractors specializing in certain development or manufacturing aspects may be retained to achieve improvement, efficiency or reduction of costs of development and/or manufacturing processes.

TABLE OF CONTENTS

Following certain enhancements in its manufacturing and production capabilities in the last two years, Micronet has excess manufacturing capacity and has the ability to meet current or foreseeable manufacturing needs without making any significant investments. Implemented enhancements include:

- upgraded production and assembly line and purchased new machinery with significant higher component implementation scale;
- increased factory facilities and upgraded various infrastructures;
- entered into an agreement with a leading subcontractor in the field that operates two additional manufacturing facilities, has significant procurement and manufacturing capabilities and resources outside Israel that are available to Micronet;
- certified subcontractors to perform manufacturing process to ensure flexible manufacturing infrastructures and deployment that can be used for disaster recovery scenarios or rapid increase in production needs.

If additional manufacturing resources are needed to meet increased demand for Micronet's products, manufacturing capacity can be enhanced by outsourcing manufacturing processes, recruiting and training additional employees, adding shifts to the labor cycle and purchasing additional manufacturing equipment and machinery or other required infrastructures.

Intellectual Property

Proprietary rights are important to Micronet's business because its ability to remain competitive in the market is dependent to a significant degree on its proprietary solutions and products and the technology on which they are based. To protect its proprietary rights, Micronet primarily relies on a combination of copyright and trade secret laws, internal know-how, and agreements with third parties, such as license agreements. In addition, Micronet employs internal controls such as the use of confidentiality and non-disclosure agreements. Micronet believes its proprietary technology incorporates processes, know-how, methods, algorithms, hardware and software that are the result of more than 20 years of experience and in-house expertise and thus are not easily copied. Further, most of the production process is performed in house with the exception of certain specific components that are manufactured by a subcontractor. This limited outsourcing process allows Micronet to maintain the majority of its proprietary information and know-how within the company and lowers its exposure to the risk of its products or solution being copied or used by any third parties.

There is a significant amount of litigation with respect to intellectual property in the industry in which Micronet operates. Micronet has not, to date, been the subject of any claims or proceedings with regards to infringement of third party's proprietary rights and it believes that its products, solutions and services do not violate or infringe any third party's intellectual property rights.

Micronet's management, together with its research and development team, monitor closely and continuously all technological developments in the market. Micronet considers and evaluates on an ad hoc basis whether technology and proprietary assets should be acquired through independent in-house development or through the purchase of patent or other technological licenses. Where the purchase of third party proprietary technology, solution or products is required and can be of advantage to its business, Micronet would purchase a license and pay appropriate royalties or license fees. Micronet currently has all third-party licenses that it believes are necessary to maintain and develop its business.

Government Regulation

Micronet's business is subject to certain international standards such as FCC Part 15B, FCC ID, CE, and RoHS which define compatibility of interface and telecommunications standards to those implemented in Europe by the European Commission and in the U.S. by the Federal Communications Commission. Its solutions and products also comply with the E-Mark European standard, which is the standard that defines the compatibility of interface and telecommunications to all appliances installed in and around an automobile.

Employees

As of December 31, 2012, we had approximately 98 full-time employees at Micronet. Of these employees, 65% are employed in engineering and manufacturing positions, and the remainder are employed in sales,

TABLE OF CONTENTS

development, management and administrative positions. Our employees are not represented by any collective bargaining agreement, and we have never experienced a work stoppage. We believe we have good and sustainable relations with our employees.

Israeli labor laws and regulations apply to all employees based in Israel. The laws principally concern matters such as paid vacation, paid sick days, length of the workday, payment for overtime and severance payments upon the retirement or death of an employee or termination of employment under specified circumstances. The severance payments may be funded, in whole or in part, through a managers' insurance fund or a pension fund. The payments to the managers' insurance fund or pension fund toward severance amount to 8.3% of wages. Furthermore, Israeli employees and employers are required to pay predetermined sums to the National Insurance Institute of Israel. Since January 1, 1995, these amounts also include payments for health insurance. The payments to the National Insurance Institute amount to approximately 14.5% of wages, of which the employee contributes 66% and the employer contributes 34%.

Properties

Micronet currently maintains two facilities in adjacent buildings in Azor, Israel. One of these facilities is leased, or the Lease, and the other facility is under a long-term lease, or the Long Term Lease, under which Micronet has purchased "like ownership" rights from the Israeli Land Administration. The facility subject to the Long Term Lease is used as Micronet's headquarters and the facility subject to the Lease is an industrial building which houses its factory. Micronet's executive offices occupy approximately 9,688 square feet and house the corporate functions, sales support, marketing, finance, engineering and operating groups. The Long Term Lease expires in April 2028, subject to our option to extend the term by another 49 years. We do not pay rent with respect to this facility because we have purchased the lease rights. The factory facility occupies approximately 11,840 square feet and is used for the manufacturing and logistic support of the business, including warehouse. The Lease expires in June 2013, subject to our option to extend the term for two additional years until June 2015, and has a current annual base rent, including property management fees, of approximately \$130,000 per year. Micronet believes that its present facilities are suitable for its existing and projected operations for the near future.

Legal Proceedings

Micronet is not subject to any legal proceedings that have materially affected, or are reasonably likely to materially affect, its business or financial position.

MANAGEMENT

Executive Officers and Directors

The members of our board of directors and our executive officers, together with their respective ages and certain biographical information are set forth below. Mr. Lucatz receives no compensation for his services as a board member but is entitled to management services fees paid to a company under his control. Directors hold office until the next annual meeting of our stockholders and until their successors have been duly elected and qualified. Our executive officers are elected by, and serve at the designation and appointment of, the board of directors.

Name	Age	Position
David Lucatz	56	Chairman of the Board, Chief Executive Officer and President
Tali Dinar	41	Chief Financial Officer and Secretary
Chezy Ofir ⁽¹⁾⁽²⁾	61	Director*
Jeffrey P. Bialos ⁽³⁾	57	Director*
Jacob Berman ⁽¹⁾⁽³⁾	64	Director*
Miki Balin ⁽¹⁾⁽²⁾	42	Director*

* Will become a director upon effectiveness of this offering.

(1) Will become a member of the Audit Committee upon effectiveness of this offering.

(2) Will become a member of the Compensation Committee upon effectiveness of this offering.

(3) Will become a member of the Corporate Governance/Nominating Committee upon effectiveness of this offering.

The following is a brief account of the business experience of each of our directors and executive officers during the past five years or more.

David Lucatz was elected to our board of directors and appointed as our President and Chief Executive Officer in May 2010 and as a director of Micronet in September 2012. Since May 2010, Mr. Lucatz has been serving as the President of Enertec. Since 2006, he has been the Chairman of the Board, President and Chief Executive Officer of DLC, a boutique investment holding company based in Israel specializing in investment banking, deal structuring, business development and public/private fund raising with a strong focus in the defense and homeland security markets. From 2001 until 2006, he was part of the controlling shareholder group and served as a Deputy President and chief financial officer of I.T.L. Optronics Ltd., a publicly-traded company listed on the TASE engaged in the development, production and marketing of advanced electronic systems and solutions for the defense and security industries. From 1998 to 2001, he was the Chief Executive Officer of Talipalast, a leading manufacturer of Plastic products. Previously, Mr. Lucatz has been an executive vice president of Securitas, a public finance investments group. The board of directors believes that Mr. Lucatz's experience over the last 25 years in management, operations, finance and business development in corporate turnaround, roll-up and M&A situations and experience in the electronics defense and homeland security sectors provides us with the comprehensive and valuable perspective and judgment necessary to guide our strategies and monitor their execution. Mr. Lucatz holds a B.Sc. in Agriculture Economics and Management from the Hebrew University of Jerusalem and a M.Sc. in Industrial and Systems Engineering from The Ohio State University.

Tali Dinar has served as our Chief Financial Officer since May 2010, the Chief Financial Officer of Enertec since November 2009 and the Chief Financial Officer of Micronet since November 2012. Since October 2009, Mrs. Dinar has served as vice president, finance of DLC, where she serves as key advisor to the company's management and is responsible for implementing internal controls driving major strategic financial issues. From 2007 until 2009, she served as chief controller of the Global Consortium on Security Transformation, a global homeland security organization. From 2002 until 2007, she was the chief controller of I.T.L. Optronics Ltd. Mrs. Dinar holds a B.A. in Accounting and Business Management from The College of Management Academic Studies and earned her CPA certificate in 1999.

Professor Chezy Ofir will become a director upon effectiveness of this offering. He was appointed as a director of Micronet in September 2012. Professor Ofir has over 20 years of experience in business consulting

TABLE OF CONTENTS

and corporate management. During this period, Professor Ofir has served as a chairman and member of the boards of directors of a large number of companies in various sectors. Professor Ofir has been a director and Chairman of the Financial Reporting Committee of Makhteshim Agam, a leading manufacturer and distributor of crop protection products, has served as a director and member of all board committees of I.T.L. Optronics Ltd., a company which develops and markets advanced systems and solutions for the defense, warfare and security industries, and as a member of the board of directors, Chairman of the Audit Committee and member of all board committees of Shufersal, is the largest food and non-food retail chain in Israel. He served as a member of the Executive Export Trade and Marketing Committee of the Industry and Trade Ministry where he evaluated company programs and formulated and recommended funding to the committee. Professor Ofir has been a faculty member at the Hebrew University for more than 20 years. Professor Ofir founded an Executive MBA program for CEOs, which is the first and only program of its kind in Israel. Additionally, Professor Ofir has been the Chairman of the Marketing Department at the Hebrew University Business School since 1988. Professor Ofir has been invited as a lecturer or research partner to many top universities, including Stanford University, University of California Berkeley, New York University and Georgetown University. Professor Ofir's publications have been covered in media and leading international business magazines and papers, including The Financial Times, MIT Sloan Management Review and Stanford Business. The board of directors believes that Professor Ofir's extensive experience in consulting companies on strategic processes, international business development, business and marketing strategy, establishing control systems, products and new product strategies and pricing strategy will enable him to provide effective oversight as a member of our board of directors. Professor Ofir holds a B.Sc. and M.Sc. in Engineering and doctorate and master's degrees in Business Administration from Columbia University.

Jeffrey P. Bialos will become a director upon effectiveness of this offering. Mr. Bialos has broad ranging domestic and international legal experience spanning 22 years in private practice in Washington, D.C. with two large national law firms (currently, Sutherland, Asbill & Brennan LLP and, previously, Weil, Gotshal & Manges). He has represented a wide range of domestic and foreign firms (including large multinational corporations and leading defense and aerospace firms), foreign governments, development institutions such as the European Bank for Reconstruction and Development and the International Finance Corporation, private equity funds, public-private partnerships and other entities, in a diverse range of corporate and commercial, adjudicatory, regulatory, policy and interdisciplinary matters. He has considerable experience in Europe, the Middle East and Asia. The board of directors believes that his broad and intimate familiarity with the aerospace, defense, information technology, space and homeland security industries and the depth and breadth of his professional experience as a practicing lawyer will enable him to provide effective oversight as a member of our board of directors. Mr. Bialos holds a JD from the University of Chicago Law School, a MPP from the Kennedy School of Government at Harvard University and an AB from Cornell University.

Jacob Berman will become a director upon effectiveness of this offering. Mr. Berman has extensive experience in the finance, banking, and real estate industries. Since 2002, Mr. Berman has been advising corporate clients and high net worth individuals in the entry and financing of credit and real estate related transactions as President of JB Advisors, Inc. His past experience includes acting as President of Thor Funding, LLC, an arm of Thor Equities, from 2004 to 2005, where Mr. Berman was responsible for business development and investor relations. Prior to his role with Thor Funding, LLC, and most notably, Mr. Berman founded and presided at Commercial Bank of New York, a bank which he grew from 12 employees and \$15 million in capital to a NASDAQ listed company with 14 branches in Manhattan alone, 350 employees and \$2.3 billion in total client assets. From 2008 to 2010, Mr. Berman also served as President of GoldCrest Funding, a financial services firm that specializes in trade financing, factoring and asset-based lending. The board of directors believes that his significant experience in the finance and banking industry and his dual U.S. and Israeli citizenship will enable him to provide effective oversight as a member of our board of directors. Mr. Berman holds an MBA from the University of Chicago and a BA in Economics and Accounting from Queens College.

Miki Balin will become a director upon effectiveness of this offering. Mr. Balin is the CEO and founder of WinBuyer. WinBuyer, which he founded in 2004, develops products for e-retailers. Mr. Balin has devoted much of his career to managing marketing-related ventures. Prior to establishing Conversion Methods and WinBuyer, he founded Balin, Adatto & Cohen, a leading healthcare consulting and advertising firm in Israel.

[TABLE OF CONTENTS](#)

He also managed a family-owned food distribution company, and served as general manager of the Rina Shinfeld Ballet Theatre, where he still serves as a director today. In 2011, WinBuyer was awarded the “Best Product at eCommerce Expo” for its product Winbuyer 2.0. The board of directors believes that his experience as a business executive and in marketing will enable him to provide effective oversight as a member of our board of directors.

Key Employees and Members of Management

The following is a brief description of the business experience of our key employees who are not executive officers:

Shlomo Spokone Shalev, age 50, has been Chairman of the Board of Micronet since 2011. Prior to joining Micronet, he served as Active Chairman of the Board of NetromX, an enterprise software company. Prior to that, Mr. Shalev held various senior managerial positions in private and publicly traded companies. Mr. Shalev holds a B.A. in Economics from Ben Gurion University and an MBA from the University of San Francisco.

Zvi Avni, age 51, has been a director and CEO of Enertec since January 1, 2002. Mr. Avni has 28 years of experience with command and control systems and automatic test equipment, or ATE, for the military market. He has worked at Elbit Systems for 12 years as an ATE group leader. Mr. Avni received a Practical Electronics Engineering degree from Haifa Technion Institute of Technology in 1982.

Refael Katz, age 55, joined Micronet in 2002 to lead its sales team and has been CEO since 2005. Prior to joining Micronet, Mr. Katz was co-founder and CEO of CT Motion, a cellular location-based services company.

There are no arrangements or understandings with major stockholders, customers, suppliers or others pursuant to which any of our directors or members of senior management were selected as such. In addition, there are no family relationships among our executive officers and directors.

Our future success depends, in significant part, on the continued service of certain key executive officers, managers, and sales and technical personnel, who possess extensive expertise in various aspects of our business. We may not be able to find an appropriate replacement for any of our key personnel. Any loss or interruption of our key personnel’s services could adversely affect our ability to implement our business plan. It could also result in our failure to create and maintain relationships with strategic partners that are critical to our success. We do not presently maintain key-man life insurance policies on any of our officers.

Corporate Governance

Our board of directors is currently comprised of one director. Mr. Lucatz, our President and Chief Executive Officer, is not independent as that term is defined under the NASDAQ Listing Rules. Professor Ofir and Messrs. Bialos, Berman and Balin will become directors upon effectiveness of this offering. Each of Professor Ofir and Messrs. Bialos, Berman and Balin qualify as “independent” under the NASDAQ Listing Rules (even though we are not currently listed on such exchange), federal securities laws and SEC rules with respect to members of boards of directors. Upon effectiveness of this offering, we intend to establish an Audit Committee, Compensation Committee and Corporate Governance/Nominating Committee, and otherwise meet the NASDAQ corporate governance requirements.

Director Independence

Our board of directors has determined that, upon effectiveness of this offering, a majority of the board will consist of members who are “independent” as that term is defined under current listing standards of NASDAQ. The board of directors considers Professor Ofir and Messrs. Bialos, Berman and Balin to be “independent.”

Audit Committee

Upon formation, the Audit Committee’s responsibilities will include: (i) reviewing the independence, qualifications, services, fees, and performance of the independent registered public accountants, (ii) appointing, replacing and discharging the independent auditors, (iii) pre-approving the professional services provided by

TABLE OF CONTENTS

the independent auditors, (iv) reviewing the scope of the annual audit and reports and recommendations submitted by the independent auditors, and (v) reviewing our financial reporting and accounting policies, including any significant changes, with management and the independent auditors. The Audit Committee will also prepare the Audit Committee report that is required pursuant to the rules of the SEC.

Upon effectiveness of this offering, the Audit Committee will consist of Professor Chezy Ofir, Jacob Berman and Miki Balin. Our board of directors has determined that each of Professor Ofir, Mr. Berman and Mr. Balin is “independent” as that term is defined under applicable SEC and NASDAQ rules. Mr. Berman is our audit committee financial expert. The board of directors will adopt a written charter setting forth the authority and responsibilities of the Audit Committee, which we intend to post to our website.

Compensation Committee

Upon formation, the Compensation Committee will be responsible for assisting the board of directors in, among other things, evaluating and making recommendations regarding the compensation of the executive officers and directors of our company; assuring that the executive officers are compensated effectively in a manner consistent with our stated compensation strategy; producing an annual report on executive compensation in accordance with the rules and regulations promulgated by the SEC; administering our equity incentive plans; periodically evaluating the terms and administration of our incentive plans and benefit programs and monitoring of compliance with the legal prohibition on loans to our directors and executive officers.

Upon effectiveness of this offering, the Compensation Committee will consist of Professor Chezy Ofir and Miki Balin. Our board of directors has determined that each of the members is “independent” as that term is defined under applicable SEC and NASDAQ rules. The board of directors will adopt a written charter setting forth the authority and responsibilities of the Compensation Committee, which we intend to post to our website.

Compensation Committee Interlocks and Insider Participation

Neither of Professor Chezy Ofir or Miki Balin is an officer or employee of our company. None of our executive officers currently serves, or in the past year has served, as a member of the board of directors or compensation committee of any entity that has one or more executive officers serving on our board of directors or compensation committee.

Corporate Governance/Nominating Committee

Upon formation, the Corporate Governance/Nominating Committee will be responsible for assisting the board of directors in, among other things, effecting board organization, membership and function including identifying qualified board nominees; effecting the organization, membership and function of board committees including composition and recommendation of qualified candidates; establishment of and subsequent periodic evaluation of successor planning for the chief executive officer and other executive officers; development and evaluation of criteria for Board membership such as overall qualifications, term limits, age limits and independence; and oversight of compliance with the Corporate Governance Guidelines. The Corporate Governance/Nominating Committee shall identify and evaluate the qualifications of all candidates for nomination for election as directors. Potential nominees will be identified by the board of directors based on the criteria, skills and qualifications that will be recognized by the Corporate Governance/Nominating Committee. While our nomination and corporate governance policy may not prescribe specific diversity standards, the Corporate Governance/Nominating Committee and its independent members will seek to identify nominees who have a variety of perspectives, professional experience, education, difference in viewpoints and skills, and personal qualities that will result in a well-rounded board of directors.

Upon effectiveness of this offering, the Corporate Governance/Nominating Committee will consist of Jacob Berman and Jeffrey Bialos. The board of directors has determined that each of the members is “independent” as that term is defined under applicable SEC and NASDAQ rules. The board of directors will adopt a written charter setting forth the authority and responsibilities of the Corporate Governance/Nominating Committee, which we intend to post to our website.

[TABLE OF CONTENTS](#)

Code of Ethics

We have adopted a Code of Ethics and Business Conduct for Officers, Directors and Employees that applies to all of our officers, directors and employees, including our chief executive officer and chief financial officer. It is filed as an exhibit to the registration statement of which this prospectus forms a part.

EXECUTIVE COMPENSATION

Summary Compensation Table

The following information is furnished for the year ended December 31, 2012 for our named executive officers.

Name and Principal Position	Year	Salary ⁽¹⁾	All Other Compensation ⁽²⁾	Total
David Lucatz Chief Executive Officer and President ⁽¹⁾⁽³⁾	2012	\$214,153	\$ 37,655 ⁽⁴⁾	\$ 251,808
Tali Dinar CFO and Secretary ⁽¹⁾	2012	\$ 80,871	\$ 82,938 ⁽⁵⁾	\$ 163,809

(1) Salary paid in NIS. The amounts are converted according to the average foreign exchange rate U.S. dollar/NIS for 2012.

(2) Includes the following: pay-out of unused vacation days, personal use of company car (including tax gross up), personal use of company cell phone, contributions to manager's insurance (retirement and severance components), contributions to advanced study fund, recreational allowance, premiums for disability insurance and contributions to pension plan.

(3) This amount is paid through a consulting agreement effective as of August 2009, and amended as of October 2011, that we entered into with DLC (our controlling shareholder which is controlled by Mr. Lucatz). Under the consulting agreement, we paid DLC through September 2011 management fees of NIS 50,000 (approximately \$14,000) on a monthly basis, and from October 2011 through October 2012, covered other expenses in a sum of NIS 10,000 (approximately \$3,000) per month. As of October 1, 2011, the costs of the consulting fee and/or salary were adjusted and increased by NIS 10,000 so the monthly salary/consulting fee management fee was NIS 60,000 (approximately \$17,000). In November 2012, we entered into new consulting and management services agreements with DLC that superseded the prior consulting agreement, the terms of which are discussed below under "Certain Relationships and Related Transactions."

(4) Also includes secretarial and office services provided by DLC team.

(5) Also includes a three-month notice obligation allocated due to her employment termination from Enertec Electronics on October 31, 2012.

Employment Agreements

None of our employees is subject to a collective bargaining agreement.

On November 7, 2012, Ms. Dinar entered into an employment agreement with Micronet whereby she shall devote 80% of her time to Micronet. Ms. Dinar's monthly base salary is currently 25,600 NIS (approximately \$6,400). Ms. Dinar may be deemed to be an employee-at-will, since her agreement does not specify a term of employment, however, we may terminate the agreement at any time by providing Ms. Dinar with 90 days prior notice and Ms. Dinar may terminate the agreement at any time by providing us with 90 days prior notice. Upon termination, Ms. Dinar will be entitled to her base salary through the date of termination and to all amounts deposited in her favor in pension funds, including payments made for severance pay unless such rights are denied as a matter of applicable law. However, if Ms. Dinar is terminated due to her committing a crime bearing moral turpitude or causing us substantial harm resulting from a material breach of her duties to us, Ms. Dinar will not be entitled to receive any prior notice, prior notice payment, in lieu thereof in connection with a termination initiated by Micronet, and severance pay may be denied. The agreement also contains customary confidentiality, non-competition and non-solicitation provisions. Upon entering into her employment agreement with Micronet, her employment agreement with Enertec was terminated.

Pursuant to Ms. Dinar's employment agreement with Enertec Electronics dated October 1, 2011, which was terminated as described above, she served as the vice president of finance and received a monthly base salary of 26,000 NIS (approximately \$6,500). Ms. Dinar would have been deemed an employee-at-will, since her agreement did not specify a term of employment, however, each of Enertec Electronics and Ms. Dinar had the right to terminate the agreement at any time by providing the other party with two months' prior notice. Upon termination of the agreement, Ms. Dinar was entitled to her base salary through the date of termination and to

TABLE OF CONTENTS

all amounts deposited in her favor in pension funds, including payments made for severance pay, unless such rights are denied as a matter of applicable law. However, if Ms. Dinar had been terminated due to her committing a crime bearing moral turpitude or causing us substantial harm resulting from a material breach of her duties to us, Ms. Dinar would not have been entitled to receive any prior notice, prior notice payment, in lieu thereof in connection with a termination initiated by Enertec Electronics, and severance pay could have been denied. The agreement contained customary confidentiality, non-competition and non-solicitation provisions.

On August 12, 2009, Mr. Harry Mund, our former president and chief executive officer, entered into an employment agreement with Enertec, pursuant to which Mr. Mund is employed as a special advisor to the board of directors of Enertec, for two days per week, for a term of three years, for a salary of 25,000 NIS (approximately \$6,500) per month. Following an agreed extension, the Agreement was terminated on December 1, 2012.

Director Compensation

During 2011 and 2012, our director did not receive any compensation for serving on our board of directors.

We will compensate our independent directors who will serve on our board of directors and any committees thereof for participation at meetings of the board and committees. Independent directors will receive \$12,000 plus applicable taxes for each year of service as a director. In addition, independent directors will receive \$250 (or \$100 if the director participates via telephone or video conference) for each meeting in excess of three meetings in any month. Each independent director will receive an annual grant of options to purchase 5,000 shares of our common stock pursuant to the 2012 Stock Incentive Plan. These options will vest three years following the date of grant.

Upon the closing of this offering, each independent director will receive a grant of options to purchase 5,000 shares of our common stock pursuant to the 2012 Stock Incentive Plan.

Outstanding Equity Awards

We did not have any equity awards outstanding as of December 31, 2012 and the date of this prospectus.

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

Our management believes the terms of each of the below transactions are at least as favorable as could be obtained from unrelated third parties.

In December 2009, our subsidiary Enertec borrowed 4,000,000 NIS (approximately \$1,127,000) from DLC. The loan had an annual interest of prime plus 0.1% and was to mature on December 31, 2010 but was extended subject to DLC's right to declare its maturity upon three business days' notice. Between January 2011 and April 2011, this loan was repaid in full.

On March 2, 2011, Mr. Mund, who, in addition to being our former President and Chief Executive Officer, was our majority stockholder, sold to DLC the remaining 721,835 shares of our common stock held by him in consideration for NIS 600,000 (approximately \$150,000). Immediately following such sale by Mr. Mund, DLC beneficially owned approximately 73.27% of the outstanding shares of our common stock.

On March 2, 2011, Mr. Mund sold to Enertec Management Ltd., an indirect, wholly-owned subsidiary of the Company, or Enertec Management, 27% of outstanding shares of Enertec not held by Enertec Management in consideration for approximately NIS 5.3 million (approximately \$1.5 million). Following the transaction, Enertec is now our indirect, wholly-owned subsidiary.

Mr. Lucatz was paid through a consulting agreement effective as of August 2009, and amended as of October 2011, that we entered into with DLC (our controlling shareholder which is controlled by Mr. Lucatz). Under the consulting agreement, we paid DLC through September 2011 management fees of NIS 50,000 (approximately \$14,000) on a monthly basis, and from October 2011 through October 2012 covered other expenses in a sum of NIS 10,000 (approximately \$3,000) per month. As of October 1, 2011, the costs of the consulting fee and/or salary were adjusted and increased by NIS 10,000 so the monthly salary/consulting management fee was NIS 60,000 (approximately \$17,000).

TABLE OF CONTENTS

In November 2012, entities controlled by Mr. Lucatz reached agreements with each of Micronet and the Company for the provision of management and consulting services to Micronet and the Company, respectively. On November 7, 2012, the board of directors and the audit committee of the board of Micronet approved the entry into a management and consulting services agreement with DLC, which provides that effective November 1, 2012 Mr. Lucatz will devote 60% of his time to Micronet matters for the three year term of the agreement and that Micronet will pay the entities controlled by Mr. Lucatz management fees of NIS 65,000 (approximately \$16,667) on a monthly basis, and cover other monthly expenses. Such agreement was further subject to the approval of Micronet's shareholders, which was obtained at a special meeting held on January 30, 2013 for that purpose and went into effect following its execution on February 8, 2013. On November 26, 2012, DLC entered into a 36-month management and consulting services agreement with the Company, effective November 1, 2012, which provides that we will pay the entities controlled by Mr. Lucatz: (i) management fees of \$13,333 on a monthly basis, and cover other monthly expenses, (ii) an annual bonus of 3% of the amount by which the annual EBITDA for such year exceeds the average annual EBITDA for 2011 and 2010, and (iii) a one-time bonus of 0.5% of the purchase price of any acquisition or capital raising transaction, excluding this offering, completed by us during the term of the agreement.

Please see "Management's Discussion and Analysis of Financial Condition and Results of Operations" for a description of the transactions between the Company and UTA that occurred after UTA became the beneficial owner of more than five percent of our common stock.

PRINCIPAL STOCKHOLDERS

The following table sets forth certain information, as of March 14, 2013 with respect to the beneficial ownership of the outstanding common stock held by (i) each person known by us to be the beneficial owner of more than 5% of our common stock; (ii) our current director; (iii) each of our director nominees; (iv) each of our named executive officers; and (v) our executive officers and current director as a group. Unless otherwise indicated, the persons named in the table below have sole voting and investment power with respect to the number of shares indicated as beneficially owned by them. Unless otherwise indicated, the address for each of the below persons is c/o Enertec Systems 2001 Ltd, 21 Hanapach St., Karmiel, Israel.

Name	Number of Shares Beneficially Owned	Percentage of Shares Beneficially Owned ⁽¹⁾	
		Prior to Offering	After the Offering
5% Stockholders			
D.L. Capital Ltd. ⁽²⁾	2,597,200	65.4	49.6
UTA Capital LLC ⁽³⁾	726,746 ⁽³⁾	18.3	13.9
Zvi Avni	250,000	6.3	4.8
Directors and Named Executive Officers			
David Lucatz ⁽²⁾	2,597,200	65.4	49.6
Tali Dinar ⁽³⁾	—	—	—
Chezy Ofir ⁽⁴⁾	—	—	—
Jeffrey Bialos ⁽⁴⁾	—	—	—
Jacob Berman ⁽⁴⁾	—	—	—
Miki Balin ⁽⁴⁾	—	—	—
Director and Executive Officers as a group (2 persons)	2,597,200	65.4	49.6

(1) Applicable percentage ownership is based on 3,968,246 shares of common stock outstanding as of March 14, 2013, together with securities exercisable or convertible into shares of common stock within 60 days of March 14, 2013 for each stockholder. Beneficial ownership is determined in accordance with the rules of the SEC and generally includes voting or investment power with respect to securities. Shares of common stock that are currently exercisable or exercisable within 60 days of March 14, 2013 are deemed to be beneficially owned by the person holding such securities for the purpose of computing the percentage of ownership of such person, but are not treated as outstanding for the purpose of computing the percentage ownership of any other person.

(2) Mr. Lucatz, by virtue of his being the controlling shareholder of DLC as well as the Chief Executive Officer and Chairman of the board of directors of DLC, may be deemed to beneficially own the 2,597,200 shares of our common stock held by DLC.

(3) According to information contained in a Schedule 13G/A filed jointly on December 20, 2012 with the SEC and a Form 4 filed jointly on March 13, 2013 with the SEC by (i) UTA; (ii) the members or beneficial owners of membership interests in UTA, which include (a) YZT Management LLC, a New Jersey limited liability company and the managing member of UTA, and (b) Alleghany Capital Corporation, a Delaware corporation and a member of UTA; (iii) Alleghany Corporation, a publicly-traded Delaware corporation of which Alleghany Capital Corporation is a wholly-owned subsidiary; and (iv) Udi Toledano, the managing member of YZT Management LLC. Based on those filings and information subsequently available to us, as of March 14, 2013, UTA held sole voting and dispositive power with respect to such shares. YZT Management LLC, Alleghany Capital Corporation, Alleghany Corporation, and Udi Toledano have shared voting and dispositive power with respect to such shares by virtue of their relationships with UTA. UTA's principal business address is 100 Executive Drive, Suite 330, West Orange, New Jersey 07052.

(4) Will become a director upon effectiveness of this offering.

DESCRIPTION OF CAPITAL STOCK

General

As of the date of this prospectus, our authorized capital stock consisted of 100,000,000 shares of common stock, \$0.001 par value per share, and 5,000,000 shares of preferred stock, \$0.001 par value per share. Our board of directors may establish the rights and preferences of the preferred stock from time to time. As of the date of this prospectus, there were 3,968,246 shares of our common stock issued and outstanding, after the 1-for-2 Reverse Split effected on March 14, 2013, and no shares of preferred stock that are issued and outstanding. As of the date of this prospectus, there were approximately 45 holders of record of our shares of common stock.

Common Stock

Holders of our common stock are entitled to one vote per share. Our certificate of incorporation, as amended, does not provide for cumulative voting. Holders of our common stock are entitled to receive ratably such dividends, if any, as may be declared by our board of directors out of legally available funds. Upon liquidation, dissolution or winding-up, the holders of our common stock are entitled to share ratably in all of our assets which are legally available for distribution, after payment of or provision for all liabilities and the liquidation preference of any outstanding preferred stock. The holders of our common stock have no preemptive, subscription, redemption or conversion rights.

Warrants

The following summary of certain terms and provisions of the warrants offered hereby is not complete and is subject to, and qualified in its entirety by the provisions of the form of the warrant, which is filed as an exhibit to the registration statement of which this prospectus is a part. Prospective investors should carefully review the terms and provisions set forth in the form of warrant.

Exercisability. The warrants are exercisable immediately and at any time up to the date that is five years from the closing of this offering. The warrants will be exercisable, at the option of each holder, in whole or in part by delivering to us a duly executed exercise notice accompanied by payment in full for the number of shares of our common stock purchased upon such exercise (except in the case of a cashless exercise as discussed below). Unless otherwise specified in the warrant, the holder will not have the right to exercise any portion of the warrant if the holder (together with its affiliates) would beneficially own in excess of 4.99% of the number of shares of our common stock outstanding immediately after giving effect to the exercise, as such percentage ownership is determined in accordance with the terms of the warrants.

Cashless Exercise. In the event that a registration statement covering shares of common stock underlying the warrants, or an exemption from registration, is not available for the resale of such shares of common stock underlying the warrants, the holder may, in its sole discretion, exercise the warrant in whole or in part and, in lieu of making the cash payment otherwise contemplated to be made to us upon such exercise in payment of the aggregate exercise price, elect instead to receive upon such exercise the net number of shares of common stock determined according to the formula set forth in the warrant. In no event shall we be required to make any cash payments or net cash settlement to the registered holder in lieu of issuance of common stock underlying the warrants.

Exercise Price. The initial exercise price per share of common stock purchasable upon exercise of the warrants is \$[] per share [125% of the public offering price of the common stock]. The exercise price is subject to appropriate adjustment in the event of certain stock dividends and distributions, stock splits, stock combinations, reclassifications or similar events affecting our common stock and also upon any distributions of assets, including cash, stock or other property to our stockholders.

Certain Adjustments. The exercise price and the number of shares of common stock purchasable upon the exercise of the warrants are subject to adjustment upon the occurrence of specific events, including stock dividends, stock splits, combinations and reclassifications of our common stock.

Transferability. Subject to applicable laws, the warrants may be transferred at the option of the holders upon surrender of the warrants to us together with the appropriate instruments of transfer.

TABLE OF CONTENTS

Warrant Agent and Exchange Listing. The warrants will be issued in registered form under a warrant agency agreement between Continental Stock Transfer & Trust Company, as warrant agent, and us.

Fundamental Transaction. If, at any time while the warrants are outstanding, (1) we consolidate or merge with or into another corporation and we are not the surviving corporation, (2) we sell, lease, license, assign, transfer, convey or otherwise dispose of all or substantially all of our assets, (3) any purchase offer, tender offer or exchange offer (whether by us or another individual or entity) is completed pursuant to which holders of our shares of common stock are permitted to sell, tender or exchange their shares of common stock for other securities, cash or property and has been accepted by the holders of 50% or more of our outstanding shares of common stock, (4) we effect any reclassification or recapitalization of our shares of common stock or any compulsory share exchange pursuant to which our shares of common stock are converted into or exchanged for other securities, cash or property, or (5) we consummate a stock or share purchase agreement or other business combination with another person or entity whereby such other person or entity acquires more than 50% of our outstanding shares of common stock, each, a Fundamental Transaction, then upon any subsequent exercise of the warrants, the holders thereof will have the right to receive the same amount and kind of securities, cash or property as it would have been entitled to receive upon the occurrence of such Fundamental Transaction if it had been, immediately prior to such Fundamental Transaction, the holder of the number of warrant shares then issuable upon exercise of the warrant, and any additional consideration payable as part of the Fundamental Transaction.

Rights as a Stockholder. Except as otherwise provided in the warrants or by virtue of such holder's ownership of shares of our common stock, the holder of a warrant does not have the rights or privileges of a holder of our common stock, including any voting rights, until the holder exercises the warrant.

Preferred Stock

Our certificate of incorporation, as amended, provides that our board of directors is authorized to provide for the issuance of shares of preferred stock in one or more series and, by filing a certificate of designations pursuant to the applicable law of the State of Delaware, to establish from time to time for each such series the number of shares to be included in each such series and to fix the designations, powers, rights and preferences of the shares of each such series, and the qualifications, limitations and restrictions thereof. The authority of the board of directors with respect to each series of preferred stock includes, but is not limited to, determination of the following:

- the distinctive designation of such class or series and the number of shares to constitute such class or series;
- the rate at which dividends on the shares of such class or series shall be declared and paid or set aside for payment, whether dividends at the rate so determined shall be cumulative or accruing, and whether the shares of such class or series shall be entitled to any participating or other dividends in addition to dividends at the rate so determined, and if so, on what terms;
- the right or obligation, if any, of the Company to redeem shares of the particular class or series of preferred stock and, if redeemable, the price, terms and manner of such redemption;
- the special and relative rights and preferences, if any, and the amount or amounts per share, which the shares of such class or series of preferred stock shall be entitled to receive upon any voluntary or involuntary liquidation, dissolution or winding up of the Company;
- the terms and conditions, if any, upon which shares of such class or series shall be convertible into, or exchangeable for, shares of capital stock of any other class or series, including the price or prices or the rate or rates of conversion or exchange and the terms of adjustment, if any;
- the obligation, if any, of the Company to retire, redeem or purchase shares of such class or series pursuant to a sinking fund or fund of a similar nature or otherwise, and the terms and conditions of such obligations;
- voting rights, if any, on the issuance of additional shares of such class or series or any shares of any other class or series of preferred stock;

TABLE OF CONTENTS

- limitations, if any, on the issuance of additional shares of such class or series or any shares of any other class or series of preferred stock;
- such other preferences, powers, qualifications, special or relative rights and privileges as the board of directors may deem advisable and are not inconsistent with the law and the provisions of our certificate of incorporation, as amended.

Stock Options

As of the date of this prospectus, we had no stock options issued and outstanding.

Other Warrants

As of the date of this prospectus, we had no warrants issued and outstanding.

Representative's Warrants

Please see “Underwriting — Representative's Warrants” for a description of the warrants we have agreed to issue to the representative of the underwriters in this offering, subject to the completion of the offering. We expect to enter into a warrant agreement in respect of the Representative's Warrants (as defined below) prior to the closing of this offering.

Anti-Takeover Provisions

Delaware Law

We are subject to Section 203 of the DGCL. This provision generally prohibits a Delaware corporation from engaging in any business combination with any interested stockholder for a period of three years following the date the stockholder became an interested stockholder, unless:

- prior to such date, the board of directors approved either the business combination or the transaction that resulted in the stockholder becoming an interested stockholder;
- upon consummation of the transaction that resulted in the stockholder becoming an interested stockholder, the interested stockholder owned at least 85% of the voting stock of the corporation outstanding at the time the transaction commenced, excluding for purposes of determining the number of shares outstanding those shares owned by persons who are directors and also officers and by employee stock plans in which employee participants do not have the right to determine confidentially whether shares held subject to the plan will be tendered in a tender or exchange offer; or
- on or subsequent to such date, the business combination is approved by the board of directors and authorized at an annual meeting or special meeting of stockholders and not by written consent, by the affirmative vote of at least 66 2/3% of the outstanding voting stock that is not owned by the interested stockholder.

Section 203 defines a business combination to include:

- any merger or consolidation involving the corporation and the interested stockholder;
- any sale, transfer, pledge or other disposition of 10% or more of the assets of the corporation involving the interested stockholder;
- subject to certain exceptions, any transaction that results in the issuance or transfer by the corporation of any stock of the corporation to the interested stockholder;
- any transaction involving the corporation that has the effect of increasing the proportionate share of the stock of any class or series of the corporation beneficially owned by the interested stockholder; or
- the receipt by the interested stockholder of the benefit of any loans, advances, guarantees, pledges or other financial benefits provided by or through the corporation.

In general, Section 203 defines an “interested stockholder” as any entity or person beneficially owning 15% or more of the outstanding voting stock of a corporation, or an affiliate or associate of the corporation and

TABLE OF CONTENTS

was the owner of 15% or more of the outstanding voting stock of a corporation at any time within three years prior to the time of determination of interested stockholder status; and any entity or person affiliated with or controlling or controlled by such entity or person.

Section 214 of the DGCL provides that stockholders are denied the right to cumulate votes in the election of directors unless our certificate of incorporation, as amended, provides otherwise. Our certificate of incorporation, as amended, does not provide for cumulative voting. These statutory provisions could delay or frustrate the removal of incumbent directors or a change in control of our company. They could also discourage, impede, or prevent a merger, tender offer, or proxy contest, even if such event would be favorable to the interests of stockholders.

Authorized but Unissued Shares

Our authorized but unissued shares of common stock will be available for future issuance without stockholder approval. We may use additional shares of common stock for a variety of purposes, including future offerings to raise additional capital or as compensation to third party service providers. The existence of authorized but unissued shares of common stock could render more difficult or discourage an attempt to obtain control of us by means of a proxy contest, tender offer, merger or otherwise.

Certificate of Incorporation and Amended and Restated Bylaw Provisions

Our certificate of incorporation, as amended, and amended and restated bylaws contain provisions that could have the effect of discouraging potential acquisition proposals or making a tender offer or delaying or preventing a change in control, including changes a stockholder might consider favorable. In particular, the certificate of incorporation, as amended, and amended and restated bylaws, as applicable, among other things:

- provide our board of directors with the ability to issue up to 5,000,000 shares of undesignated preferred stock and to determine the rights, preferences and privileges of such shares, without stockholder approval;
- provide our board of directors with the ability, in certain circumstances, to alter our bylaws without stockholder approval;
- provide our board of directors with the exclusive authority to fix the number of directors constituting the whole board; and
- provide that vacancies on our board of directors may be filled by a majority of directors in office, although less than a quorum.

Such provisions may have the effect of discouraging a third-party from acquiring us, even if doing so would be beneficial to our stockholders. These provisions are intended to enhance the likelihood of continuity and stability in the composition of our board of directors and in the policies formulated by them, and to discourage some types of transactions that may involve an actual or threatened change in control of our company. These provisions are designed to reduce our vulnerability to an unsolicited acquisition proposal and to discourage some tactics that may be used in proxy fights. We believe that the benefits of increased protection of our potential ability to negotiate with the proponent of an unfriendly or unsolicited proposal to acquire or restructure our company outweigh the disadvantages of discouraging such proposals because, among other things, negotiation of such proposals could result in an improvement of their terms. However, these provisions could have the effect of discouraging others from making tender offers for our shares that could result from actual or rumored takeover attempts. These provisions also may have the effect of preventing changes in our management.

Transfer Agent and Registrar

The transfer agent and registrar for our common stock and warrants is Continental Stock Transfer & Trust Company.

Listing

The shares of our common stock are currently quoted on the OTC Pink. We have applied to have the common stock and warrants listed on The NASDAQ Capital Market under the symbols “MICT” and “MICTW”, respectively.

SHARES ELIGIBLE FOR FUTURE SALE

Prior to this offering, there is no established public market for our common stock and warrants, and we cannot assure you that a significant public market for our common stock and warrants will develop or be sustained after this offering. Immediately after this offering, 394,300 shares currently outstanding will be available for sale. Sales of substantial amounts of our common stock in the public market after the restrictions lapse could cause the prevailing market price to decline and limit our ability to raise equity capital in the future.

Upon completion of this offering, we will have outstanding an aggregate of 5,243,246 shares of common stock. The common stock and warrants being sold in this offering will be freely tradable without restriction or further registration under the Securities Act.

The remaining shares of common stock held by existing stockholders are “restricted securities,” as that term is defined in Rule 144 under the Securities Act. These restricted securities may be sold in the public market only if they are registered or if they qualify for an exemption from registration, including exemptions under Section 4(a)(1), or Rule 144 promulgated under the Securities Act, which rule is summarized below.

Upon the expiration of the lock-up agreements described below and subject to the provisions of Rule 144, restricted shares totaling 3,573,946 will be available for sale in the public market 180 days after the date of this prospectus. Resale of such shares will be limited by volume and other resale restrictions under Rule 144 because the holders are our affiliates.

Rule 144

The availability of Rule 144 will vary depending on whether restricted shares are held by an affiliate or a non-affiliate. Under Rule 144 as in effect on the date of this prospectus, once we have been a reporting company subject to the reporting requirements of Section 13 or Section 15(d) of the Exchange Act for 90 days, an affiliate who has beneficially owned restricted shares of our common stock for at least six months would be entitled to sell within any three-month period a number of shares that does not exceed the greater of either of the following:

- 1% of the number of shares of common stock then outstanding, which will equal 52,432 shares immediately after this offering; and
- the average weekly trading volume of our common stock during the four calendar weeks preceding the filing of a notice on Form 144 with respect to the sale.

However, the six month holding period increases to one year in the event we have not been a reporting company for at least 90 days. In addition, any sales by affiliates under Rule 144 are also limited by manner of sale provisions and notice requirements and the availability of current public information about us.

The volume limitation, manner of sale and notice provisions described above will not apply to sales by non-affiliates. For purposes of Rule 144, a non-affiliate is any person or entity who is not our affiliate at the time of sale and has not been our affiliate during the preceding three months. Once we have been a reporting company for 90 days, a non-affiliate who has beneficially owned restricted shares of our common stock for six months may rely on Rule 144 provided that certain public information regarding us is available. The six month holding period increases to one year in the event we have not been a reporting company for at least 90 days. However, a non-affiliate who has beneficially owned the restricted shares proposed to be sold for at least one year will not be subject to any restrictions under Rule 144 regardless of how long we have been a reporting company.

Lock-up Agreements

We and each of our officers, directors, and greater than 5% stockholders have agreed, and any successor to us will agree, subject to certain exceptions, not to offer, issue, sell, contract to sell, encumber, grant any option for the sale of or otherwise dispose of any shares of our common stock or other securities convertible into or exercisable or exchangeable for shares of our common stock for a period of three months following the closing of this offering. See “Underwriting” section beginning on page [61](#) for additional information.

Registration Rights

After the completion of this offering, UTA, will have the right to require us to register under the Securities Act under certain circumstances the shares of common stock if received upon exercise of the Warrants. UTA has agreed not to exercise its piggyback registration rights in connection with this offering and that it will not exercise its demand registration rights for a period of six months following the closing of this offering. Upon registration, these shares will become freely tradable without restriction under the Securities Act immediately upon the effectiveness of the registration, except for shares purchased by our affiliates.

The Representative's Warrants will provide for demand and piggyback registration rights upon request, in certain cases. The demand registration right provided will not be greater than five years from the effective date of the offering in compliance with FINRA Rule 5110(f)(2)(H)(iv). The piggyback registration right provided will not be greater than seven years from the effective date of the offering in compliance with FINRA Rule 5110(f)(2)(H)(v). We will bear all fees and expenses attendant to registering the securities issuable on exercise of the Representative's Warrants other than underwriting commissions incurred and payable by the holders. See "Underwriting" section beginning on page [61](#) for additional information.

UNDERWRITING

Aegis Capital Corp. is acting as the representative of the underwriters of this offering, or the Representative. We have entered into an underwriting agreement dated [], 2013 with the Representative. Subject to the terms and conditions of the underwriting agreement, we have agreed to sell to each underwriter named below and each underwriter named below has severally agreed to purchase, at the public offering price less the underwriting discounts and commissions set forth on the cover page of this prospectus, the number of shares of common stock and warrants next to its name in the following table:

Underwriter	Number of Shares	Number of Warrants
Aegis Capital Corp.		
Total		

The underwriters are committed to purchase all the shares of common stock and warrants offered by us if any shares or warrants are purchased, other than those covered by the option to purchase additional shares and/or warrants described below. The underwriting agreement also provides that if an underwriter defaults, the purchase commitments of non-defaulting underwriters may be increased or the offering may be terminated.

The underwriters propose to offer the common stock and warrants offered by us to the public at the applicable public offering prices set forth on the cover of this prospectus. In addition, the underwriters may offer some of the common stock and warrants to other securities dealers at such price less a concession of \$[] per share/warrant. If all of the common stock and warrants offered by us are not sold at the applicable public offering prices, the underwriters may change such offering prices and other selling terms by means of a supplement to this prospectus.

The obligations of the underwriters may be terminated upon the occurrence of certain events specified in the underwriting agreement. Furthermore, pursuant to the underwriting agreement, the underwriters' obligations are subject to customary conditions, representations and warranties, such as receipt by the underwriters of officers' certificates and legal opinions.

We have agreed to indemnify the underwriters against specified liabilities, including liabilities under the Securities Act, and to contribute to payments the underwriters may be required to make in respect thereof.

The underwriters are offering the common stock and warrants, subject to prior sale, when, as and if issued to and accepted by them, subject to approval of legal matters by their counsel and other conditions specified in the underwriting agreement. The underwriters reserve the right to withdraw, cancel or modify offers to the public and to reject orders in whole or in part.

We have granted the underwriters an over-allotment option. This option, which is exercisable for up to 45 days after the date of this prospectus, permits the underwriters to purchase a maximum of 191,250 additional shares and/or 95,625 additional warrants from us to cover over-allotments, if any. If the underwriters exercise all or part of this option, they will purchase shares and/or warrants covered by the option at the applicable public offering prices less the underwriting discounts and commissions that appear on the cover page of this prospectus. If this option is exercised in full, the total price to the public will be \$[] and the total proceeds to us, before expenses, will be \$[].

Underwriting Discounts and Commissions. We have agreed to pay underwriting discounts and commissions of 7% of the gross proceeds of the offering (equivalent to 7% of the assumed public offering price of \$7.90 per share and \$[0.01] per warrant). The following table shows the assumed public offering price, underwriting discounts and commissions and expenses to be paid by us to the underwriters and the proceeds of the public offering, before expenses, to us.

TABLE OF CONTENTS

	Per Share	Per Warrant	Total	
			Without over- allotment exercise	With full over- allotment exercise
Assumed public offering price	\$	\$	\$	\$
Underwriting discounts and commissions paid by us (7%)				
Non-accountable expense allowance (1%) ⁽¹⁾				
Proceeds before other expenses ⁽²⁾	\$	\$	\$	\$

(1) The non-accountable expense allowance equals to 1% of the gross proceeds of the offering, excluding proceeds from the overallotment option if exercised.

(2) In addition to the underwriting discounts and commissions and non-accountable expense allowance, we agreed to pay or reimburse the underwriters to cover certain out of pocket expenses of the underwriters in connection with this offering, in an amount of up to \$76,775. We have paid an advance of \$25,000 to the Representative, and, after the initial filing of the registration statement of which this prospectus forms a part, paid the Representative an additional \$25,000 advance, each of which will be applied against the Representative's accountable expenses in compliance with FINRA Rule 5110(f)(2)(C). We estimate that the total expenses of the offering payable by us, including the underwriting discounts and commissions, the underwriters' expenses and non-accountable expense allowance and legal and other expenses will be approximately \$[].

Right of First Refusal. We have also agreed to grant the Representative, for a period of 18 months from the effective date of this offering, the right of first refusal to act as lead underwriter for any of our, or that of any successor or subsidiary of us, public or private equity and public debt offerings during such 18 month period.

Representative's Warrants. We have also agreed to issue to the Representative or its designees, at the closing of this offering, warrants, or the Representative's Warrants, to purchase 63,750 of our shares of common stock (equal to 5% of the aggregate number of shares sold in the offering (excluding the over-allotment option)). The shares issuable upon exercise of the Representative's Warrants are identical to those offered by this prospectus. The Representative's Warrants will be exercisable at any time and from time to time, in whole or in part, during the four-year period commencing one year from the effective date of this offering, at a price per share equal to \$[] (125% of the common stock public offering price per share). The Representative's Warrants have been deemed compensation by FINRA and are, therefore, subject to a 180-day lock-up pursuant to Rule 5110(g)(1) of FINRA. The Representative (or permitted assignees under the Rule) will not sell, transfer, assign, pledge or hypothecate these warrants or the securities underlying these warrants, nor will it engage in any hedging, short sale, derivative, put or call transaction that would result in the effective economic disposition of these warrants or the underlying securities for a period of 180 days after the effective date of this offering. The Representative's Warrants will provide for demand and piggyback registration rights upon request, in certain cases. The demand registration right provided will not be greater than five years from the effective date of the offering in compliance with FINRA Rule 5110(f)(2)(H)(iv). The piggyback registration right provided will not be greater than seven years from the effective date of the offering in compliance with FINRA Rule 5110(f)(2)(H)(v). We will bear all fees and expenses attendant to registering the securities issuable on exercise of the Representative's Warrants other than underwriting commissions incurred and payable by the holders. The Representative's Warrants will also provide for customary anti-dilution provisions (for stock dividends and splits and recapitalizations) consistent with FINRA Rule 5110, and further, the number of shares underlying the Representative's Warrants shall be reduced if necessary to comply with FINRA rules or regulations.

Discretionary Accounts. The underwriters do not intend to confirm sales of the securities offered hereby to any accounts over which they have discretionary authority.

Lock-Up Agreements. Pursuant to certain "lock-up" agreements, we, our executive officers and directors, and certain of our stockholders, have agreed, and any successor to us will agree, subject to certain exceptions and extensions, for a period of three months after the date of the pricing of the offering, not to offer, sell, assign, transfer, pledge, contract to sell, or otherwise dispose of or announce the intention to otherwise dispose of, or enter into any swap, hedge or similar agreement or arrangement that transfers, in whole or in part, the

TABLE OF CONTENTS

economic risk of ownership of, directly or indirectly, our common stock, or engage in any short selling of any of our common stock or securities convertible into or exchangeable or exercisable for our common stock, without the prior written consent of the Representative.

This lock-up provision also applies to securities owned now or acquired later by the person executing the lock-up agreement or for which the person executing the agreement later acquires the power of disposition. The exceptions permit, among other things and subject to restrictions, (1) the issuance by us of stock options pursuant to our 2012 Stock Incentive Plan, (2) the issuance of common stock upon the exercise of any outstanding stock options and warrants and (3) transfers pursuant to a sale or an offer to purchase 100% of our outstanding common stock.

Electronic Offer, Sale and Distribution of Securities. A prospectus in electronic format may be made available on the websites maintained by one or more of the underwriters or selling group members, if any, participating in this offering and one or more of the underwriters participating in this offering may distribute prospectuses electronically. The Representative may agree to allocate a number of shares and warrants to underwriters and any selling group members for sale to their online brokerage account holders. Internet distributions will be allocated by the underwriters and any selling group members that will make internet distributions on the same basis as other allocations. Other than the prospectus in electronic format, the information on these websites is not part of this prospectus or the registration statement of which this prospectus forms a part, has not been approved or endorsed by us or any underwriter in its capacity as underwriter, and should not be relied upon by investors.

Other Relationships. Certain of the underwriters and their affiliates have provided, and may in the future provide, various investment banking, commercial banking and other financial services for us and our affiliates for which they have received, and may in the future receive, customary fees; however, except as disclosed in this prospectus, no such services were provided in the 180-day period preceding this filing, and we have no present arrangements with any of the underwriters for any further services to be provided through the period ending 90 days following the effectiveness of this offering or thereafter.

Stabilization. In connection with this offering, the underwriters may engage in stabilizing transactions, overallotment transactions, syndicate covering transactions, penalty bids and purchases to cover positions created by short sales.

Stabilizing transactions permit bids to purchase securities so long as the stabilizing bids do not exceed a specified maximum, and are engaged in for the purpose of preventing or retarding a decline in the market price of the securities while the offering is in progress.

Overallotment transactions involve sales by the underwriters of securities in excess of the number of securities the underwriters are obligated to purchase. This creates a syndicate short position which may be either a covered short position or a naked short position. In a covered short position, the number of securities over-allotted by the underwriters is not greater than the number of securities that they may purchase in the overallotment option. In a naked short position, the number of securities involved is greater than the number of securities in the overallotment option. The underwriters may close out any short position by exercising their overallotment option and/or purchasing securities in the open market.

Syndicate covering transactions involve purchases of securities in the open market after the distribution has been completed in order to cover syndicate short positions. In determining the source of securities to close out the short position, the underwriters will consider, among other things, the price of securities available for purchase in the open market as compared with the price at which they may purchase securities through exercise of the overallotment option. If the underwriters sell more securities than could be covered by exercise of the overallotment option and, therefore, have a naked short position, the position can be closed out only by buying securities in the open market. A naked short position is more likely to be created if the underwriters are concerned that after pricing there could be downward pressure on the price of the securities in the open market that could adversely affect investors who purchase in the offering.

Penalty bids permit the representative to reclaim a selling concession from a syndicate member when the securities originally sold by that syndicate member are purchased in stabilizing or syndicate covering transactions to cover syndicate short positions.

TABLE OF CONTENTS

These stabilizing transactions, syndicate covering transactions and penalty bids may have the effect of raising or maintaining the market price of our securities or preventing or retarding a decline in the market price of our securities. As a result, the price of our common stock or warrants in the open market may be higher than it would otherwise be in the absence of these transactions. Neither we nor the underwriters make any representation or prediction as to the effect that the transactions described above may have on the price of our securities. These transactions may be effected on the NASDAQ, in the over-the-counter market or otherwise and, if commenced, may be discontinued at any time.

Public Offering of Securities

Prior to this offering, there was no established public market for our securities. The offering prices of our common stock and warrants will be determined by negotiations between us and the Representative. In determining the offering prices, we and the Representative expect to consider a number of factors including:

- the information set forth in this prospectus and otherwise available to the Representative;
- our prospects and the history and prospects for the industry in which we compete;
- an assessment of our management;
- our prospects for future earnings;
- the general condition of the securities markets at the time of this offering;
- the recent market prices of, and demand for, publicly traded common stock and warrants of generally comparable companies; and
- other factors deemed relevant by the underwriters and us.

Neither we nor the underwriters can assure investors that an active trading market will develop for our common stock or warrants, or that our securities will trade in the public market at or above the offering price.

Offering Restrictions Outside the United States

Other than in the United States, no action has been taken by us or the underwriters that would permit a public offering of the common stock and warrants offered by this prospectus, or as used in this section, the common stock and warrants, in any jurisdiction where action for that purpose is required. The common stock and warrants offered by this prospectus may not be offered or sold, directly or indirectly, nor may this prospectus or any other offering material or advertisements in connection with the offer and sale of any such common stock or warrants be distributed or published in any jurisdiction, except under circumstances that will result in compliance with the applicable rules and regulations of that jurisdiction. Persons into whose possession this prospectus comes are advised to inform themselves about and to observe any restrictions relating to the offering and the distribution of this prospectus. This prospectus does not constitute an offer to sell or a solicitation of an offer to buy any common stock or warrants offered by this prospectus in any jurisdiction in which such an offer or a solicitation is unlawful.

European Economic Area

In relation to each Member State of the European Economic Area which has implemented the Prospectus Directive or a Relevant Member State, an offer to the public of any common stock and warrants which are the subject of the offering contemplated by this prospectus may not be made in that Relevant Member State, except that an offer to the public in that Relevant Member State of any common stock or warrants may be made at any time under the following exemptions under the Prospectus Directive, if they have been implemented in that Relevant Member State:

- (a) to any legal entity which is a qualified investor as defined in the Prospectus Directive;
- (b) to fewer than 100 or, if the Relevant Member State has implemented the relevant provision of the 2010 PD Amending Directive, 150, natural or legal persons (other than qualified investors as defined in the Prospectus Directive), as permitted under the Prospectus Directive, subject to obtaining the prior consent of the representative for any such offer; or

TABLE OF CONTENTS

- (c) in any other circumstances falling within Article 3(2) of the Prospectus Directive, provided that no such offer of common stock or warrants shall result in a requirement for the publication by us or any underwriter of a prospectus pursuant to Article 3 of the Prospectus Directive.

For the purposes of this provision, the expression an “offer to the public” in relation to any common stock or warrants in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the offer and any common stock and warrants to be offered so as to enable an investor to decide to purchase any common stock and warrants, as the same may be varied in that Member State by any measure implementing the Prospectus Directive in that Member State; the expression “Prospectus Directive” means Directive 2003/71/EC (and amendments thereto, including the 2010 PD Amending Directive, to the extent implemented in the Relevant Member State), and includes any relevant implementing measure in the Relevant Member State; and the expression “2010 PD Amending Directive” means Directive 2010/73/EU.

United Kingdom

Each underwriter has represented and agreed that:

- (a) it has only communicated or caused to be communicated and will only communicate or cause to be communicated an invitation or inducement to engage in investment activity (within the meaning of Section 21 of the Financial Services and Markets Act 2000, as amended, or FSMA) received by it in connection with the issue or sale of the common stock and warrants in circumstances in which Section 21(1) of the FSMA does not apply to us; and
- (b) it has complied and will comply with all applicable provisions of the FSMA with respect to anything done by it in relation to the common stock or warrants in, from or otherwise involving the United Kingdom.

Israel

This document does not constitute a prospectus under the Israeli Securities Law, 5728-1968, and has not been filed with or approved by the Israel Securities Authority. In Israel, this prospectus is being distributed only to, and is directed only at, investors listed in the first addendum, or the Addendum, to the Israeli Securities Law, consisting primarily of joint investment in trust funds, provident funds, insurance companies, banks, portfolio managers, investment advisors, members of the TASE, underwriters purchasing for their own account, venture capital funds, and entities with shareholders' equity in excess of NIS 50 million, each as defined in the Addendum (as it may be amended from time to time, collectively referred to as institutional investors). Institutional investors may be required to submit written confirmation that they fall within the scope of the Addendum. In addition, we may distribute and direct this document in Israel, at our sole discretion, to certain other exempt investors or to investors who do not qualify as institutional or exempt investors, provided that the number of such non-qualified investors in Israel shall be no greater than 35 in any 12-month period.

Canada

The common stock and warrants sold in this offering have not been and will not be qualified for distribution under applicable Canadian securities laws. Common stock and warrants may be offered to residents of Canada pursuant to exemptions from the prospectus requirements of such laws.

The address of Aegis Capital Corp. is 810 Seventh Avenue, 18th Floor, New York, New York 10019.

LEGAL MATTERS

The validity of the common stock and warrants offered hereby will be passed upon for us by Olshan Frome Wolosky LLP, New York, New York. In connection with the offering of the common stock and warrants, Zysman Aharoni Gayer and Sullivan & Worcester LLP, New York, New York, advised the underwriters with respect to certain U.S. securities law matters.

EXPERTS

Paritz & Company, P.A., our independent registered public accounting firm until October 15, 2012, has audited our balance sheet as of December 31, 2011, and the related consolidated statements of income and other comprehensive income, stockholders' equity and cash flows for the year ended December 31, 2011, as set forth in their report. We have included our financial statements as of December 31, 2011 and for the year then ended in this prospectus and in the registration statement of which this prospectus forms a part in reliance on Paritz & Company, P.A.'s report given on their authority as experts in accounting and auditing.

On October 15, 2012, we dismissed Paritz & Company, P.A., or Paritz as our independent registered public accounting firm, effective immediately. The dismissal of Paritz was approved by our board of directors. Paritz's reports on our consolidated financial statements as at and for the fiscal years ended December 31, 2011 and 2010 did not contain any adverse opinion or disclaimer of opinion and were not qualified or modified as to uncertainty, audit scope or accounting principles. During the fiscal years ended December 31, 2011 and 2010 and through the date of dismissal, there were no disagreements with Paritz as described in Item 304(a)(1)(iv) of Regulation S-K on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, which if not resolved to Paritz's satisfaction would have caused it to make reference thereto in connection with its reports on the financial statements for such years. During the fiscal years ended December 31, 2011 and 2010 and through the date of dismissal, there were no reportable events as described in Item 304(a)(1)(v) of Regulation S-K.

On October 15, 2012, we engaged BDO Ziv Haft as our new independent registered public accounting firm. The engagement of BDO Ziv Haft was approved by our Board of Directors. During the fiscal years ended December 31, 2011 and 2010 and through the date of the engagement of BDO Ziv Haft, we did not consult with BDO Ziv Haft with respect to any of (i) the application of accounting principles to a specified transaction, either completed or proposed; (ii) the type of audit opinion that might be rendered on our financial statements; or (iii) any matter that was either the subject of a disagreement (as described in Item 304(a)(1)(iv) of Regulation S-K) or a reportable event as described in Item 304(a)(1)(v) of Regulation S-K. The financial statements as of December 31, 2012 and for the year then ended included in this prospectus and in the registration statement of which this prospectus forms a part have been audited by BDO Ziv Haft and have been so included in reliance on the report of said firm given on their authority as experts in auditing and accounting.

Kost Forer Gabbay & Kasierer, a member of Ernst & Young Global, independent registered public accounting firm, the former auditor of Micronet, has audited the consolidated balance sheets as of December 31, 2011 and 2010 and the related consolidated statements of comprehensive income, changes in shareholders' equity and of cash flows for each of the years ended on December 31, 2011 and 2010 of Micronet, as set forth in their report thereon. These financial statements are provided in this prospectus and in the registration statement of which this prospectus forms a part in reliance on Kost Forer Gabbay & Kasierer's report given on their authority as experts in accounting and auditing.

WHERE YOU CAN FIND MORE INFORMATION

We have filed with the SEC a registration statement on Form S-1, of which this prospectus forms a part, including exhibits and schedules, under the Securities Act with respect to the securities to be sold in this offering. This prospectus does not contain all the information contained in the registration statement. For further information with respect to us and the securities to be sold in this offering, we refer you to the registration statement and the exhibits and schedules attached to the registration statement. Statements contained in this prospectus as to the contents of any contract, agreement or other document referred to are not necessarily complete. When we make such statements, we refer you to the copies of the contracts or documents that are filed as exhibits to the registration statement because those statements are qualified in all respects by reference to those exhibits.

Upon the closing of this offering, we will be subject to the informational requirements of the Exchange Act and we intend to file annual, quarterly and current reports, proxy statements and other information with the SEC. You can read our SEC filings, including the registration statement, at the SEC's website at www.sec.gov. You may also read and copy any document we file with the SEC at its public reference facility at 100 F Street, N.E., Washington, D.C. 20549, on official business days during the hours of 10:00 am to 3:00 pm.

You may also obtain copies of the documents at prescribed rates by writing to the Public Reference Section of the SEC at 100 F Street, N.E., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information on the operation of the public reference facility.

[TABLE OF CONTENTS](#)

INDEX TO CONSOLIDATED FINANCIAL STATEMENTS

CONSOLIDATED FINANCIAL STATEMENTS FOR MICRONET ENERTEC TECHNOLOGIES, INC.

Reports of Independent Registered Public Accounting Firms	F-2
Consolidated Balance Sheets as of December 31, 2011, and December 31, 2012	F-4
Consolidated Statements of Income for Years Ended December 31, 2011 and 2012	F-5
Consolidated Statements of Comprehensive Income for Years Ended December 31, 2011 and 2012	F-6
Consolidated Statements of Changes in Stockholders' Equity and Comprehensive Income for Years Ended December 31, 2012 and 2011	F-7
Consolidated Statements of Cash Flows	F-8
Notes to Consolidated Financial Statements	F-11

CONSOLIDATED FINANCIAL STATEMENTS FOR MICRONET LTD.

Independent Auditors' Report to the Shareholders of Micronet Ltd.	F-28
Consolidated Balance Sheets as of December 31, 2011 and 2010	F-29
Consolidated Statements of Comprehensive Income for the Years Ended December 31, 2011 and 2010	F-30
Consolidated Statements of Changes in Shareholders' Equity for Years Ended December 31, 2011, and 2010	F-31
Consolidated Statements of Cash Flows for the Years Ended December 31, 2011 and 2010	F-32
Notes to the Consolidated Financial Statements	F-34

UNAUDITED INTERIM FINANCIAL STATEMENTS FOR MICRONET LTD.

Consolidated Balance Sheets as of June 30, 2012 and December 31, 2011	F-87
Consolidated Statements of Income for the Six and Three Months Ended June 30, 2012 and 2011	F-89
Consolidated Statements of Changes In Shareholder's Equity for the Year Ended December 31, 2011	F-90
Statement of Cash Flows for the Six Months Ended June 30, 2012 and 2011	F-93
Notes to the Interim Financial Statements	F-96

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To The Board of Directors and Stockholders of Micronet Enertec Technologies, Inc. (formerly known as “Lapis Technologies, Inc.”)

We have audited the accompanying consolidated balance sheet of Micronet Enertec Technologies, Inc. (formerly known as “Lapis Technologies, Inc.”) (the “Company”) and its subsidiaries as of December 31, 2012 and the related consolidated statements of income, comprehensive income, stockholders' equity and cash flow for the year then ended. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of the Company and its subsidiaries as of December 31, 2012 and the results of their operations and their cash flow for the year then ended, in conformity with accounting principles generally accepted in the United States of America.

Tel Aviv, Israel
March 14, 2013

/s/ Ziv Haft

Ziv Haft

Certified Public Accountants (Isr.)
BDO Member Firm



REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To The Board of Directors
and Stockholders of
Lapis Technologies, Inc.

We have audited the accompanying consolidated balance sheet of Lapis Technologies, Inc. and subsidiaries as of December 31, 2011, and the related consolidated statements of income, comprehensive income, changes in stockholders' equity and cash flow for the year then ended. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Lapis Technologies, Inc. and subsidiaries as of December 31, 2011, and the results of their operations and their cash flows for the year then ended in conformity with accounting principles generally accepted in the United States of America.

/s/ Paritz & Company, P.A.

Hackensack, New Jersey

March 23, 2012, except for Notes 18C and 19, shares outstanding, and per share information as to which the date is March 14, 2013.

MICRONET ENERTEC TECHNOLOGIES, INC. (formerly known as “Lapis Technologies, Inc.”)

CONSOLIDATED BALANCE SHEETS
(In Thousands, except Share and Par Value data)

	December 31, 2012	December 31, 2011
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 10,611	\$ 940
Marketable securities	3,183	—
Trade account receivables, net	9,914	7,947
Inventories	7,392	2,479
Derivative asset – call options	945	—
Other account receivable	1,939	708
Total current assets	33,984	12,074
Property, and equipment, net	2,269	482
Intangible assets and others, net	1,635	—
Long term deposit	43	22
Total long term assets	3,947	504
Total assets	\$ 37,931	\$ 12,578
LIABILITIES AND EQUITY		
Short term bank credit and current portion of long term bank loans	\$ 4,689	\$ 766
Current portion of long term notes and convertible debenture, net of discount	1,671	1,000
Trade account payables	4,701	1,312
Other account payables	3,420	1,033
Derivative liabilities – put option	73	—
Total current liabilities	14,554	4,111
Long term Loans from banks	3,941	2,505
Long term notes convertible debenture net of discount	1,370	1,282
Derivatives liabilities – warrants	—	799
Accrued severance pay, net	1,138	228
Deferred tax liabilities, net	60	—
Excess in losses of affiliated company	—	41
Total long term liabilities	6,509	4,855
(*)Stockholders' Equity:		
Preferred stock; \$.001 par value, 5,000,000 shares authorized, none issued and outstanding		
Common stock; \$.001 par value, 100,000,000 shares authorized, 3,241,500 shares issued and outstanding	3	6
Additional paid in capital	957	—
Accumulated other comprehensive income	233	105
Retained earnings	8,918	3,501
Micronet Enertec stockholders equity	10,111	3,612
Non-controlling interests	6,757	—
Total equity	16,868	3,612
Total Liabilities and equity	\$ 37,931	\$ 12,578

(*) Giving retrospective effect to the reverse split — see Note 19.

MICRONET ENERTEC TECHNOLOGIES, INC. (formerly known as “Lapis Technologies, Inc.”)

CONSOLIDATED STATEMENTS OF INCOME

(In Thousands, Except Share and Earnings Per Share data)

	Year ended December 31,	
	2012	2011
Revenues	17,788	10,146
Cost of revenues	13,790	6,297
Gross profit	3,998	3,849
Operating expenses:		
Research and development	777	240
Selling and marketing	752	350
General and administrative	2,243	1,366
Amortization of intangible assets	551	—
Total operating expenses	4,323	1,956
Income (loss) from operations	(325)	1,893
Interest income (expense), net	89	(567)
Other income	4	—
Gain on bargain purchase	4,623	—
Income before provision for income taxes	4,391	1,326
Benefit for income taxes	(136)	(77)
Equity in losses (profit) on of affiliated company	(41)	44
Net income	4,568	1,359
Net loss attributable to non-controlling interests	(849)	—
Net income attributable to Micronet Enertec	5,417	1,359
(*) Earnings per share attributable to Micronet Enertec:		
Basic	\$ 1.67	\$ 0.42
Diluted	\$ 1.54	\$ 0.42
Weighted average common shares outstanding:		
Basic	3,241,500	3,241,500
Diluted	3,594,872	3,241,500

(*) Giving retrospective effect to the reverse split — see Note 19.

MICRONET ENERTEC TECHNOLOGIES, INC. (formerly known as “Lapis Technologies, Inc.”)

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(In thousands)

	Year ended December 31,	
	2012	2011
Net income	\$ 4,568	\$ 1,359
Other comprehensive income (loss), net of tax:		
Currency translation adjustment	820	(318)
Total comprehensive income	<u>5,388</u>	<u>1,041</u>
Comprehensive income attributable to the non-controlling interests	157	—
Comprehensive income attributable to Micronet Enertec	<u>\$ 5,545</u>	<u>\$ 1,041</u>

MICRONET ENERTEC TECHNOLOGIES, INC. (formerly known as “Lapis Technologies, Inc.”)

**CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY
AND COMPREHENSIVE INCOME**

(In Thousands, Except Numbers of Shares)

	Common Stock		Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Income	Non- controlling Interest	Total Stockholders' Equity
	Shares	Amount					
Balance, December 31, 2010	3,241,500	\$ 6	\$ 78	\$ 2,321	\$ 423	\$ 1,217	\$ 4,045
Acquisition of non-controlling interest	—	—	(78)	(179)	—	(1,217)	(1,474)
Comprehensive income	—	—	—	1,359	(318)	—	1,041
Balance, December 31, 2011	3,241,500	6	—	3,501	\$ 105	—	3,612
Non-controlling interest arising from business combination	—	—	—	—	—	7,096	7,096
Classification of warrants derivative to equity	—	—	1,105	—	—	—	1,105
Reverse split	—	(3)	3	—	—	—	—
Comprehensive income	—	—	—	5,417	128	(157)	5,388
Acquisition of non-controlling interest	—	—	(151)	—	—	(182)	(333)
Balance, December 31, 2012	3,241,500	\$ 3	\$ 957	\$ 8,918	\$ 233	\$ 6,757	\$ 16,868

(*) Giving retrospective effect to the reverse split — see Note 19.

MICRONET ENERTEC TECHNOLOGIES, INC. (formerly known as “Lapis Technologies, Inc.”)

CONSOLIDATED STATEMENTS OF CASH FLOWS
(In Thousands)

	Year ended December 31,	
	2012	2011
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	\$ 4,568	\$ 1,359
Adjustments to reconcile net loss to net cash provided by operating activities:		
Depreciation and amortization	779	66
Change in fair value of derivatives, net	(1,285)	(29)
Gain on bargain purchase	(4,623)	—
Equity in loss of affiliated company	(41)	41
Change in deferred taxes, net	(322)	4
Accrued interests on bank loans	83	—
Amortization of discount and change in the value of long term notes and convertible debenture, net	562	—
Changes in operating assets and liabilities (net of impact of acquisition):		
Increase (decrease) in trade account receivables	2,008	(3,415)
Decrease in inventories	1,818	659
Increase (decrease) in accrued severance pay, net	(3)	139
Decrease in other account receivables	(637)	(207)
Increase (decrease) in trade account payables	819	(612)
Increase in other account payables	266	—
Net cash used in operating activities	<u>3,993</u>	<u>(1,995)</u>
Net cash provided by operating activities – discontinued operations	—	51
Net cash provided by (used in) operating activities	<u>\$ 3,993</u>	<u>\$ (1,944)</u>

MICRONET ENERTEC TECHNOLOGIES, INC. (formerly known as “Lapis Technologies, Inc.”)

CONSOLIDATED STATEMENTS OF CASH FLOWS
(In Thousands)

	Year ended December 31,	
	2012	2011
CASH FLOWS FROM INVESTING ACTIVITIES:		
Change in long term deposit and restricted cash	—	(1)
Purchase of property and equipment	(615)	(293)
Marketable securities	(254)	—
Acquisition of newly-consolidated subsidiary, net of cash acquired (Appendix A)	1,580	—
Net cash provided by (used in) investing activities	<u>711</u>	<u>(294)</u>
CASH FLOWS FROM FINANCING ACTIVITIES:		
Short term bank credit	4,033	(256)
Issuance of note and warrants	3,000	—
Receipt of long term loan	2,373	—
Repayment of convertible note	(695)	—
Repayment of long term debt to banks	(1,131)	—
Repayment of loans from related parties	—	(1,127)
Proceeds from long-term debt	—	6,141
Acquisition of non-controlling interests	(246)	(1,500)
Repayment of long-term notes	(2,500)	(414)
Net cash provided by financing activities	<u>4,834</u>	<u>2,844</u>
NET CASH DECREASE IN CASH AND CASH EQUIVALENTS	<u>9,538</u>	<u>606</u>
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	940	626
TRANSLATION ADJUSTMENT ON CASH AND CASH EQUIVALENTS	<u>133</u>	<u>(292)</u>
CASH AND CASH EQUIVALENTS AT END OF PERIOD	<u>10,611</u>	<u>940</u>
Supplemental disclosure of cash flow information:		
Amount paid during the period for:		
Interest	<u>\$ 581</u>	<u>\$ 233</u>
Taxes	<u>\$ 95</u>	<u>\$ 51</u>

MICRONET ENERTEC TECHNOLOGIES, INC. (formerly known as “Lapis Technologies, Inc.”)

CONSOLIDATED STATEMENTS OF CASH FLOWS
(In Thousands)

Appendix A

Acquisition of newly-consolidated subsidiary, net of cash acquired:	
Working capital, other than cash	\$ (8,308)
Derivative asset – call options	(404)
Property and equipment	(1,400)
Intangible assets	(1,961)
Gain on bargain purchase	4,623
Derivative liability – put option	163
Non-current liabilities	1,771
Non-controlling interest	7,096
Net cash provided by acquisition	<u>\$ 1,580</u>

NOTE 1 — DESCRIPTION OF BUSINESS

Overview

Micronet Enertec Technologies, Inc. (formerly known as Lapis Technologies, Inc.), a U.S. based Delaware corporation formed in Delaware on January 31, 2002. On March 14, 2013 we changed our corporate name from Lapis Technologies, Inc. to Micronet Enertec Technologies, Inc. (“we,” “Micronet Enertec” or “the Company”). We operate through two Israel-based companies, Enertec Systems 2001 Ltd, or Enertec, our wholly-owned subsidiary, and Micronet Ltd, or Micronet, in which we hold 50.1% as of December 31, 2012.

Micronet is a publicly traded company on the Tel Aviv stock exchange and operates in the growing commercial Mobile Resource Management, or MRM market. Micronet designs, develops, manufactures and sells rugged mobile computing devices that provide fleet operators and field workforces with computing solutions in challenging work environments. Micronet’s vehicle cabin installed and portable tablets increase workforce productivity and enhance corporate efficiency by offering computing power and communication capabilities that provide fleet operators with visibility into vehicle location, fuel usage, speed and mileage. Micronet’s customers consist primarily of application service providers, or ASPs, and solution providers specializing in the MRM market.

Enertec operates in the Defense and Aerospace markets and designs, develops, manufactures and supplies various customized military computer-based systems, simulators, automatic test equipment and electronic instruments. Enertec’s solutions and systems are designed according to major aerospace integrators’ requirements and are integrated by them into critical systems such as command and control, missile fire control, maintenance of military aircraft and missiles for use by the Israeli Air Force and Navy and by foreign defense entities.

Micronet Acquisition

On September 7, 2012, we, through our wholly-owned subsidiary Enertec Electronics Ltd., an Israeli corporation, or Enertec Electronics, acquired from three Israeli individuals who collectively were the former controlling shareholders, or the Sellers, 47.5% of the issued and outstanding shares of Micronet pursuant to a stock purchase agreement, or the Agreement. As a result of the consummation of the Micronet acquisition, we have become the largest shareholder of Micronet and the legal controlling entity because we have the ability to nominate the majority of the members of Micronet’s board of directors, which gives us control of Micronet’s operations.

Pursuant to the terms of the Agreement we acquired 8,256,000 ordinary shares of Micronet for 17.3 million NIS (approximately \$4.3 million), divided pro rata among Sellers. The acquisition was financed based partly on our own resources and partly by means of a loan from UTA Capital (see reference to note 9). The Agreement also includes two call options granted to Micronet Enertec and a put option granted to Sellers. Pursuant to the initial call option, we are entitled to purchase from the Sellers, during the period beginning on the closing of the transaction and for 11 months thereafter, up to additional 996,000 ordinary shares of Micronet (5.49% of Micronet’s issued and outstanding shares) for a price of 2.1 NIS (approximately \$0.563 per share) per share as adjusted based on the Israeli customers index. Under the second call option, we are entitled to purchase from the Sellers up to additional 1,200,000 ordinary shares of Micronet.

The second call option is in effect for the period that begins on the one-year anniversary of the closing of the transaction and ends on the 21-month anniversary of the closing of the transaction (6.62% of Micronet’s issued and outstanding shares) for a price of 2.1 NIS per share as adjusted based on the Israeli customers index (reflecting \$0.563 per share at December 31, 2012) plus 25% of Micronet’s 2012 gross profit per share based on Micronet’s issued and outstanding shares as of December 31, 2012, up to maximum of 18,850,000 shares, but in any event such price per share shall not exceed 3 NIS (\$0.8 per share at December 31, 2012). Pursuant to the put option granted to Sellers, Sellers can cause the sale of up to an additional 1,000,002 ordinary shares constituting 5.73% of Micronet’s issued and outstanding shares for a price of 2.2 NIS per share (\$0.589 per share at December 31, 2012) as adjusted based on the Israeli customers index. The put option is in effect for the period that begins on the one-year anniversary of the closing of the transaction and ends on the 22-month anniversary of the closing of the transaction. Micronet’s results of operation and balance sheet were included in our consolidated reports commencing in the closing date. Acquisition costs amounted to \$65 were charged to general and administrative expenses.

TABLE OF CONTENTS

NOTE 1 — DESCRIPTION OF BUSINESS - (continued)

The purchase consideration was allocated to the tangible assets and intangible assets acquired and liabilities assumed based on their estimated fair values on the acquisition date. The fair value assigned to identifiable intangible assets acquired has been determined by using valuation methods that discount expected future cash flows to present value using estimates and assumptions determined by management. These estimates are subject to revision, which may result in significant adjustments to the values presented below, when the appraisals are finalized. The Company determined that the fair values of net assets acquired exceeded the purchase price by \$4,623, which was recorded as a bargain purchase gain, and is shown as a separate non operating income. The gain is not a taxable income for tax purposes. The gain was largely determined by the following reasons:

- Micronet is a publicly-traded company on the Tel Aviv Stock Exchange (“TASE”). The purchase price takes into consideration the average price per Micronet share for the 12 month period prior to the Closing Date. The average price per Micronet share for the 12 month period prior to the Closing Date was approximately 2.2 NIS, whereas the purchase price was 2.1 NIS.
- In addition to the cash consideration paid in the transaction as aforementioned, additional consideration for the Sellers is attributable to their expectation that the new controlling shareholders of Micronet together with the management team, will be able to use their experience, abilities and expertise to increase Micronet’s value and thereby increase the value of the remaining shares held by the Sellers. Accordingly, the transaction was structured so that the Sellers continue to be stockholders of Micronet. The Sellers hold approximately 30% of the company’s outstanding share capital following the Acquisition.
- Approximately 40% of the gain is created following the technical measurement of non-controlling interest at fair value which is much lower than the non-controlling interests’ proportionate share of identifiable net assets.

Purchased identifiable intangible assets are amortized on a straight-line basis over their respective useful lives. The table set forth below summarizes the estimates of the fair value of assets acquired and liabilities assumed and resulting gain on bargain purchase

	U.S. \$ in Thousands
Current assets	\$ 19,492
Derivative asset – call options	404
Property, plant and equipment, net	1,400
Other non-current assets	267
Identifiable intangible assets:	
Customer relations	918
Backlog	712
Technology	330
Total assets acquired	23,523
Current liabilities	4,689
Derivative liability – put option	163
Convertible notes	1,265
Long-term liabilities, including deferred taxes liability	1,383
Total liabilities assumed	7,500
Non-controlling interest	6,461
Employees stock options (non-controlling interest)	635
Gain on bargain purchase	4,623
Net assets acquired	\$ 4,304

NOTE 1 — DESCRIPTION OF BUSINESS - (continued)

The consideration of the acquisition was attributed to net assets acquired and liabilities assumed based on their fair value. Upon a purchase price allocation, an amount of \$330 was allocated to technology and to be amortized over a 5-year period, an amount of \$917 was allocated to estimated fair value of the customers relation intangible assets to be amortized over a 3-year period, and an amount of \$712 was allocated to backlog which is being amortized over its estimated useful life-up to 0.5 years. In addition, the value of employees stock option was recorded at fair value upon acquisition and amounted to \$635, as these employees stock options are fully vested they were classified upon acquisition as part of the non-controlling interest. The call and put options between the Company and the Sellers were measured at fair value as part of the acquisition and amounted to \$404 and \$163 respectively. They will be marked to market each reporting period. An amount of \$1,171 was allocated to the fair value of inventory that will be realized in up to 4 months. The non-controlling interests were calculated based on the market price of Micronet's share at the acquisition date. The contribution of Micronet's results to our consolidated revenue net income was \$7,341 and loss of \$181, respectively for the year ended December 31, 2012.

On November 14, 2012, we, via Enertec Electronics, exercised our right pursuant to the call option granted under the Agreement and acquired an additional 2.6% of the issued and outstanding shares of Micronet for a consideration of approximately \$246 (based on the NIS/dollar exchange rate at the time), increasing our ownership to 50.1% of the issued and outstanding shares of Micronet.

The unaudited pro forma financial information in the table below summarizes the combined results of our operations and those of Micronet for the periods shown as though the acquisition of Micronet occurred as of the beginning of fiscal year 2012. The pro forma financial information for the periods presented includes the business combination accounting effects of the acquisition, including amortization charges from acquired intangible assets. The pro forma financial information as presented below is for informational purposes only, is subject to a number of estimates, assumptions and other uncertainties, and is not indicative of the results of operations that would have been achieved if the acquisition and divestiture had taken place at January 1, 2012. The unaudited pro forma financial information is as follows (in thousands, except per share amounts):

	Year Ended December 31,	
	2012	2011
Total revenues	\$ 37,492	\$ 22,691
Net income attribute to Micronet Enertec*	\$ 2,840	\$ (82)
Basic earnings per share	\$ 0.88	\$ (0.02)
Diluted earnings (losses) per share	\$ 0.82	\$ (0.02)

* Excluding one-time gain on bargain purchase amounted to \$4,623.

NOTE 2 — SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accompanying consolidated financial statements are prepared in accordance with generally accepted accounting principles in the United States of America ("US GAAP").

The consolidated financial statements include the financial statements of the Company and its wholly owned subsidiaries. All significant inter-company transactions and balances among the Company and its subsidiaries are eliminated upon consolidation.

Functional Currency

The functional currency of Micronet Enertec is the U.S. dollar. The functional currency of certain subsidiaries is their local currency. The financial statements of those companies are included in consolidation, based on translation into U.S. dollars. Assets and liabilities are translated at year-end exchange rates, while revenues and expenses are translated at monthly average exchange rates during the year. Differences resulting from translation are presented in the consolidated statements of comprehensive income.

NOTE 2 — SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - (continued)

Use of Estimate

The preparation of the financial statements in conformity with Generally Accepted Accounting Principles (“GAAP”) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the dates of the financial statements and the reported amounts of revenue and expenses during the reporting periods. Actual results could differ from those estimates.

Reclassifications

Certain comparative figures have been reclassified to conform to the current year presentation.

Principles of Consolidation

The consolidated financial statements comprise the Company and its subsidiaries. Control is the power to govern the financial and operating policies of an entity so as to obtain benefits from its operating activities. In assessing control, legal and contractual rights, are taken into account. The consolidated financial statements of subsidiaries are included in the consolidated financial statements from the date that control is achieved until the date that control is ceased. Intercompany transactions and balances are eliminated upon consolidation.

Cash and Cash Equivalents

Cash equivalents are considered by the Company to be highly-liquid investments, including inter-alia, short-term deposits with banks, of which do not exceed maturities of three months at the time of deposit and which are not restricted.

Investments in Marketable Securities

Management determines the appropriate classification of its investments at the time of purchase and reevaluates such determinations at each balance sheet date. Investments in marketable securities are classified as “trading,” and unrealized gains or losses are reported in the statement of operations.

Revenue Recognition

The Company’s subsidiary Enertec Systems 2001 LTD mainly enters into long-term fixed-price contracts with customers to manufacture test systems, simulators, and airborne applications. Revenue on these long-term fixed-price contracts is recognized under the percentage-of-completion method. In using the percentage of completion method, revenues are generally recorded based on the percentage of cost incurred to date on a contract relative to the estimated total expected contract cost. Management uses historical experience, project plans and an assessment of the risks and uncertainties inherent in the arrangement to establish the total estimated costs. The percentage of completion is established by the costs incurred to date as a percentage of the estimated total costs of each contract (cost-to-cost method). Contract costs include all direct material and labor costs. The Company begins recognizing revenue on a project when persuasive evidence of an arrangement exists, recoverability is probable, and project costs are incurred. The Company recognizes contract losses, if any, in the period in which they first became evident. On December 31, 2012 approximately \$3.5 million (on December 31, 2011: \$1.3 million) of the accounts receivable balance was unbilled due to the customer’s payment terms.

Revenues from the sales of MRM (mobile resource management) products are recognized when persuasive evidence of an arrangement exists; delivery has occurred, fee to its customer is fixed and determinable; and collection of the resulting receivable is reasonably assured. The title and risk of loss passes to the customer, delivery is occurred and acceptance is satisfied as the product leaves the Company premises.

Allowance for Doubtful Accounts

The Company establishes an allowance for doubtful accounts to ensure trade and financing receivables are not overstated due to uncollectability. The allowance for doubtful accounts was based on specific receivables, which their collection, in the opinion of Company’s management, is in doubt. Trade receivables are charged off in the period in which they are deemed to be uncollectible.

NOTE 2 — SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - (continued)**Inventories**

Inventories of raw materials are stated at the lower of cost (first-in, first-out basis) or realizable value. Cost of work in process comprise direct materials, direct production costs and an allocation of production overheads based on normal operating capacity.

Property and Equipment

Property and equipment are stated at cost, net of accumulated depreciation. Depreciation is calculated by the straight-line method over their estimated useful lives. Annual rates of depreciation are as follows:

Leasehold improvements	The shorter of term of the lease or the useful life of the asset
Machinery and equipment	10 years
Furniture and fixtures	14 years
Transportation equipment	7 years
Computer equipment	3 years

Stock Based Compensation

The Company accounts for stock based compensation under the fair value method under which compensation cost is measured at the grant date based on the value of the award and is recognized over the service period, which is usually the vesting period. For stock options, fair value is determined using an option-pricing model that takes into account the stock price at the grant date, the exercise price, the expected life of the option, the volatility of the underlying stock, the expected dividends on it, and the risk-free interest rate over the expected life of the option. Micronet issued an immaterial number of stock options during 2012. Stock based compensation for the year ended December 31, 2012 were immaterial. For the year ended December 31, 2011, there was no stock based compensation.

Common Stock Purchase Warrants and Other Derivative Financial Instruments

In accordance with Financial Accounting Standards Board (“FASB”) ASC Topic 815 “Derivative and Hedging” (ASC 815-40-25), the Company determined that the warrants issued to UTA (ratchet down of exercise price based upon lower exercise price in future offerings) are not indexed to the Company’s own stock and therefore should be recorded as a derivative financial liability pursuant to ASC 815-40-25. The fair value of these warrants as of December 31, 2011 was \$798.

On November 6, 2012, these warrants were classified to equity due to changes in their terms (see also note 9).

Shipping and Handling Costs

Shipping and handling costs, which amounted to \$44 and \$21 for the years ended December 31, 2012 and 2011, respectively, are included in selling and marketing expenses.

Research and Development Costs

Research and development costs are charged to statements of income as incurred.

Advertising Costs

The Company expenses advertising costs as incurred. Advertising costs for the years ended December 31, 2012 and 2011 were \$59 and \$56, respectively.

Earnings per Share

Earnings (loss) per share (“EPS”) were computed in accordance with the FASB ASC Topic 260, “Earnings Per Share” (ASC 260). ASC 260 requires the presentation of both basic and diluted EPS.

Basic net earnings per share is computed based on the weighted average number of ordinary shares outstanding during each year. Diluted earnings per share is computed based on the weighted average number

NOTE 2 — SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - (continued)

of ordinary shares outstanding during each year, plus dilutive potential ordinary shares considered outstanding during the year derived from potential exercise of warrants.

Impairment of Long-Lived Assets

The Company evaluates property and equipment and purchased intangible assets with finite lives for impairment whenever events or changes in circumstances indicate the carrying value of an asset may not be recoverable. The Company assesses the recoverability of the assets based on the undiscounted future cash flow and recognizes an impairment loss when the estimated undiscounted future cash flow expected to result from the use of the asset plus the net proceeds expected from disposition of the asset, if any, are less than the carrying value of the asset. When the Company identifies an impairment, it reduces the carrying amount of the asset to its estimated fair value based on a discounted cash flow approach or, when available and appropriate, to comparable market values. During the years ending December 31, 2012, and 2011 no impairments have been identified.

Intangible assets

Intangible assets have been recorded as a result of Micronet's acquisition. Intangible assets that are not considered to have an indefinite useful life are amortized using the straight-line basis over their estimated useful lives. The carrying amount of these assets is reviewed whenever events or changes in circumstances indicate that the carrying value of an asset may not be recoverable. Recoverability of these assets is measured by comparison of the carrying amount of the asset to the future undiscounted cash flows the assets is expected to generate. If the asset is considered to be impaired, the amount of any impairment is measured as the difference between the carrying value and the fair value of the impaired asset.

Comprehensive Income

ASC 220-10, "Reporting Comprehensive Income," requires the Company to report in its consolidated financial statements, in addition to its net income, comprehensive income (loss), which includes all changes in equity during a period from non-owner sources including, as applicable, foreign currency items, and other items.

The Company's comprehensive loss for all periods presented is related to the effect of foreign translation losses.

Income Taxes

Deferred taxes are determined utilizing the "asset and liability" method, whereby deferred tax asset and liability account balances are determined based on differences between financial reporting and the tax bases of assets and liabilities and are measured using the enacted tax rates and laws that will be in effect when the differences are expected to reverse. The Company provides a valuation allowance, when it's more likely than not that deferred tax assets will not be realized in the foreseeable future. Deferred tax liabilities and assets are classified as current or non-current based on the expected reversal dates of the specific temporary differences.

The Company adopted FASB ASC Topic 740-10-05, "Income Taxes" which provides guidance for recognizing and measuring uncertain tax positions and prescribes a threshold condition that a tax position must meet for any of the benefits of the uncertain tax position to be recognized in the financial statements. It also provides accounting guidance on derecognizing, classification and disclosure of these uncertain tax positions. The Company's policy on classification of all interest and penalties related to unrecognized income tax positions, if any, is to present them as a component of income tax expense.

Financial Instruments

1. Concentration of credit risks:

Financial instruments that have the potential to expose the Company to credit risks are mainly cash and cash equivalents, bank deposit accounts, marketable securities and trade receivables.

The Company holds cash and cash equivalents, and deposit accounts at large banks in Israel, thereby substantially reducing the risk of loss.

NOTE 2 — SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - (continued)

With respect to trade receivables, the risk is limited due to the geographically spreading, nature and size of the entities that constitute the Company's customer base. The Company assesses the financial position of its customers prior to the engagement with them.

The Company performs ongoing credit evaluations of its customers for the purpose of determining the appropriate allowance for doubtful accounts and generally does not require collateral. An appropriate allowance for doubtful accounts is included in the accounts.

2. Fair value measurement:

The Company measures fair value and discloses fair value measurements for financial and non-financial assets and liabilities. Fair value is based on the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The accounting standard establishes a fair value hierarchy that prioritizes observable and unobservable inputs used to measure fair value into three broad levels, which are described below:

Level 1: Quoted prices (unadjusted) in active markets that are accessible at the measurement date for assets or liabilities. The fair value hierarchy gives the highest priority to Level 1 inputs.

Level 2: Observable prices that are based on inputs not quoted on active markets, but corroborated by market data.

Level 3: Unobservable inputs are used when little or no market data is available. The fair value hierarchy gives the lowest priority to Level 3 inputs.

In determining fair value, the Company utilizes valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs to the extent possible and considers counterparty credit risk in its assessment of fair value.

Recent Accounting Pronouncements

In July 2012, the FASB issued Accounting Standard Update 2012-02, *"Intangibles — Goodwill and Other (Topic 350): Testing Indefinite Intangibles Assets for Impairment,"* which amended the guidance in ASC 350-30 on testing indefinite-lived intangible assets, other than goodwill, for impairment allowing an entity to perform a qualitative impairment assessment. The Company believes that the adoption of this standard will not have an impact on its consolidated statements.

In December 2011, the FASB issued Accounting Standard Update No. 2011-11, *"Balance Sheet (210): Disclosures about Offsetting Assets and Liabilities,"* which requires additional disclosures about the nature of an entity's rights of setoff and related arrangements associated with its financial instruments and derivative instruments. The disclosure requirements are effective for annual reporting periods beginning on or after January 1, 2013, and interim periods therein, with retrospective application required. In January 2013, the FASB issued Accounting Standard Update No. 2013-01, *"Clarifying the Scope of Disclosures about Offsetting Assets and Liabilities."* The Company believes that the adoption of both the standard and the update will not have an impact on the Company's consolidated financial statements.

NOTE 3 — ACQUISITION OF NON-CONTROLLING INTEREST

On March 2, 2011, Enertec Management Ltd., an indirect, wholly-owned subsidiary of the Company, acquired the 27% of the outstanding shares of Enertec Systems not previously held by the Company, for an aggregate purchase price of \$1,500. The Company accounted for the acquisition of the additional interest as an equity transaction.

NOTE 4 — FAIR VALUE MEASUREMENTS

Items carried at fair value as of December 31, 2012 and 2011 are classified in the table below in one of the three categories described in Note 2.

NOTE 4 — FAIR VALUE MEASUREMENTS - (continued)

	Fair value measurements using input type			
	December 31, 2012			
	Level 1	Level 2	Level 3	Total
Cash and cash equivalents	\$ 10,611	\$ —	\$ —	\$ 10,611
Marketable securities	3,183	—	—	3,183
Derivative asset – call option*	—	945	—	945
Derivative liability – put option	—	(73)	—	(73)
	<u>\$ 13,794</u>	<u>\$ 872</u>	<u>\$ —</u>	<u>\$ 14,666</u>

* The fair value of the derivative call options, using the Black-Scholes option pricing model made with the following unobservable assumptions: dividend yield of 9.7%, expected volatility: 49% – 54%, risk free interest rate: 9% – 19 (includes inflation rates), and expected life: 0.6 – 1.43 years.

	Fair value measurements using input type			
	December 31, 2011			
	Level 1	Level 2	Level 3	Total
Cash and cash equivalents	\$ 940	—	—	\$ 940
Derivatives liabilities – warrants	—	(799)	—	(799)
	<u>\$ 940</u>	<u>\$ (799)</u>	<u>\$ —</u>	<u>\$ 141</u>

NOTE 5 — INVENTORIES

Inventories are stated at the lower of cost or market, computed using the first-in, first-out method. Inventories consist of the following:

	December 31,	
	2012	2011
Raw materials	\$ 4,874	\$ 732
Work in process	2,518	1,747
	<u>\$ 7,392</u>	<u>\$ 2,479</u>

NOTE 6 — PROPERTY AND EQUIPMENT

Property and equipment consists of the following as of December 31, 2012 and 2011:

	December 31,	
	2012	2011
Leasehold improvements	\$ 1,176	\$ 352
Machinery and equipment	980	133
Furniture and fixtures	246	149
Transportation equipment	134	113
Computer equipment	605	379
	<u>3,141</u>	<u>1,126</u>
Less accumulated depreciation	872	644
	<u>\$ 2,269</u>	<u>\$ 482</u>

Depreciation expenses totaled \$228, \$65, for the years ended December 31, 2012 and 2011, respectively.

NOTE 7 — INTANGIBLE ASSETS AND OTHERS, NET

Composition:

	Useful life years	December 31,	
		2012	2011
Original amount:			
Technology	5	\$ 330	\$ —
Customer related intangible assets	3	918	—
backlog	0.5	712	—
Prepaid lease expenses		226	—
		<u>\$ 2,186</u>	<u>\$ —</u>
Accumulated amortization:			
Technology	5	\$ 22	—
Customer related intangible assets	3	102	—
backlog	0.5	427	—
		<u>\$ 551</u>	<u>\$ —</u>
		<u>\$ 1,635</u>	<u>\$ —</u>

The estimated future amortization of the intangible assets (excluded of deferred tax assets) as of December 31, 2012 is as follows:

2013	\$ 657
2014	372
2015 and thereafter	\$ 380

NOTE 8 — SHORT TERM BANK LOANS

As of December 31, 2012, the Company had short term bank credit of \$4,689 comprised as follow: \$656 current portion of long term loans and \$4,033 of short term bank loans that bear interest of 3.25 – 5.25% paid on a monthly and weekly basis.

As of December 31, 2011, the Company had short term bank credit of \$766 comprised as follow: \$766 current portion of long term loans from bank.

NOTE 9 — LONG TERM LOANS FROM BANKS

1. Composition:

	Average Interest rate as of December 31, 2012	Linkage Basis	December 31,	
			2012	2011
	%		Total long-term liabilities net of current portion	
Due to Banks	P+1.41%	NIS	\$ 4,597	\$ 3,271
Less – current portion			(656)	(766)
			<u>\$ 3,941</u>	<u>\$ 2,505</u>

On December 17, 2012, the Company entered into a new loan agreement with an Israeli bank for \$2,370. The loan is to be repaid in five years and bears annual interest at an initial rate of prime plus 2.75%.

2. Long-term Loans from Banks are due as follows:

	December 31,	
	2012	2011
First year (current portion)	\$ 656	\$ 766
Second year	645	656
Third year	637	645
Fourth year and thereafter	2,659	1,204
	<u>\$ 4,597</u>	<u>\$ 3,271</u>

NOTE 10 — UTA CAPITAL LLC TRANSACTION

On July 12, 2011, we entered into a Note and Warrant Purchase Agreement with UTA Capital LLC, a Delaware limited liability company (“UTA”), (the “Purchase Agreement,” and as amended by that certain letter agreement dated as of August 16, 2011, and as further amended by that certain Second Amendment to Note and Warrant Purchase Agreement dated as of August 31, 2011 and that certain Third Amendment to Note and Warrant Purchase Agreement dated as of November 24, 2011, the “Original Agreement”) pursuant to which UTA agreed to provide financing to Micronet Enertec on a secured basis.

The initial closing (the “Initial Closing”) of the transactions contemplated by the Purchase Agreement took place on September 1, 2011. In connection therewith, the Company issued to UTA a secured promissory note in the principal amount of \$3,000 that matures on March 1, 2014 (the “First Note”). The First Note bears interest at a rate of 8% per annum and principal was due to be repaid in three equal principal payments of \$1,000 on each of September 1, 2012, September 1, 2013 and March 1, 2014. Net proceeds from the sale of the First Note were to be used as working capital for the Company and its subsidiaries. In addition, the Company issued to UTA a warrant (the “First Warrant”) to purchase up to 476,113 shares of the Company’s common stock, par value \$0.001 (the “Common Stock”) at an exercise price initially equal to \$1.00 per share, representing 12% of the Company’s outstanding shares of Common Stock, on a fully diluted basis. The First Warrant became exercisable on March 1, 2012 and will terminate, to the extent not exercised, on March 1, 2017. The Company has agreed to customary covenants, see note 16.

At the issuance date of the First Warrant, we recorded the fair value of the First Warrant issued with the \$3,000 Note as a derivative liability of \$828 using the Black-Scholes option pricing model with a corresponding increase in debt discount as we determined that warrants are not indexed to the Company’s own stock pursuant to FASB ASC Topic 815, “Derivative and Hedging” (ASC 815-40-25). Debt discount is being amortized over the term of the loan to the stated maturity date and are presented as a component of interest expense in the accompanying statements of operations. Amortization of the debt discount for the year ended December 31, 2012 is \$331, and is included as a component of interest expense.

Pursuant to the Original Agreement, UTA also agreed to purchase a 27-month, secured promissory note in the principal amount of \$3,000 (the “Second Note”) at a second closing if it occurred (the “Second Closing”), which closing was to occur not later than nine months after the Initial Closing, subject to the closing conditions set forth in the Original Agreement; provided, however, that the principal amount of the Second Note was to be reduced by the aggregate unpaid principal amount outstanding under the Intermediate Note (as defined below) as of the date of the Second Closing. The First Note and the Second Note were to be secured by the pledge of certain of the assets of the Company and its subsidiaries and were to be identical other than their duration.

The Company has also agreed to issue to UTA at the Second Closing a second warrant (the “Second Warrant” and, together with the First Warrant, the “Warrants”) to purchase that number of shares of Common Stock in order that the Warrants, and any shares of Common Stock issued upon exercise of the First Warrant, represent 12% of the outstanding shares of Common Stock on a fully diluted basis as of the Second Closing. The Company agreed to grant to UTA certain demand and “piggy back” registration rights in respect of the shares underlying the Warrants, as set forth in the Original Agreement.

Amended and Restated Note and Warrant Purchase Agreement

In connection with the acquisition of Micronet (the “Acquisition”), we entered into an Amended and Restated Note and Warrant Purchase Agreement, dated as of September 7, 2012, with UTA. The Amended and Restated Note and Warrant Purchase Agreement amended the Original Agreement. Pursuant to the Amended and Restated Note and Warrant Purchase Agreement, we and UTA agreed to revise the Original Agreement to provide, among other things, (i) for the consummation of the Second Closing, as described below, to assist the Company in financing the Acquisition although the time period in which the Second Closing could occur had expired under the terms of the Original Agreement, (ii) that Enertec pledge to UTA the shares acquired in the Acquisition, (iii) that D.L. Capital Ltd., the Company’s controlling stockholder, enter into a pledge agreement with UTA to pledge 1,000,000 shares of common stock of the Company owned by D.L. Capital Ltd., (iv) that the Secured Promissory Note made by the Company payable to UTA, dated September 1, 2011 in the

NOTE 10 — UTA CAPITAL LLC TRANSACTION - (continued)

principal amount of \$3,000 be amended to provide that the principal payments be paid in three equal principal payments of \$1,000 each, the first on December 31, 2012, and the second on September 1, 2013, with the remaining principal balance due at the Maturity Date of March 1, 2014, and (v) that the Company satisfy within four months of September 7, 2012 the corporate governance requirements under Nasdaq Marketplace Rule 5605 (relating to Board and Board committee composition, process and decision-making), Rule 5610 (relating to codes of conduct) and Rule 5630 (relating to the review and approval of related-party transactions) as if the Company's common stock were listed on the Nasdaq stock exchange.

Second Closing

On September 7, 2012, we issued to UTA pursuant to the Amended and Restated Note and Warrant Purchase Agreement (i) the Second Secured Promissory Note in the principal amount of \$3,000, with an initial interest rate equal to 8% per annum, \$1,500 of such amount payable on May 15, 2013, and the remaining balance due at the Maturity Date of April 1, 2014, and (ii) the Second Warrant entitling UTA to purchase from the Company up to a total of 300,000 shares of the Company's common stock at an exercise price initially equal to \$1.30 per share, first exercisable beginning six months after September 7, 2012, until 66 months after September 7, 2012. At issuance date, we recorded the fair value of the Second Warrant issued with the \$ 3,000 Note as a derivative liability amounted to \$872 using the Black-Scholes option pricing model with a corresponding increase in debt discount as we determined that warrants (ratchet down of exercise price based upon lower exercise price in future offerings) are not indexed to the Company's own stock pursuant to FASB ASC Topic 815, "Derivative and Hedging" (ASC 815-40-25). Debt discount is being amortized over the term of the loan to the stated maturity date and are presented as a component of interest expense in the accompanying statements of operations. Amortization of the debt discount for the year ended December 31, 2012 is \$129, and is included as a component of interest expense.

On November 6, 2012, the Company and UTA amended the terms of the Warrants pursuant to which UTA waived its right to anti-dilution protection in case the Company issues additional shares of common stock, while the Company waived certain upward exercise price adjustment provisions included in the Warrants. Following this amendment, the Warrants were classified to equity in the amount of \$1,105.

NOTE 11 — CONVERTIBLE NOTE

As of December 31, 2012, the Company's subsidiary Micronet has convertible note short term balance liability to be repaid in November 2013. The note is linked to the Israeli price index and bears an annual interest of 5.25%. The note may be converted into ordinary shares of Micronet at a price of 6.5 NIS per share.

The conversion feature meets the definition of an embedded derivative, which has a minimal value as of December 31, 2012.

NOTE 12 — ACCRUED SEVERANCE PAY, NET

A. Accrued Liability:

The Company is liable for severance pay to its employees pursuant to the applicable local laws prevailing in the respective countries of employment and employment agreements. For Israeli employees, the liability is partially covered by individual managers' insurance policies under the name of the employee, for which the Company makes monthly payments. The Company may make withdrawals from the managers' insurance policies only for the purpose of paying severance pay.

The amounts accrued and the amounts funded with managers' insurance policies are as follows:

	December 31,	
	2012	2011
Accrued severance pay	\$ 3,900	\$ 1,300
Less-amount funded	(2,762)	(1,072)
	<u>\$ 1,138</u>	<u>\$ 228</u>

NOTE 12 — ACCRUED SEVERANCE PAY, NET - (continued)
B. Expenses:

The income (expense) related to severance payable for the years ended December 31, 2012 and 2011 were \$55 and \$(139), respectively.

NOTE 13 — PROVISION FOR INCOME TAXES
A. Basis of Taxation

The Company's Israeli subsidiaries are governed by the tax laws of the state of Israel which has a general tax rate of 25%. The Company is entitled to various tax benefits in Israel by virtue of being granted the status of an "approved enterprise industrial company" as defined by the tax regulations. The benefits include, among other things, a reduced tax rate.

B. Provision (Benefit) for Taxes

	Year ended December 31,	
	2012	2011
Current:		
Domestic (Israel)	\$ 124	\$ 30
Foreign	15	10
	<u>139</u>	<u>40</u>
Taxes related to prior years	47	(164)
Deferred:		
Deferred taxes, net	(322)	47
Total provision (benefit) for income taxes	\$ (136)	\$ (77)

C. The reconciliation of income tax at the U.S. statutory rate to the Company's effective tax rate as follows:

	2012	2011
U.S. federal statutory rate	35%	35%
Tax Rate difference between US and Israel	—	(10)%
Effect of Israeli tax rate benefit	—	(21)%
Change in valuation allowance	—	(4)%
Effect of previous years	—	(6)%
Gain on bargain purchase	(36)%	
other	(2)%	
Effective Tax Rate	(3)%	(6)%

D. Deferred Tax Assets and Liabilities

Deferred tax reflect the net tax effects of temporary differences between the carrying amounts of assets or liabilities for financial reporting purposes and the amounts used for income tax purposes. As of December 31, 2012 and 2011, the Company's deferred taxes were in respect of the following:

	December 31,	
	2012	2011
	(in thousands)	
Net operating loss carry forward	110	148
Provisions for employee rights and other temporary differences	349	62
Deferred tax assets before valuation allowance	459	210
Valuation allowance	110	148
Deferred tax assets	349	62
Deferred tax liability	211	—
Deferred tax assets (liability), net	138	62

NOTE 13 — PROVISION FOR INCOME TAXES - (continued)**E. Tax losses**

At December 31, 2012, the Company has a net operating loss carry forward of approximately \$314, which may be utilized to offset future taxable income for United States federal tax purposes. This net operating loss carry forward begins to expire in 2022. Since it is more likely than not that the Company will not realize a benefit from this net operating loss carry forward a 100% valuation allowance has been recorded to reduce the deferred tax asset to its net realizable value.

F. Tax Assessments

The Company received final tax assessments in the United States through tax year 2008, with regards to the Israeli subsidiaries: Micronet and Enertec System received final tax assessments through tax year 2010 and Enertec Electronics received final tax assessments through tax year 2007.

G. Uncertain Tax Position

The Company did not record any liability for income taxes associated with unrecognized tax benefits during 2012 and 2011.

NOTE 14 — RELATED PARTIES**Due to Stockholder**

Mr. Lucatz was paid through a consulting agreement effective as of August 2009 that we entered into with D.L. Capital Ltd. (our controlling shareholder which is controlled by Mr. Lucatz). Under the consulting agreement, we paid D.L. Capital Ltd. through August 2011 management fees of 50 NIS (approximately \$14) on a monthly basis, and covered other expenses in a sum of 10 NIS (approximately \$3) per month. As of October 1, 2011, the costs of the consulting fee and/or salary were adjusted and increased by 10 NIS so the monthly salary/consulting management fee was 60 NIS (approximately \$17).

In November 2012, entities controlled by Mr. Lucatz reached agreements with each of Micronet and the Company for the provision of management and consulting services to Micronet and the Company, respectively. On November 7, 2012, the board of directors and the audit committee of Micronet approved the entry into a management and consulting services agreement with D.L. Capital Ltd., which provides that effective November 1, 2012 Mr. Lucatz will devote 60% of his time to Micronet matters for the three year term of the agreement and that Micronet will pay the entities controlled by Mr. Lucatz management fees of NIS 65 (approximately \$16) on a monthly basis, and cover other monthly expenses. Such agreement was further subject to the approval of Micronet's shareholders, which was obtained at a special meeting held on January 30, 2013 for that purpose and went into effect following its execution on February 8, 2013. On November 26, 2012, D.L. Capital Ltd. entered into a management and consulting services agreement with the Company, effective November 1, 2012, which provides that we will pay the entities controlled by Mr. Lucatz: (i) management fees of \$13 on a monthly basis, and cover other monthly expenses, (ii) an annual bonus of 3% of the amount by which the annual EBITDA for such year exceeds the average annual EBITDA for 2011 and 2010, and (iii) a one-time bonus of 0.5% of the purchase price of any acquisition or capital raising transaction, excluding the public offering contemplated at such time, completed by us during the term of the agreement.

Transactions with related parties

	Year ended December 31,	
	2012	2011
Consulting fee paid to controlling shareholder	\$ 252	\$ 293

NOTE 15 — STOCK OPTION PLAN

Pursuant to our 2012 Stock Incentive Plan, our board of directors is authorized to award stock options to purchase shares of common stock to our officers, directors, employees and certain others, up to a total of 500,000 shares of common stock, subject to adjustment in the event of a stock split, stock dividend,

NOTE 15 — STOCK OPTION PLAN - (continued)

recapitalization or similar capital change. Stockholders will experience dilution in the event that shares of common stock are issued pursuant to the 2012 Stock Incentive Plan or any warrants that may be outstanding. As of December 31, 2012, no options have been granted under this plan.

Micronet has issued immaterial number of stock options during the year ended December 31, 2012. Stock based compensation for the year ended December 31, 2012 was immaterial.

NOTE 16 — SEGMENT REPORTING

The Company accounts for its segment information in accordance with the provisions of ASC 280-10, "Segment Reporting." ASC 280-10 establishes annual and interim reporting standards for operating segments of a company. ASC 280-10 requires disclosures of selected segment-related financial information about products, major customers, and geographic areas based on the Company's internal accounting methods.

Operating segments are based upon our internal organization structure, the manner in which our operations are managed and the availability of separate financial information. Following the purchase of Micronet in September 2012 we have two operating segments: defense and aerospace segment conducted by Enertec and mobile resource management conducted by Micronet. Prior to the third quarter of fiscal 2012, we had only one segment conducted by Enertec systems.

Summarized financial information by segment for the year ended December 31, 2012, based on the Company's internal financial reporting system utilized by the Company's chief operating decision makers, follows:

	Defense and aerospace	Mobile resource management	Consolidated
Revenues from external customers	\$ 10,447	\$ 7,341	\$ 17,788
Segment operating income (loss)	176	1,561 ⁽¹⁾	1,737
Not allocated costs			340
Consolidated profit from operations			\$ 1,397

(1) Excludes \$1,171 of amortization of inventory fair value \$551 of intangible assets amortization, and \$4,623 gain on bargain purchase derived from Micronet acquisition.

Revenue from the Company's major customers representing 10% or more of total revenue for the years ended December 31, 2012 and 2011 were as follows:

	Year ended December 31,	
	2012	2011
Customer A	47%	65%
Customer B	7%	26%
Customer C	30%	—

Revenue from customers in the geographic regions based on the location of customers' headquarters is as follows:

	Year ended December 31,	
	2012	2011
USA	\$ 6,275	\$ —
Israel	10,520	10,146
Other	993	—
Total	\$ 17,788	\$ 10,146

As of December 31, 2012 and 2011 all of the Company's long lived assets were located in Israel.

NOTE 17 — COMMITMENTS AND CONTINGENCIES**Lease commitments**

Micronet's lease expires in June 2013, subject to our option to extend the term for two additional years until June 2015, and has a current annual base rent, before reimbursable operating expenses, of approximately \$130 per year including property management fee. Enertec's properties consist of leased combined office and manufacturing facilities used for sales, support, research and development, manufacturing, and our headquarters (management and administrative personnel) and located in Karmiel. Annual rent are approximately \$200 per year. The lease term expires in June 2021, subject to two five-year extension options and early termination provision after five years, which we hold.

At December 31, 2012, total minimum cars and lease rentals under non-cancelable operating leases with an initial or remaining lease term of one year or more are as follows:

Year Ended December 31,	Amount
2013	\$ 325
2014	390
2015	340
2016	\$ 259

Guarantees and Liens

Our bank loans are primarily secured by a pledge of the Micronet shares we hold through Enertec, which were previously pledged to UTA but were released in connection with the partial repayment. In addition, our other subsidiaries provided a guarantee of Enertec Electronic's obligations under the loan documents.

Also, pursuant to the Amended and Restated Note and Warrant Purchase Agreement, the Company has created a pledge on all of the shares of capital stock of Enertec Electronics (fully owned by the Company) and granted, as additional security in favor of UTA, a security interest in and lien on any and all accounts receivable, contracts, chattel paper, equipment and all other assets of the Company. Each of the Company's subsidiaries entered into a security agreement guaranteeing all of the Company's obligations toward UTA under the above agreement including a floating charge (second degree) after a senior floating charge for the benefit of First International Bank of Israel Bank on Enertec Systems' assets, and agreed to certain other restrictions.

Legal proceedings

We are not subject to any pending or threatened legal proceedings, nor is our property the subject of a pending or threatened legal proceeding. None of our directors, officers or affiliates is involved in a proceeding adverse to our business or has a material interest adverse to our business.

Covenants

Enertec has covenanted under certain bank loans that (i) its shareholders' equity according to its financial statements will not be below 18,000 NIS, and (ii) its shareholders' equity will not be lower than 30% of the total liabilities on its balance sheet. Enertec Electronics has also covenanted under a certain bank loan that (i) Micronet's equity will not be lower than 25,000 NIS (approximately \$6,500), (ii) Micronet's cash level will not be lower than 5,000 NIS (approximately \$1,300), and (iii) Micronet will maintain a financial debt to EBITDA ratio not to exceed 2:1. As of December 31, 2012 all of the bank covenants were met.

NOTE 18 — SUPPLEMENTARY FINANCIAL STATEMENTS INFORMATION
A. Other Current Assets:

	December 31,	
	2012	2011
Prepaid expenses	\$ 559	\$ 363
Government departments and agencies	563	55
Deferred taxes	198	10
Short-term lease deposits	188	—
Others	431	280
	<u>\$ 1,939</u>	<u>\$ 708</u>

B. Other Accounts Payable:

	December 31,	
	2012	2011
Employees and wage-related liabilities	\$ 1,313	\$ 486
Government departments and agencies	975	366
Accrued expenses	783	181
Other current liabilities	349	—
	<u>\$ 3,420</u>	<u>\$ 1,033</u>

C. Earnings per Share:

Basic and diluted earnings per share (“EPS”) were computed based on the average number of shares outstanding during each year.

The following table sets forth the computation of basic and diluted net earnings per share attributable to Micronet Enertec:

	Year ended December 31,	
	2012	2011
1. Numerator:		
Amount for basic earnings per share	<u>\$ 5,417</u>	<u>\$ 1,359</u>
Changes in fair value of warrant derivatives liabilities	113	—
Amount for diluted earnings per share	<u>5,530</u>	<u>1,359</u>
2. *Denominator:		
Denominator for basic earnings per share – weighted average of shares	<u>3,241,500</u>	<u>3,241,500</u>
Effect of dilutive warrants	<u>353,372</u>	<u>—</u>
Denominator for diluted net earnings per share – weighted average shares and assuming dilution	<u>3,594,872</u>	<u>3,241,500</u>
Basic earnings per share attributed to Micronet Enertec stockholders	<u>\$ 1.67</u>	<u>\$ 0.42</u>
Diluted earnings per share attributed to Micronet Enertec stockholders	<u>\$ 1.54</u>	<u>\$ 0.42</u>

* Giving retrospective effect to the reverse split — see Note 19

NOTE 19 — SUBSEQUENT EVENTS

- A. On January 28, 2013, we and UTA amended the terms of the Amended and Restated Note and Warrant Purchase Agreement and the First Note and Second Note to provide that any net proceeds of any equity financing by us or any of our subsidiaries will be applied as follows: (x) the first \$4,000 may be retained by us or applied to reduce other obligations of ours or a subsidiary of ours, and (y) 75% of the excess of such net proceeds over \$4,000 may be retained by us or applied to reduce other obligations of ours or a subsidiary of ours, and the remaining 25% shall be applied (A) first to the repayment of the First Note and (B) second, to the extent any proceeds remain, to the repayment of the Second Note. We and UTA also agreed upon the application of our December 17, 2012 prepayment of \$2,500 owed to UTA and the release of a certain pledge. In consideration for the amendments and releases we agreed to pay UTA \$480 in cash or a combination of cash and shares of our common stock.
- B. On January 13, 2013, Micronet's board of directors declared a 5,000 NIS (approximately \$1,300) dividend to its shareholders. The dividend was paid on February 6, 2013.
- C. On February 18, 2013, the board of directors approved an amendment to the Company's Certificate of Incorporation, as amended, to effect a 1-for-2 reverse stock split on the issued and outstanding common. All relevant information relating to numbers of shares and warrants and per share information have been retrospectively adjusted to reflect the reverse stock split for all periods presented. The reverse split was effected on March 14, 2013.
- D. In January 2013, the Company's shareholding in Micronet decreased to 48.06% due to exercise of employee stock options in Micronet.
- E. On March 8, 2013, UTA fully exercised the warrants it received in connection with the Amended and Restated Note and Warrant Purchase Agreement described above and the Company issued an aggregate of 726,746 shares of common stock to UTA upon such exercise, which represents approximately 18.3% of the Company's outstanding common stock as of March 14, 2013. The warrant to purchase 476,113 shares of common stock issued to UTA in September 2011 was exercised for the full amount of such shares at an aggregate exercise price of \$476 based on an exercise price of \$1.00 per share, which exercise price was paid by reducing the \$480 liability the Company owed UTA for the amendments and releases described above. The warrant to purchase 300,000 shares of common stock issued to UTA in September 2012 was exercised for 250,633 shares through a cashless exercise method.
- F. On March 14, 2013, the Company changed its corporate name from Lapis Technologies, Inc. to Micronet Enertec Technologies, Inc.
- G. On March 17, 2013, Enertec Electronics Ltd., the Company's wholly-owned subsidiary that holds approximately 48.06% of Micronet's outstanding ordinary shares, entered into a voting agreement with Mr. Shlomo Shalev, Chairman of the board of Micronet and the holder of 600,000 ordinary shares of Micronet constituting approximately 3% of Micronet's outstanding ordinary shares and options exercisable for 400,000 ordinary shares of Micronet constituting approximately 2% of Micronet's outstanding ordinary shares (the "Voting Agreement"). Pursuant to the Voting Agreement, the parties agreed to meet prior to each shareholders meeting of Micronet to coordinate their voting on each matter to be brought before such shareholder meeting and, in the event the parties are not able to reach an agreement with respect to the voting on any matter, Mr. Shalev shall vote all of his shares on such matter as instructed by Enertec Electronics Ltd. Either party may terminate the Voting Agreement upon 90 days' prior written notice.

CONSOLIDATED FINANCIAL STATEMENTS FOR MICRONET LTD.

Kost Forer Gabbay

& Kasierer

3 Aminadav St.

Tel-Aviv 67067, Israel

Tel: 972 (3)6232525

Fax: 972 (3)5622555

www.ey.com

The logo for Ernst & Young, featuring a stylized 'EY' symbol followed by the text 'ERNST & YOUNG' in a bold, sans-serif font.

AUDITOR'S REPORT

To the Board of Directors and Shareholders of

MICRONET LTD.

We have audited the accompanying consolidated balance sheets of Micronet Ltd. ("the Company") and its subsidiary as of December 31, 2011 and 2010, and the related consolidated statements of comprehensive income, changes in equity and cash flows for each of the years ended December 31, 2011 and 2010. These financial statements are the responsibility of the Company's Board of Directors and management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. We were not engaged to perform an audit of the Company's internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the abovementioned financial statements present fairly, in all material respects, the financial position of the Company and its subsidiary as of December 31, 2011 and 2010 and the results of their operations, the changes in their equity and cash flows for each of the years ended December 31, 2011 and 2010, in accordance with International Financial Reporting Standards ("IFRS").

/S/ Kost Forer Gabbay & Kasierer

KOST FORER GABBAY & KASIERER

A Member of Ernst & Young Global

Tel-Aviv, Israel

March 18, 2012

MICRONET LTD.
CONSOLIDATED BALANCE SHEETS

		December 31,	
		2011	2010
	Note	NIS in thousands	
ASSETS			
CURRENT ASSETS:			
Cash and cash equivalents	3	8,337	3,546
Short-term investments	4	18,113	31,605
Trade receivables, net	5	9,431	2,299
Other accounts receivable	6	2,745	1,109
Inventories	7	21,353	7,514
		<u>59,979</u>	<u>46,073</u>
NON-CURRENT ASSETS:			
Receivables and prepaid expenses		89	53
Employee benefit assets	16	5,761	5,415
Property, plant and equipment, net	9	6,525	6,363
Intangible assets	10	120	216
		<u>12,495</u>	<u>12,047</u>
		<u>72,474</u>	<u>58,120</u>
LIABILITIES AND EQUITY			
CURRENT LIABILITIES:			
Trade payables	11	15,991	2,577
Other accounts payable	12	5,574	3,538
Liabilities in respect of investment grant	14	—	1,068
Current maturities of convertible debentures	13	2,513	2,568
		<u>24,078</u>	<u>9,751</u>
NON-CURRENT LIABILITIES:			
Convertible debentures	13	2,106	3,963
Deferred revenues		64	—
Conversion options of convertible debentures	13	7	75
Employee benefit liabilities	16	8,493	7,844
		<u>10,670</u>	<u>11,882</u>
EQUITY:			
Share capital	19	1,931	1,931
Share premium		14,873	14,873
Capital reserve for share-based payment transactions		5,197	4,636
Retained earnings		15,725	15,068
Foreign currency translation adjustments of discontinued foreign operation		—	(21)
Total equity		<u>37,726</u>	<u>36,487</u>
		<u>72,474</u>	<u>58,120</u>

The accompanying notes are an integral part of the consolidated financial statements.

MICRONET LTD.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

	Note	Year ended December 31,	
		2011	2010
		NIS in thousands (except per share data)	
Revenues	22a	44,888	18,465
Cost of revenues	22b	31,917	13,102
Gross profit		12,971	5,363
Selling and marketing expenses	22c	1,723	2,156
General and administrative expenses	22d	5,980	4,356
Research and development expenses	22e	5,174	4,579
Gain from disposal of property and equipment, net		(43)	(22)
Total operating expenses		12,834	11,069
Operating income (loss)		137	(5,706)
Finance income	22f	1,239	2,061
Finance expenses	22g	(1,235)	(1,632)
Income (loss) before taxes on income		141	(5,277)
Taxes on income	17	—	46
Income (loss) from continuing operations		141	(5,323)
Income from discontinued operation, net	24	516	947
Net income (loss)		657	(4,376)
Other comprehensive income (loss) (net of tax effect):			
Foreign currency translation adjustments of discontinued foreign operation		(11)	(38)
Transfer to profit or loss due to sale of foreign operation		32	—
Total comprehensive income (loss)		678	(4,414)
Net earnings (loss) per share (in NIS):	23		
Basic net earnings (loss) from continuing operations		0.0084	(0.316)
Diluted net earnings (loss) from continuing operations		0.0079	(0.316)
Basic net earnings from discontinued operation		0.03	0.056
Diluted net earnings from discontinued operation		0.029	0.053

The accompanying notes are an integral part of the consolidated financial statements.

MICRONET LTD.

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

	Share capital	Share premium	Capital reserve for share-based payment transactions	Retained earnings	Foreign currency translation adjustments of discontinued foreign operation	Total equity
			NIS in thousands			
Balance at January 1, 2010	1,931	14,873	4,621	19,444	17	40,886
Net loss	—	—	—	(4,376)	—	(4,376)
Total other comprehensive loss	—	—	—	—	(38)	(38)
Total comprehensive loss	—	—	—	(4,376)	(38)	(4,414)
Cost of share-based payment	—	—	15	—	—	15
Balance at December 31, 2010	1,931	14,873	4,636	15,068	(21)	36,487
Net income	—	—	—	657	—	657
Foreign currency translation adjustments of discontinued foreign operation	—	—	—	—	(11)	(11)
Transfer to profit or loss due to sale of foreign operation	—	—	—	—	32	32
Total comprehensive income	—	—	—	657	21	678
Cost of share-based payment	—	—	561	—	—	561
Balance at December 31, 2011	1,931	14,873	5,197	15,725	—	37,726

The accompanying notes are an integral part of the consolidated financial statements.

MICRONET LTD.

CONSOLIDATED STATEMENTS OF CASH FLOWS

	Year ended December 31,	
	2011	2010
	NIS in thousands	
Cash flows from operating activities:		
Net income (loss)	657	(4,376)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Adjustments to the profit or loss items:		
Depreciation, amortization and write-off of inventories*	1,413	1,464
Finance expense (income), net	(4)	(429)
share-based payment	561	15
Change in liabilities in respect of investment grants	(150)	114
Gain from disposal of property, plant and equipment	(43)	(22)
Income from sale of discontinued operation	(1,683)	—
Taxes on income	10	46
Change in employee benefit liabilities, net	303	445
	407	1,633
Changes in asset and liability items:		
Decrease (increase) in trade receivables	(6,649)	56
Increase in other accounts receivable	(2,241)	(710)
Increase in inventories	(14,169)	(2,289)
Decrease in trade payable	13,399	1,597
Increase in other accounts payable	1,806	119
	(7,854)	(1,227)
Cash paid and received during the year for:		
Interest paid	(416)	(521)
Interest received	1,113	1,184
Taxes paid	(27)	(45)
Taxes received	566	719
Dividend received	20	6
	1,256	1,343
Net cash used in operating activities	(5,534)	(2,627)

* Includes write-off of inventories totaling NIS 330 thousand and NIS 347 thousand in 2011 and 2010, respectively.

The accompanying notes are an integral part of the consolidated financial statements.

MICRONET LTD.
CONSOLIDATED STATEMENTS OF CASH FLOWS

	Year ended December 31,	
	2011	2010
	NIS in thousands	
Cash flows from investing activities:		
Purchase of property, plant and equipment	(1,159)	(928)
Purchase of intangible assets	(152)	(188)
Proceeds from sale of property and equipment	43	42
Proceeds from sales of securities measured at fair value through profit or loss, net	13,055	3,088
Decrease (increase) in long-term receivables and prepaid expenses	(48)	26
Collection of loans to employees, net	29	121
Proceeds from sale of discontinued operation ^(a)	1,494	—
Net cash provided by investing activities	13,262	2,161
Cash flows from financing activities:		
Repayment of convertible debentures	(2,550)	(2,482)
Receipt (repayment) of investment grant, net	(369)	377
Net cash used in financing activities	(2,919)	(2,105)
Exchange rate differences on cash and cash equivalent balances	(18)	(296)
Increase (decrease) in cash and cash equivalents	4,791	(2,867)
Cash and cash equivalents at the beginning of the year	3,546	6,413
Cash and cash equivalents at the end of the year	8,337	3,546
(a) Proceeds from sale of discontinued operation:		
The subsidiary's assets and liabilities at date of sale:		
Working capital (excluding cash and cash equivalents)	(385)	—
Property, plant and equipment	43	—
Other assets	121	—
Exercise of capital reserve	32	—
Gain on sale of discontinued operation	1,683	—
	1,494	—

The accompanying notes are an integral part of the consolidated financial statements.

MICRONET LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1 — GENERAL

- . Micronet Ltd. ("the Company") was founded and incorporated in Israel on May 6, 1982. The Company is engaged in the development, manufacture and marketing of mobile computer platforms and terminals for managing vehicles fleets and employees in the MRM (Mobile Resource Management) field. The Company offers solutions and services to its customers for maximizing the efficiency of vehicle fleets and field workers that are needed to provide service while in motion, in a wide range of industries, such as repair and maintenance services, for the private and public sectors, varieties of public transport vehicles, municipal services and the security and emergency services.

On July 15, 2011, the Company sold the operations in the software field. See also Note 24.

- b. On November 21, 2006, the Company issued to the public 3,200,000 Common shares of NIS 0.1 par value each and NIS 17,000,000 par value of debentures (Series A), which are convertible into Common shares, for an overall consideration of NIS 34,500 thousand. The shares and debentures have been traded on the Tel-Aviv Stock Exchange since December 4, 2006.

- c. Definitions:

In these financial statements:

The Company	— Micronet Ltd.
The Group	— the Company and its subsidiaries.
Subsidiaries	— companies that are controlled by the Company (as defined in IAS 27 (2008)) and whose accounts are consolidated with those of the Company.
Previously consolidated subsidiaries	— Micronet Mobile Technologies Inc. and Micronet Systems (1994) Ltd. (dissolved in 2008 and liquidated in 2009).
Related parties	— as defined in IAS 24.
Dollar	— U.S. dollar (Or \$)
NIS	— New Israeli Shekel

NOTE 2 — SIGNIFICANT ACCOUNTING POLICIES

- a. Basis of presentation of the financial statements:

1. Measurement basis:

The Company's financial statements have been prepared on a cost basis, except financial instruments at fair value through profit or loss, derivatives and employee benefit assets and employee benefit liabilities.

The Company has elected to present the profit or loss items using the nature of expenses method.

2. Basis of preparation of the financial statements:

These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"). These Standards comprise:

- International Financial Reporting Standards (IFRS).
- International Accounting Standards (IAS).
- Interpretations issued by the IFRIC and by the SIC.

MICRONET LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 2 — SIGNIFICANT ACCOUNTING POLICIES - (continued)

3. Consistent accounting policies:

The accounting policies adopted in the financial statements are consistent with those of all periods presented.

4. Changes in accounting policies in view of the adoption of new standards:

IAS 24 — Related Party Disclosures:

The amendment to IAS 24 (“the Amendment”) clarifies the definition of a related party to simplify the identification of such relationships and to eliminate inconsistencies in its application. The Amendment has been applied retrospectively from January 1, 2011.

The retrospective application of the Amendment did not have a material effect on the Company's financial statements.

IAS 32 — Financial Instruments: Presentation-Classification of Rights Issues:

The amendment to IAS 32 (“the Amendment”) provides that rights, options or warrants to acquire a fixed number of the Company's equity instruments for a fixed amount of any currency are classified as equity instruments if the Company offers the rights, options or warrants pro rata to all of its existing owners of the same class of its non-derivative equity instruments. The Amendment has been applied retrospectively from January 1, 2011.

The retrospective application of the Amendment did not have an effect on the Company's financial statements.

IFRS 7 — Financial Instruments: Disclosure:

The amendment to IFRS 7 (“the Amendment”) clarifies the Standard's disclosure requirements. In this context, emphasis is placed on the interaction between the quantitative disclosures and the qualitative disclosures and the nature and extent of risks arising from financial instruments. The Amendment also reduces the disclosure requirements for collateral held by the Company and revises the disclosure requirements for credit risk. The Amendment has been applied retrospectively commencing from the financial statements for periods beginning on January 1, 2011.

The retrospective application of the Amendment did not have a material effect on the Company's financial statements.

IAS 1 — Presentation of Financial Statements:

According to the amendment to IAS 1 (“the Amendment”), the changes between the opening and the closing balances of each component of other comprehensive income may be presented in the statement of changes in equity or in the notes accompanying the annual financial statements. Accordingly, the Company has elected to present this disclosure in the statement of changes in equity. The Amendment has been applied retrospectively from January 1, 2011.

b. Significant judgments, estimates and assumptions in the preparation of the financial statements:

1. Judgments:

In the process of applying the significant accounting policies, the Group has made the following judgments which have the most significant effect on the amounts recognized in the financial statements:

MICRONET LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 2 — SIGNIFICANT ACCOUNTING POLICIES - (continued)

— Classification of leases:

In order to determine whether to classify a lease as finance or operating lease, the Company evaluates whether the lease transfers substantially all the risks and benefits incidental to ownership of the leased asset. In this respect, the Company evaluates such criteria as the existence of a “bargain” purchase option, the lease term in relation to the economic life of the asset and the present value of the minimum lease payments in relation to the fair value of the asset.

— Determining the fair value of share-based payment transactions:

The fair value of share-based payment transactions is determined using a standard option pricing model. The assumptions used in the model can include the share price, exercise price, expected volatility, expected life, expected dividend and risk-free interest rate.

2. Estimates and assumptions:

The preparation of the financial statements requires management to make estimates and assumptions that have an effect on the application of the accounting policies and on the reported amounts of assets, liabilities, revenues and expenses. These estimates and underlying assumptions are reviewed regularly. Changes in accounting estimates are reported in the period of the change in estimate.

The key assumptions made in the financial statements concerning uncertainties at the end of the reporting period and the critical estimates computed by the Group that may result in a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

— Legal claims:

In estimating the likelihood of outcome of legal claims filed against the Company and its investees, the companies rely on the opinion of their legal counsel. These estimates are based on the legal counsel's best professional judgment, taking into account the stage of proceedings and historical legal precedents in respect of the different issues. Since the outcome of the claims will be determined in courts, the results could differ from these estimates.

— Provision for warranty:

The assumptions that were used in the calculation of the provision for warranty are based on the Company's current level of sales and on operational information that is available in respect of repairs, based on a warranty for one year, which is provided on most of the products that are sold.

— Deferred tax assets:

Deferred tax assets are recognized for unused carryforward tax losses and temporary differences to the extent that it is probable that taxable profit will be available against which the losses can be utilized. Significant management judgment is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and level of future taxable profits together with future tax planning strategies. Further details are given in note o.

MICRONET LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 2 — SIGNIFICANT ACCOUNTING POLICIES - (continued)

— Pensions and other post-employment benefits:

The liability in respect of post-employment defined benefit plans is determined using actuarial valuations. The actuarial valuation involves making assumptions about, among others, discount rates, expected rates of return on assets, future salary increases and mortality rates. Due to the long-term nature of these plans, such estimates are subject to significant uncertainty. Further details are given in note q.

— Share-based payment transactions and conversion option of convertible debentures:

The determination of the fair value for options that have been granted as part of share-based payment transactions and the determination of the value for the conversion option of convertible debentures as of the balance sheet date have been determined by an independent external appraiser using the binomial model.

c. Consolidated financial statements:

Effective from January 1, 2010, the date of initial adoption of IFRS 3 (Revised) and IAS 27 (2008), the Group applies the accounting policy required by these Standards for business combinations and transactions with non-controlling interests.

The consolidated financial statements comprise the financial statements of companies that are controlled by the Company (subsidiaries). Control exists when the Company has the power, directly or indirectly, to govern the financial and operating policies of an entity. The effect of potential voting rights that are exercisable at the end of the reporting period is considered when assessing whether an entity has control. The consolidation of the financial statements commences on the date on which control is obtained and ends when such control ceases.

Significant intragroup balances and transactions and gains or losses resulting from intragroup transactions are eliminated in full in the consolidated financial statements.

Upon the disposal of a subsidiary resulting in loss of control, the Company:

- derecognizes the subsidiary's assets and liabilities.
- derecognizes the carrying amount of non-controlling interests.
- recognizes the fair value of the consideration received.

The financial statements of the Company and of the subsidiaries are prepared as of the same dates and periods. The accounting policies in the financial statements of the subsidiaries have been applied consistently and uniformly with those applied in the financial statements of the Company.

d. Functional currency, presentation currency and foreign currency:

1. Functional currency and presentation currency:

The presentation currency of the financial statements is the NIS.

The functional currency which is the currency that best reflects the economic environment in which the Company operates and conducts its transactions is separately determined for each Group entity and is used to measure its financial position and operating results. The functional currency of the Company is the NIS.

When a Group entity's functional currency differs from the Company's functional currency, that entity represents a foreign operation whose financial statements are translated so that they can be included in the consolidated financial statements as follows:

MICRONET LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 2 — SIGNIFICANT ACCOUNTING POLICIES - (continued)

- a) Assets and liabilities at the end of each reporting period (including comparative data) are translated at the closing rate at the end of each reporting period. Goodwill and any fair value adjustments to the carrying amounts of assets and liabilities arising on the acquisition of that foreign operation are treated as assets and liabilities of the foreign operation and are translated at the closing rate at the end of each reporting period.
- b) Income and expenses for each period included in profit or loss (including comparative data) are translated at average exchange rates for the relevant periods; however, if exchange rates fluctuate significantly, income and expenses are translated at the exchange rates at the date of the transactions.
- c) Share capital, capital reserves and other changes in capital are translated at the exchange rate prevailing at the date of incurrence.
- d) Retained earnings are translated based on the opening balance translated at the exchange rate at that date and other relevant transactions (such as dividend) during the period are translated as described in b) and c) above.
- e) All resulting translation differences are recognized as a separate component of other comprehensive income (loss) in equity “foreign currency translation reserve”.

Upon the full or partial disposal of a foreign operation, the relevant portion of other comprehensive income (loss) is recognized in profit or loss. Commencing from January 1, 2010, upon the partial disposal of a subsidiary that is a foreign operation which disposal results in the loss of control of the subsidiary, the cumulative gain (loss) recognized in other comprehensive income is transferred to profit or loss whereas upon the partial disposal of a subsidiary that is a foreign operation which disposal results in the retention of control, the relative portion of the cumulative amount recognized in other comprehensive income is reattributed to non-controlling interests.

2. Transactions, assets and liabilities in foreign currency:

Transactions denominated in foreign currency (other than the functional currency) are recorded on initial recognition at the exchange rate at the date of the transaction. After initial recognition, monetary assets and liabilities denominated in foreign currency are translated at the end of each reporting period into the functional currency at the exchange rate at that date. Exchange differences, other than those capitalized to qualifying assets or recorded in equity in hedging transactions, are recognized in profit or loss. Non-monetary assets and liabilities measured at cost in a foreign currency are translated at the exchange rate at the date of the transaction. Non-monetary assets and liabilities denominated in foreign currency and measured at fair value are translated into the functional currency using the exchange rate prevailing at the date when the fair value was determined.

3. Index-linked monetary items:

Monetary assets and liabilities linked to the changes in the Israeli Consumer Price Index (“Israeli CPI”) are adjusted at the relevant index at the end of each reporting period according to the terms of the agreement. Linkage differences arising from the adjustment, as above, other than those capitalized to qualifying assets or recorded in equity in hedge transactions, are recognized in profit or loss.

e. Cash equivalents:

Cash equivalents are considered as highly liquid investments, including unrestricted short-term bank deposits with an original maturity of three months or less from the date of acquisition or with a

MICRONET LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 2 — SIGNIFICANT ACCOUNTING POLICIES - (continued)

maturity of more than three months, but which are redeemable on demand without penalty and which form part of the Group's cash management.

f. Allowance for doubtful accounts:

The allowance for doubtful accounts is determined in respect of specific debts whose collection, in the opinion of the Company's management, is doubtful. The Company also recognizes a provision for groups of customers that are collectively assessed for impairment based on their credit risk characteristics. Impaired debts are derecognized when they are assessed as uncollectible.

g. Inventories:

Inventories are measured at the lower of cost and net realizable value. The cost of inventories comprises costs of purchase and costs incurred in bringing the inventories to their present location and condition. Net realizable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated selling costs.

Cost of inventories is determined as follows:

Raw and auxiliary materials — at cost of purchase using the first-in, first-out method.

Work in progress — on the basis of the first-in, first-out, labor and other direct and indirect manufacturing costs.

Finished goods — on the basis of the first-in, first-out, labor and other direct and indirect manufacturing costs.

The Group periodically evaluates the condition and age of inventories and makes provisions for slow-moving inventories accordingly.

h. The operating cycle:

The Company's normal operating cycle is one year. Accordingly, current assets and current liabilities include items that are expected to be sold within one year. Items that are expected to be sold over a period exceeding one year are classified in the balance sheet under non-current assets and liabilities.

i. Financial instruments:

Financial assets:

Financial assets within the scope of IAS 39 are initially recognized at fair value plus directly attributable transaction costs, except for investments at fair value through profit or loss in respect of which transaction costs are recorded in profit or loss.

After initial recognition, the accounting treatment of investments in financial assets is based on their classification into one of the following four categories:

1. Financial assets at fair value through profit or loss:

The Group has financial assets at fair value through profit or loss comprising financial assets designated upon initial recognition as at fair value and the respective changes are recorded in profit or loss.

Financial assets are classified as held for trading if they are acquired principally for the purpose of selling or repurchasing in the near term, if they form part of a portfolio of identified financial instruments that are managed together to earn short-term profits or if they are derivatives not designated as hedging instruments. Gains or losses on investments held for trading are recognized in profit or loss when incurred.

MICRONET LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 2 — SIGNIFICANT ACCOUNTING POLICIES - (continued)

2. Loans and receivables:

The Company has loans and receivables that are financial assets (non-derivative) with fixed or determinable payments that are not quoted in an active market. After initial recognition, short-term receivables (such as trade and other receivables) are measured based on their terms, normally at face value. Gains and losses are recognized in profit or loss when the loans and receivables are derecognized or impaired, as well as through the systematic amortization process.

Financial liabilities:

1. Financial liabilities measured at amortized cost:

Loans and interest-bearing borrowings are initially recognized at fair value less directly attributable transaction costs (such as loan raising costs). After initial recognition, loans and interest-bearing borrowings are measured based on their terms at amortized cost using the effective interest method taking into account directly attributable transaction costs. Short-term borrowings (such as trade and other payables) are measured based on their terms, normally at face value. Gains and losses are recognized in profit or loss when the financial liability is derecognized as well as through the systematic amortization process.

2. Financial liabilities at fair value through profit or loss:

Financial liabilities at fair value through profit or loss include financial liabilities classified as held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Derivatives are classified as held for trading unless they are designated as effective hedging instruments.

Fair value:

The fair value of financial instruments that are actively traded in organized financial markets is determined by reference to market prices at the end of the reporting period.

Offsetting financial instruments:

Financial assets and financial liabilities are offset and the net amount is presented in the statement of financial position if there is a legally enforceable right to set off the recognized amounts and there is an intention either to settle on a net basis or to realize the asset and settle the liability simultaneously.

Hybrid financial instruments:

Convertible debentures that are linked to the Israeli CPI contain two components: the conversion component and the debt component. The conversion component is also classified as a financial liability. The debenture is split into two liabilities whereby the conversion component is calculated upon initial recognition as a financial derivative at fair value and the difference between the consideration received for the convertible debentures and the fair value of the conversion component is attributed to the debt component. Direct transaction costs are allocated between the conversion component and the debt component based on the allocation of the consideration to each component, as above, and the amount allocated to the conversion component is recorded immediately in profit or loss.

After initial recognition, the conversion component is accounted for as a financial derivative and measured at fair value at the end of each reporting period. Changes in fair value are recorded as

MICRONET LTD.**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****NOTE 2 — SIGNIFICANT ACCOUNTING POLICIES - (continued)**

finance income or expense in profit or loss. After initial recognition, the debt component is classified as described above in financial liabilities at amortized cost and presented in the statement of financial position as either a current or non-current liability based on the repayment dates in cash, even if the terms of the instrument allow for the settlement of the liability at any time by issuing the Company's equity instruments.

Derecognition of financial instruments:

Financial assets:

A financial asset is derecognized when the contractual rights to the cash flows from the financial asset expire or the Company has transferred its contractual rights to receive cash flows from the financial asset or assumes an obligation to pay the cash flows in full without material delay to a third party and has transferred substantially all the risks and rewards of the asset, or has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

Financial liabilities:

A financial liability is derecognized when it is extinguished, that is when the obligation is discharged or cancelled or expires. A financial liability is extinguished when the debtor (the Group):

- discharges the liability by paying in cash, other financial assets, goods or services; or
- is legally released from the liability.

Impairment of financial assets carried at amortized cost:

The Group examines at each reporting date whether there is objective evidence of impairment of financial assets carried at amortized cost. The objective evidence regarding debt instruments, loans and receivables and held-to-maturity investments carried at amortized cost exists when one or more events that has occurred after the initial recognition of the asset and that loss event has an impact on the estimated future cash flows. Evidence of impairment may include indications that the debtor is experiencing financial difficulties, including liquidity difficulty and default in interest or principal payments. The amount of the loss recorded in profit or loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not yet been incurred) discounted at the financial asset's original effective interest rate (the effective interest rate computed at initial recognition). If the financial asset has a variable interest rate, the discount rate is the current effective interest rate. The carrying amount of the asset is reduced through the use of an allowance account (see allowance for doubtful accounts above). In a subsequent period, the amount of the impairment loss is reversed if the recovery of the asset can be related objectively to an event occurring after the impairment was recognized. The amount of the reversal, up to the amount of any previous impairment, is recorded in profit or loss.

j. Leases:

The criteria for classifying leases as finance or operating leases depend on the substance of the agreements and are made at the inception of the lease in accordance with the following principles as set out in IAS 17.

The Group as lessee:

1. Finance leases:

Finance leases transfer to the Company substantially all the risks and benefits incidental to ownership of the leased asset. The Company classifies the lease of lands from the Israel Lands

MICRONET LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 2 — SIGNIFICANT ACCOUNTING POLICIES - (continued)

Administration (“the Administration”) as finance leases. At the commencement of the lease term, the leased assets are measured at the fair value of the leased asset or, if lower, at the present value of the minimum lease payments.

Pursuant to an amendment to IAS 17, the classification of a lease of land should be evaluated by reference to the general guidance in IAS 17, which addresses the classification of a lease as finance or operating, as of the date the original agreement with the Administration was signed taking into account that land normally has an indefinite economic life. Accordingly, a lease of land from the Administration should be evaluated by comparing the present value of the amount reported as prepaid operating lease expense and the fair value of the land and if said amount substantially reflects the fair value, the lease should be classified as a finance lease.

For accounting purposes, the Group reassessed the classification of land from the Administration which is classified as owner-occupied property on the basis of information existing at the inception of the lease and as a result thereof, it was concluded that the lease of land is a finance lease.

The Company did not recognize an asset and a liability in respect of the future payments that will be due upon the exercise of the option to extend the lease period since these payments will be based on the fair value of the properties on the date of future exercise and represent contingent rent, which according to IAS 17 should not be taken into consideration.

2. Operating leases:

Lease agreements are classified as an operating lease if they do not transfer substantially all the risks and benefits incidental to ownership of the leased asset. Lease payments are recognized as an expense in profit or loss on a straight-line basis over the lease term.

k. Property, plant and equipment:

Items of property, plant and equipment are measured at cost, including directly attributable costs, less accumulated depreciation, accumulated impairment losses and excluding day-to-day servicing expenses. Cost includes spare parts and auxiliary equipment that can be used only in connection with the machinery and equipment.

Depreciation is calculated on a straight-line basis over the useful life of the assets at annual rates as follows:

	<u>%</u>	<u>Mainly %</u>
Buildings*	4	4
Motor vehicles	15	15
Machinery and equipment	10 – 15	15
Computers and peripheral equipment	33.3	33.3
Office furniture and equipment	6 – 15	6
Molds	16 – 33	16

* As for the land component, see j above.

Leasehold improvements are depreciated on a straight-line basis over the shorter of the lease term (including the extension option held by the Group and intended to be exercised) and the expected life of the improvement.

MICRONET LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 2 — SIGNIFICANT ACCOUNTING POLICIES - (continued)

The useful life, depreciation method and residual value of an asset are reviewed at least each year-end and any changes are accounted for prospectively as a change in accounting estimate. As for testing the impairment of property, plant and equipment, see m below.

Depreciation of an asset ceases at the earlier of the date that the asset is classified as held for sale and the date that the asset is derecognized. An asset is derecognized on disposal or when no further economic benefits are expected from its use. The gain or loss arising from the derecognition of the asset (determined as the difference between the net disposal proceeds and the carrying amount in the financial statements) is included in profit or loss when the asset is derecognized.

l. Intangible assets:

Separately acquired intangible assets are measured on initial recognition at cost including directly attributable costs. After initial recognition, intangible assets are carried at their cost less any accumulated amortization and any accumulated impairment losses.

According to management's assessment, intangible assets have a finite useful life. The assets are amortized over their useful life using the straight-line method and reviewed for impairment whenever there is an indication that the asset may be impaired. The amortization period and the amortization method for an intangible asset with a finite useful life are reviewed at least at each financial year end. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are accounted for prospectively as changes in accounting estimates. The amortization of intangible assets with finite useful lives is recognized in profit or loss.

The useful life of intangible assets is as follows:

	<u>Years</u>
Computer software	3
Other	3

Gains or losses arising from the derecognition of an intangible asset are determined as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in profit or loss.

Software:

The Group's assets include computer systems comprising hardware and software. Software forming an integral part of the hardware to the extent that the hardware cannot function without the programs installed on it is classified as property, plant and equipment. In contrast, software that adds functionality to the hardware is classified as an intangible asset.

m. Impairment of non-financial assets:

The Company evaluates the need to record an impairment of the carrying amount of non-financial assets (property, plant and equipment and intangible assets) whenever events or changes in circumstances indicate that the carrying amount is not recoverable. If the carrying amount of non-financial assets exceeds their recoverable amount, the assets are reduced to their recoverable amount. The recoverable amount is the higher of fair value less costs of sale and value in use. In measuring value in use, the expected future cash flows are discounted using a pre-tax discount rate that reflects the risks specific to the asset. The recoverable amount of an asset that does not generate independent cash flows is determined for the cash-generating unit to which the asset belongs. Impairment losses are recognized in profit or loss.

MICRONET LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 2 — SIGNIFICANT ACCOUNTING POLICIES - (continued)

An impairment loss of an asset, other than goodwill, is reversed only if there have been changes in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognized. Reversal of an impairment loss, as above, shall not be increased above the lower of the carrying amount that would have been determined (net of depreciation or amortization) had no impairment loss been recognized for the asset in prior years and its recoverable amount. The reversal of impairment loss of an asset presented at cost is recognized in profit or loss.

n. Investment grants:

Investment grants are recognized when there is reasonable assurance that the grants will be received and the Company will comply with the attached conditions. Israeli Government investment grants related to assets, such as property, plant and equipment, are presented as a deduction from the carrying amount of the assets.

Investment grants received from the Singapore-Israel Industrial R&D Foundation ("the Foundation") as support for a research and development project (which grants include an obligation to pay to the Foundation royalties that are conditional on future sales arising from the project) are recognized as a liability upon receipt if future economic benefits are expected from the project that will result in royalty-bearing sales. If no such economic benefits are expected, the grants are recognized as a reduction of the related research and development expenses. In that event, the royalty obligation is treated as contingent liability in accordance with IAS 37.

At the end of each reporting period, the Company evaluates, based on its best estimate of future sales, whether there is reasonable assurance that the liability recognized, in whole or in part, will not be repaid (since the Company will not be required to pay royalties). If there is such reasonable assurance, the appropriate amount of the liability is derecognized and recorded in profit or loss as a reduction of research and development expenses. If the estimate of future sales indicates that there is no such reasonable assurance, the appropriate amount of the liability that reflects expected future royalty payments is recognized with a corresponding adjustment to research and development expenses.

Grants received on or after January 1, 2009, which are recognized as a liability, are accounted for as forgivable loans, in accordance with IAS 20 (Revised), pursuant to the provisions of IAS 39, "Financial Instruments: Recognition and Measurement". Accordingly, when the liability for the loan is first recognized, it is measured at fair value using a discount rate that reflects a market rate of interest. The difference between the amount of the grants received and the fair value of the liability is accounted for upon recognition of the liability as an investment grant and recognized as a reduction of research and development expenses. Royalty payments are treated as a reduction of the liability.

o. Taxes on income:

Taxes on income in profit or loss comprise current taxes and deferred taxes. The tax results in respect of current taxes or deferred taxes are recognized in profit or loss except to the extent that they arise from items which are recognized in other comprehensive income or equity. In such cases, the tax effect is also recognized in the relevant item in other comprehensive income or equity.

1. Current taxes:

The current tax liability is measured using the tax rates and tax laws that have been enacted or substantively enacted by the end of reporting period as well as adjustments required in connection with the tax liability in respect of previous years.

MICRONET LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 2 — SIGNIFICANT ACCOUNTING POLICIES - (continued)

2. Deferred taxes:

Deferred taxes are computed in respect of temporary differences between the carrying amounts in the financial statements and the amounts attributed for tax purposes.

Deferred taxes are measured at the tax rates that are expected to apply to the period when the taxes are reversed in profit or loss or other comprehensive income, based on tax laws that have been enacted or substantively enacted by the end of the reporting period. Deferred taxes in profit or loss represent the changes in the carrying amount of these balances during the reporting period, excluding changes attributable to items recognized in other comprehensive income or in equity.

Deferred tax assets are reviewed at the end of each reporting period and reduced to the extent that it is not probable that they will be utilized. Also, temporary differences (such as carryforward losses) for which deferred tax assets have not been recognized are reassessed and deferred tax assets are recognized to the extent that their recoverability has become probable. Any resulting reduction or reversal is recognized in the line item, “taxes on income”.

All deferred tax assets and deferred tax liabilities are presented in the balance sheet as non-current assets and non-current liabilities, respectively. Deferred taxes are offset in the balance sheet if there is a legally enforceable right to offset a current tax asset against a current tax liability and the deferred taxes relate to the same taxpayer and the same taxation authority.

p. Share-based payment transactions:

The Company's employees and other service providers are entitled to remuneration in the form of equity-settled share-based payment transactions.

Equity-settled transactions:

The cost of equity-settled transactions with employees is measured at the fair value of the equity instruments granted at grant date. The fair value is determined using a standard option pricing model, additional details are given in Note 20. In estimating fair value, the vesting conditions (consisting of service conditions and performance conditions other than market conditions) are not taken into account. The only conditions taken into account in estimating fair value are market conditions and non-vesting conditions.

As for other service providers, the cost of the transactions is measured at the fair value of the goods or services received as consideration for equity instruments. In cases where the fair value of the goods or services received as consideration of equity instruments cannot be measured, they are measured by reference to the fair value of the equity instruments granted.

The cost of equity-settled transactions is recognized in profit or loss, together with a corresponding increase in equity, during the period which the service conditions are to be satisfied, ending on the date on which the relevant employees become fully entitled to the award (“the vesting period”). The cumulative expense recognized for equity-settled transactions at the end of each reporting period until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The expense or income recognized in profit or loss represents the change in the cumulative expense recognized at the end of the reporting period.

No expense is recognized for awards that do not ultimately vest.

MICRONET LTD.**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****NOTE 2 — SIGNIFICANT ACCOUNTING POLICIES - (continued)**

If the Company modifies the conditions on which equity-instruments were granted, an additional expense is recognized for any modification that increases the total fair value of the share-based payment arrangement or is otherwise beneficial to the employee at the modification date.

If a grant of an equity instrument is cancelled, it is accounted for as if it had vested on the cancellation date, and any expense not yet recognized for the grant is recognized immediately.

q. Employee benefit liabilities:

The Company has several employee benefit plans:

1. Short-term employee benefits:

Short-term employee benefits include salaries, paid annual leave, paid sick leave, recreation and social security contributions and are recognized as expenses as the services are rendered. A liability in respect of a cash bonus or a profit-sharing plan is recognized when the Group has a legal or constructive obligation to make such payment as a result of past service rendered by an employee and a reliable estimate of the amount can be made.

2. Post-employment benefits:

The plans are normally financed by contributions to insurance companies and classified as defined contribution plans or as defined benefit plans.

The Company operates a defined benefit plan in respect of severance pay pursuant to the Severance Pay Law. According to the Law, employees are entitled to severance pay upon dismissal or retirement. The liability for termination of employee-employer relation is measured using the projected unit credit method. The actuarial assumptions include rates of employee turnover and future salary increases based on the estimated timing of payment. The amounts are presented based on discounted expected future cash flows using a discount rate determined by reference to yields on Israeli Government bonds with a term that matches the estimated term of the benefit obligation.

In respect of its severance pay obligation to certain of its employees, the Company makes current deposits in pension funds and insurance companies ("the plan assets"). Plan assets comprise assets held by a long-term employee benefit fund or qualifying insurance policies. Plan assets are not available to the Group's own creditors and cannot be paid directly to the Group.

The liability for employee benefits presented in the balance sheet presents the present value of the defined benefit obligation less the fair value of the plan assets, less past service costs and any unrecognized actuarial gains and losses.

Actuarial gains and losses are recognized according to the "corridor" method. The Group only recognizes the net cumulative unrecognized actuarial gains and losses at the end of the previous reporting period that exceed 10% of the greater of:

- the present value of the defined employee benefit obligation at the beginning of the period; or
- the fair value of the plan assets at the beginning of the period.

The amount recognized in profit or loss for the period is the above amount for each individual plan divided by the expected average remaining working lives of the employees.

MICRONET LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 2 — SIGNIFICANT ACCOUNTING POLICIES - (continued)

3. Termination benefits:

Employee termination benefits are recognized as an expense when the Company has committed, without realistic possibility of withdrawal, to terminate employees before the normal retirement date according to a detailed formal plan.

r. Revenue recognition:

Revenues are recognized in profit or loss when the revenues can be measured reliably, it is probable that the economic benefits associated with the transaction will flow to the Company and the costs incurred or to be incurred in respect of the transaction can be measured reliably. Revenues are measured at the fair value of the consideration received less any trade discounts, volume rebates and returns.

The specific criteria for revenue recognition for the following types of revenues are:

Revenues from the sale of goods:

Revenues from the sale of goods are recognized when all the significant risks and rewards of ownership of the goods have passed to the buyer and the seller no longer retains continuing managerial involvement. The delivery date is usually the date on which ownership passes.

Revenues from the rendering of services:

Revenues from the rendering of warranty services are recognized on a proportionate basis over the period of the service agreement or once the service is performed and in certain cases after compliance with the customer's acceptance terms.

Interest income:

Interest income on financial assets is recognized as it accrues using the effective interest method.

Revenues from software arrangements:

The Company recognizes revenues from the sale of software only after the significant risks and rewards of ownership of the software have been transferred to the buyer for which a necessary, but not sufficient condition, is delivery of the software, either physically or electronically, or providing the right to use or permission to make copies, of the software. The Company recognizes revenues from providing software related services when the outcome can be measured reliably by reference to the stage of completion of the transaction at the end of the reporting period. If the services consist of a number of activities that are not defined over a specified period of time, revenues are recognized on a straight-line basis over the specified period, unless there is evidence that some other method better represents the stage of completion.

Revenues from dividends:

Revenues from dividends from equity investments not accounted for at equity are recognized when the right to receive the dividends is established.

Customer discounts:

Current customer discounts are recognized in the financial statements when granted and are deducted from sales.

MICRONET LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 2 — SIGNIFICANT ACCOUNTING POLICIES - (continued)

s. Cost of sales and supplier discounts:

Cost of sales includes expenses for loss, storage and conveyance of inventories to the end point of sale. Cost of sales also includes provisions for write-downs of inventories, inventory write offs and provisions for slow-moving inventories.

Discounts are deducted from cost of purchase when the conditions entitling to those discounts are satisfied. The discounts are attributed to existing inventories and to cost of sales.

t. Finance income and expenses:

Finance income comprises interest income on amounts invested, revenues from dividends, changes in fair value of financial assets at fair value through profit or loss, exchange rate gains and gains on hedges recognized in profit or loss. Interest income is recognized as it accrues using the effective interest method. Revenues from dividends are recognized when the Group's right to receive the payment is established. If the dividend is received on quoted shares, the Group recognizes dividend revenue on the ex-date.

Changes in fair value of financial assets at fair value through profit or loss include interest and dividend income.

Finance expenses comprise expenses in respect of interest, linkage and discount amortization on debentures issued by the Company, changes in the time value in respect of provisions and changes in the fair value of financial assets at fair value through profit or loss.

Gains and losses on exchange rate differences are reported on a net basis.

u. Operating segments:

An operating segment is a component of the Group that meets the following three criteria:

1. is engaged in business activities from which it may earn revenues and incur expenses, including revenues and expenses relating to intragroup transactions;
2. whose operating results are regularly reviewed by the Group's chief operating decision maker to make decisions about resources to be allocated to the segment and assess its performance; and
3. for which separate financial information is available.

v. Earnings (loss) per share:

Earnings (loss) per share are calculated by dividing the net income attributable to equity holders of the Company by the weighted number of Ordinary shares outstanding during the period. Basic earnings (loss) per share only include shares that were actually outstanding during the period. Potential Ordinary shares (convertible securities such as employee options) are only included in the computation of diluted earnings (loss) per share when their conversion decreases earnings per share or increases loss per share from continuing operations. Further, potential Ordinary shares that are converted during the period are included in diluted earnings per share only until the conversion date and from that date in basic earnings (loss) per share.

w. Provisions:

A provision in accordance with IAS 37 is recognized when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. If the effect is material, provisions are measured according to the

MICRONET LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 2 — SIGNIFICANT ACCOUNTING POLICIES - (continued)

estimated future cash flows discounted using a pre-tax interest rate that reflects the market assessments of the time value of money and, where appropriate, those risks specific to the liability.

Following are the types of provisions included in the financial statements:

Warranty:

The Group recognizes a provision for warranty for the sale of its products. The warranty is limited to malfunctions as defined by the Group and does not include warranty for damages incurred by the customer.

Legal claims:

A provision for claims is recognized when the Company has a present legal or constructive obligation as a result of a past event, it is more likely than not that an outflow of resources embodying economic benefits will be required by the Group to settle the obligation and a reliable estimate can be made of the amount of the obligation.

x. Advertising expenses:

Expenditures incurred on advertising, marketing or promotional activities, such as production of catalogues and promotional pamphlets, are recognized as an expense when the Group has the right of access to the advertising goods or when the Company receives those services.

y. Presentation of statement of comprehensive income:

The Company has elected to present a single statement of comprehensive income which includes both the items of the statement of income and the items of other comprehensive income.

z. Disclosure of new IFRSs in the period prior to their adoption:

IAS 19 (Revised) — Employee Benefits:

In June 2011, the IASB issued IAS 19 (Revised) (“the Standard”). The principal amendments included in the Standard are:

- Actuarial gains and losses will only be recognized in other comprehensive income and not recorded in profit or loss.
- The “corridor” approach which allowed the deferral of actuarial gains or losses has been eliminated.
- The return on the plan assets is recognized in profit or loss based on the discount rate used to measure the employee benefit liabilities, regardless of the actual composition of the investment portfolio.
- The distinction between short-term employee benefits and long-term employee benefits will be based on the expected settlement date and not on the date on which the employee first becomes entitled to the benefits.
- Past service cost arising from changes in the plan will be recognized immediately.

The Standard is to be applied retrospectively in financial statements for annual periods beginning on January 1, 2013, or thereafter. Earlier application is permitted.

The Company is evaluating the possible impact of the adoption of the Standard but is presently unable to assess the effects, if any, on its financial statements.

MICRONET LTD.**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****NOTE 2 — SIGNIFICANT ACCOUNTING POLICIES - (continued)***IAS 32 — Financial Instruments: Presentation and IFRS 7 — Financial Instruments: Disclosure:*

In December 2011, the IASB issued amendments to IAS 32 (“the amendments to IAS 32”) regarding the offsetting of financial assets and liabilities. The amendments to IAS 32 clarify, among others, the meaning of “currently has a legally enforceable right of set-off” (“the right of set-off”). Among others, the amendments to IAS 32 prescribe that the right of set-off must be legally enforceable not only during the ordinary course of business of the parties to the contract but also in the event of bankruptcy or insolvency of one of the parties. The amendments to IAS 32 also state that in order for the right of set-off to be currently available, it must not be contingent on a future event, there may not be periods during which the right is not available, or there may not be any events that will cause the right to expire.

Simultaneously in December 2011, the IASB issued amendments to IFRS 7 (“the amendments to IFRS 7”) regarding the offsetting of financial assets and liabilities. According to the amendments to IFRS 7, the Company is required, among others, to provide disclosure of rights of set-off and related arrangements (such as collateral agreements), the composition of amounts that are set off, and amounts subject to enforceable master netting arrangements that do not meet the offsetting criteria of IAS 32.

The amendments to IAS 32 are to be applied retrospectively in financial statements for periods beginning on January 1, 2014, or thereafter. Earlier application is permitted, but disclosure of early adoption is required as well as the disclosures required by the amendments to IFRS 7 as described above. The amendments to IFRS 7 are to be applied retrospectively in financial statements for periods beginning on January 1, 2013, or thereafter.

The Company is evaluating the possible impact of the adoption of the amendments to IAS 32 but is presently unable to assess the effects, if any, on its financial statements. The required disclosures pursuant to the amendments to IFRS 7 will be included in the Company's financial statements.

IFRS 7 — Financial Instruments: Disclosure:

The amendment to IFRS 7 (“the Amendment”) provides new and expanded disclosure requirements regarding the derecognition of financial assets and regarding unusual transfer activity close to the end of a reporting period. The objective of the Amendment is to assist users of financial statements to assess the risks to which the Company may remain exposed from transfers of financial assets and the effect of these risks on the Company's financial position. The Amendment is designed to enhance the reporting transparency of transactions involving asset transfers, specifically securitization of financial assets. The Amendment is to be applied prospectively in financial statements for periods beginning on January 1, 2012. Earlier application is permitted.

The appropriate disclosures will be included in the Company's financial statements.

IFRS 9 — Financial Instruments:

1. In November 2009, the IASB issued IFRS 9, “Financial Instruments”, the first part of Phase 1 of a project to replace IAS 39, “Financial Instruments: Recognition and Measurement”. IFRS 9 (“the Standard”) focuses mainly on the classification and measurement of financial assets and it applies to all financial assets within the scope of IAS 39.

According to the Standard, all financial assets (including hybrid contracts with financial asset hosts) should be measured at fair value upon initial recognition. In subsequent periods, debt instruments should be measured at amortized cost only if both of the following conditions are met:

MICRONET LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 2 — SIGNIFICANT ACCOUNTING POLICIES - (continued)

- the asset is held within a business model whose objective is to hold assets in order to collect the contractual cash flows.
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Notwithstanding the aforesaid, upon initial recognition, the Company may designate a debt instrument that meets both of the abovementioned conditions as measured at fair value through profit or loss if this designation eliminates or significantly reduces a measurement or recognition inconsistency (“accounting mismatch”) that would have otherwise arisen.

Subsequent measurement of all other debt instruments and financial assets should be at fair value.

Financial assets that are equity instruments should be measured in subsequent periods at fair value and the changes recognized in profit or loss or in other comprehensive income (loss), in accordance with the election by the Company on an instrument-by-instrument basis (amounts recognized in other comprehensive income cannot be subsequently transferred to profit or loss). Nevertheless, if equity instruments are held for trading, they should be measured at fair value through profit or loss. This election is final and irrevocable. When an entity changes its business model for managing financial assets it shall reclassify all affected financial assets. In all other circumstances, reclassification of financial instruments is not permitted.

The Standard is effective commencing from January 1, 2015. Earlier application is permitted. Upon initial application, the Standard should be applied retrospectively by providing the required disclosure or restating comparative figures, except as specified in the Standard.

2. In October 2010, the IASB issued certain amendments to the Standard regarding derecognition and financial liabilities. According to those amendments, the provisions of IAS 39 will continue to apply to derecognition and to financial liabilities for which the fair value option has not been elected (designated as measured at fair value through profit or loss); that is, the classification and measurement provisions of IAS 39 will continue to apply to financial liabilities held for trading and financial liabilities measured at amortized cost.

The changes arising from these amendments affect the measurement of a liability for which the fair value option has been chosen. Pursuant to the amendments, the amount of the adjustment to the liability's fair value that is attributable to changes in credit risk should be presented in other comprehensive income. All other fair value adjustments should be presented in profit or loss. If presenting the fair value adjustment of the liability arising from changes in credit risk in other comprehensive income creates an accounting mismatch in profit or loss, then that adjustment should also be presented in profit or loss rather than in other comprehensive income.

Furthermore, according to the amendments, derivative liabilities in respect of certain unquoted equity instruments can no longer be measured at cost but rather only at fair value.

The amendments are effective commencing from January 1, 2015. Earlier application is permitted provided that the Company also adopts the provisions of the Standard regarding the classification and measurement of financial assets (the first part of Phase 1). Upon initial application, the amendments are to be applied retrospectively by providing the required disclosure or restating comparative figures, except as specified in the amendments.

As for the effect on the financial statements, the Company believes that IFRS 13 is not expected to have a material impact on its financial statements.

MICRONET LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 2 — SIGNIFICANT ACCOUNTING POLICIES - (continued)

IFRS 13 — Fair Value Measurement:

IFRS 13 establishes guidance for the measurement of fair value, to the extent that such measurement is required according to IFRS. IFRS 13 defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. IFRS 13 also specifies the characteristics of market participants and determines that fair value is based on the assumptions that would have been used by market participants. According to IFRS 13, fair value measurement is based on the assumption that the transaction will take place in the asset's or the liability's principal market, or in the absence of a principal market, in the most advantageous market.

IFRS 13 requires an entity to maximize the use of relevant observable inputs and minimize the use of unobservable inputs. IFRS 13 also includes a fair value hierarchy based on the inputs used to determine fair value as follows:

Level 1 — quoted prices (unadjusted) in active markets for identical assets or liabilities.

1 —

Level 2 — inputs other than quoted market prices included within Level 1 that are observable either directly or indirectly.

2 —

Level 3 — unobservable inputs (valuation techniques that do not make use of observable inputs).

3 —

IFRS 13 also prescribes certain specific disclosure requirements.

The new disclosures, and the measurement of assets and liabilities pursuant to IFRS 13, are to be applied prospectively for periods commencing after the Standard's effective date, in financial statements for annual periods beginning on January 1, 2013, or thereafter. Earlier application is permitted. The new disclosures will not be required for comparative data.

The appropriate disclosures will be included in the Company's financial statements upon initial adoption of IFRS 13.

The Company is evaluating the possible impact of the adoption of IFRS 13 but is presently unable to assess the effects, if any, on its financial statements.

aa. Discontinued operation:

A discontinued operation is a component of the Company which represents a major and distinct business or geographical operating segment. In addition to the classification in the balance sheet, as above, the operating results relating to the discontinued operation are individually presented in profit or loss and disclosure is provided in the notes for the cash flows relating to the discontinued operation and for the comparative figures reclassified for that purpose, including those relating to the segment note.

NOTE 3 — CASH AND CASH EQUIVALENTS

	December 31,	
	2011	2010
	NIS in thousands	
Cash for immediate withdrawal	3,502	2,396
Cash equivalents – short-term deposits	4,835	1,150
	<u>8,337</u>	<u>3,546</u>

MICRONET LTD.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
NOTE 4 — SHORT-TERM INVESTMENTS

	December 31,	
	2011	2010
	NIS in thousands	
Financial assets designated at fair value through profit or loss:		
Shares	—	956
Israeli government bonds	10,516	19,808
Corporate debentures	7,597	10,841
	<u>18,113</u>	<u>31,605</u>

NOTE 5 — TRADE RECEIVABLES, NET

	December 31,	
	2011	2010
	NIS in thousands	
Open debts	9,490	2,262
Notes receivable	7	95
	<u>9,497</u>	<u>2,357</u>
Less – allowance for doubtful accounts	66	58
Trade receivables, net	<u>9,431</u>	<u>2,299</u>

Impaired debts are accounted for through recording an allowance for doubtful accounts.

The movement in the allowance for doubtful accounts is as follows:

	NIS in thousands
Balance at January 1, 2010	4
Charge for the year	54
Balance at December 31, 2010	58
Charge for the year	8
Balance at December 31, 2011	<u>66</u>

An analysis of past due but not impaired trade receivables, with reference to the reporting date:

	Neither past due nor impaired	Past due trade receivables with aging of					Total
		<30 days	30 – 60 days	60 – 90 days	90 – 120 days	>120 days	
		NIS in thousands					
December 31, 2011	<u>5,731</u>	<u>3,222</u>	<u>448</u>	<u>—</u>	<u>22</u>	<u>8</u>	<u>9,431</u>
December 31, 2010	<u>1,634</u>	<u>488</u>	<u>135</u>	<u>25</u>	<u>17</u>	<u>—</u>	<u>2,299</u>

MICRONET LTD.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
NOTE 6 — OTHER ACCOUNTS RECEIVABLE

	December 31,	
	2011	2010
	NIS in thousands	
Employees	13	42
Israeli Government authorities	2,337	219
Prepaid expenses	178	245
Investment grant receivable	—	549
Advances to suppliers	217	54
	<u>2,745</u>	<u>1,109</u>

NOTE 7 — INVENTORIES

	December 31,	
	2011	2010
	NIS in thousands	
Raw and auxiliary materials	13,212	4,951
Work in progress and finished products	5,467	2,523
Inventories in transit	2,674	40
	<u>21,353</u>	<u>7,514</u>

The write-off of inventories recognized in cost of sales amounted to NIS 330 thousand and NIS 347 thousand in 2011 and 2010, respectively.

NOTE 8 — INVESTMENTS IN SUBSIDIARY

Information on securities of previously consolidated subsidiary:

	Percentage of equity and voting rights
	%
Micronet Mobile Technologies Inc.:	
Shares	<u>100</u>

The previously consolidated subsidiary was incorporated in the State of Delaware, USA. It was sold in full on July 15, 2011. The outstanding investment in this company as of December 31, 2010 amounted to NIS 597 thousand.

MICRONET LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 9 — PROPERTY, PLANT AND EQUIPMENT, NET

a. Composition:

2011:

	Land and buildings	Motor vehicles	Machinery and equipment	Computers and peripheral equipment	Office furniture and equipment	Molds	Total
NIS in thousands							
Cost:							
Balance at January 1, 2011	7,702	179	3,864	1,122	903	3,383	17,153
Additions during the year	—	—	913	132	58	56	1,159
Disposals during the year	—	(166)	(111)	(196)	(13)	(448)	(934)
Balance at December 31, 2011	7,702	13	4,666	1,058	948	2,991	17,378
Accumulated depreciation:							
Balance at January 1, 2011	2,986	174	2,512	1,022	558	2,029	9,281
Additions during the year	206	5	327	81	42	294	955
Disposals during the year	—	(166)	(111)	(154)	(13)	(448)	(892)
Balance at December 31, 2011	3,192	13	2,728	949	587	1,875	9,344
Less – provision for impairment	1,509	—	—	—	—	—	1,509
Depreciated cost balance at December 31, 2011	3,001	—	1,938	109	361	1,116	6,525

2010:

Cost:							
Balance at January 1, 2010	7,702	339	4,298	2,224	1,153	2,774	18,490
Additions during the year	—	—	266	51	2	609	928
Disposals during the year	—	(160)	(700)	(1,153)	(252)	—	(2,265)
Balance at December 31, 2010	7,702	179	3,864	1,122	903	3,383	17,153
Accumulated depreciation:							
Balance at January 1, 2010	2,780	290	2,886	2,082	740	1,795	10,573
Additions during the year	206	37	326	84	66	234	953
Disposals during the year	—	(153)	(700)	(1,144)	(248)	—	(2,245)
Balance at December 31, 2010	2,986	174	2,512	1,022	558	2,029	9,281
Less – provision for impairment	1,509	—	—	—	—	—	1,509
Depreciated cost balance at December 31, 2010	3,207	5	1,352	100	345	1,354	6,363

MICRONET LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 9 — PROPERTY, PLANT AND EQUIPMENT, NET - (continued)

b. Impairment of property, plant and equipment:

Following the general economic deterioration in 2001, the Company concluded that there are indications of impairment of the Company's building. The value in use of the building was calculated based on a real estate appraiser's valuation and based on the Company's management's assessment according to similar assets in terms of age and use which are located in the same area and whose cash flows are inter-dependent. As a result of the adoption of the provisions of IAS 36, in previous years, the Company recorded an impairment loss of the asset included in the statement of comprehensive income under other expenses, net, totaling NIS 1,509 thousand. From the date of the impairment through the date of the financial statements, there has been no additional impairment or significant permanent appreciation of the asset which requires full or partial reversal of the provision for impairment.

c. Land:

	December 31,	
	2011	2010
	NIS in thousands	
Under non-capitalized finance lease	<u>857</u>	<u>870</u>

The Group leases land used as headquarters from the Israel Lands Administration for a period of 49 years through 2028. The Group has an option to extend the lease term by an additional period of 49 years.

NOTE 10 — INTANGIBLE ASSETS

Composition:

	Computer software
	NIS in thousands
Cost:	
Balance at January 1, 2010	1,175
Acquisitions	188
Disposals	(41)
Balance at December 31, 2010	1,322
Acquisitions	152
Disposals	(238)
Balance at December 31, 2011	<u>1,236</u>
Accumulated amortization:	
Balance at January 1, 2010	983
Amortization recognized during the year	164
Disposals	(41)
Balance at December 31, 2010	1,106
Amortization recognized during the year	127
Disposals	(117)
Balance at December 31, 2011	<u>1,116</u>
Net balance:	
December 31, 2011	<u>120</u>
December 31, 2010	<u>216</u>

MICRONET LTD.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
NOTE 10 — INTANGIBLE ASSETS - (continued)
Amortization expenses:

Amortization expenses of intangible assets are classified in the statement of comprehensive income as follows:

	Year ended December 31,	
	2011	2010
	NIS in thousands	
Cost of revenues	<u>105</u>	<u>164</u>
Income from discontinued operation, net	<u>22</u>	<u>—</u>

NOTE 11 — TRADE PAYABLES

	December 31,	
	2011	2010
	NIS in thousands	
Open debts	<u>10,689</u>	<u>1,727</u>
Notes payable	<u>5,302</u>	<u>850</u>
	<u>15,991</u>	<u>2,577</u>

NOTE 12 — OTHER ACCOUNTS PAYABLE

	December 31,	
	2011	2010
	NIS in thousands	
Deferred revenues and customer advances	<u>722</u>	<u>371</u>
Financial derivatives	<u>193</u>	<u>—</u>
Accrued expenses	<u>930</u>	<u>420</u>
Employees and payroll accruals	<u>2,569</u>	<u>2,530</u>
Taxes payable	<u>600</u>	<u>51</u>
Provision for warranty	<u>560</u>	<u>126</u>
Provision for claim	<u>—</u>	<u>40</u>
	<u>5,574</u>	<u>3,538</u>

MICRONET LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 13 — CONVERTIBLE DEBENTURES

a. Composition:

December 31, 2011:

	<u>Principal amount</u>	<u>Stated interest rate</u>	<u>Effective interest rate</u>	<u>Balance</u>	<u>Balance net of current maturities</u>
	<u>NIS in thousands</u>	<u>%</u>	<u>%</u>		<u>NIS in thousands</u>
Convertible debentures	<u>5,094</u>	5.25	13.64	<u>4,619</u>	<u>2,106</u>

December 31, 2010:

	<u>Principal amount</u>	<u>Stated interest rate</u>	<u>Effective interest rate</u>	<u>Balance</u>	<u>Balance net of current maturities</u>
	<u>NIS in thousands</u>	<u>%</u>	<u>%</u>		<u>NIS in thousands</u>
Convertible debentures	<u>7,452</u>	5.25	13.64	<u>6,531</u>	<u>3,963</u>

Maturity dates after the reporting date:

	<u>First year</u>	<u>Second year</u>	<u>Total</u>
	<u>NIS in thousands</u>		
Convertible debentures	<u>2,513</u>	<u>2,106</u>	<u>4,619</u>

c. On November 21, 2006, the Company issued a prospectus for issuance of shares and convertible debentures to the public (see also Note 1b above).

The debentures bear interest at a rate of 5.25% a year, are linked to the Consumer Price Index ("CPI") and are convertible on any business day as from November 20, 2006 and until November 20, 2013, into Common shares of NIS 0.1 par value each, registered nominally, except for November 5 through November 20 in the years 2009 to 2012, according to a conversion ratio of NIS 6.5 par value of debentures for one share of NIS 0.1 par value.

The interest accrued on the debentures is paid on November 20 each year and the principal is repaid in five equal payments, which commenced on November 20, 2009.

The debentures are split into two liability components, with the conversion component having been originally calculated at the time of recognition as a financial derivative at a fair value, from an external appraiser, of NIS 5,151 thousand, and the difference of NIS 13,175 thousand, between the consideration that was received for the convertible debentures and the fair value of the conversion component was attributed to the debt component. The direct transaction costs of NIS 1,425 thousand were allocated between the liability conversion component and the liability debt component on the basis of the ratio used in allocating the consideration to each component, as aforesaid, with the amount that was allocated to the liability conversion component being reflected immediately in profit or loss.

Following the initial recognition, the conversion component is treated as a financial derivative and presented at fair value at each reporting date. Changes in the fair value are reflected on an ongoing basis in the statement of comprehensive income under financing. Following the initial recognition, the debt component is treated at amortized cost.

The fair value of the conversion component as of December 31, 2011 is NIS 7 thousand.

MICRONET LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 13 — CONVERTIBLE DEBENTURES - (continued)

- d. During 2009, the Company purchased NIS 2,900 par value and redeemed NIS 2,182,015 par value of convertible debentures, which had been issued by the Company, for an overall consideration of NIS 3,061 thousand (of which NIS 2,425 thousand was in respect of principal and the rest in respect of interest).
- e. During 2010, the Company redeemed NIS 2,181,765 par value of its convertible debentures, for an overall consideration of NIS 3,003 thousand (of which NIS 2,482 thousand was in respect of principal and the rest in respect of interest).
- f. During 2011, the Company redeemed NIS 2,181,765 par value of its convertible debentures, for an overall consideration of NIS 2,954 thousand (of which NIS 2,550 thousand was in respect of principal and the rest in respect of interest).
- g. The balance of outstanding convertible debentures as of December 31, 2011 is NIS 4,363,530 par value.

NOTE 14 — LIABILITIES IN RESPECT OF INVESTMENT GRANT

- a. Composition:

	2010
	NIS in thousands
Balance at January 1	564
Grants received during the year	377
Amounts carried to the statements of comprehensive income	127
Balance at December 31	1,068
	2011
	NIS in thousands
Balance at January 1	1,068
Payments during the year, net	(918)
Amounts carried to the statements of comprehensive income	(150)
Balance at December 31	—

Presented in the balance sheet as follows:

	December 31,
	2011 2010
	NIS in thousands
Current liabilities	— 1,068

- b. See more details in Note 18h below.

NOTE 15 — FINANCIAL INSTRUMENTS

- a. Classification of financial assets and liabilities:

The financial assets and financial liabilities in the statement of financial position are classified by groups of financial instruments pursuant to IAS 39:

MICRONET LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 15 — FINANCIAL INSTRUMENTS - (continued)

	December 31,	
	2011	2010
	NIS in thousands	
Financial assets:		
Financial assets at fair value through profit or loss:		
Designated as such upon initial recognition	18,113	31,605
Trade receivables, loans and receivables	9,458	2,888
	<u>27,571</u>	<u>34,493</u>
Financial liabilities:		
Financial liabilities measured at amortized cost	24,109	13,165
Financial liabilities at fair value through profit or loss:		
Derivatives	200	75
	<u>24,309</u>	<u>13,240</u>

b. Financial risk factors:

The Group's operations expose it to various financial risk, such as market risk (foreign currency risk, CPI risk, interest risk and price risk), credit risk and liquidity risk. The decisions in respect of the Group's overall risks management are focused on activities directed at minimizing the negative impact on the Group's financial performance.

The risk management is performed by the Company's management, which identifies and assesses the Group's financial risks. The decisions in respect of the management of the market risks, as aforesaid, and the investments in the liquid means are routinely made by the Company's management and presented from time to time for discussion and decision making by the Board of Directors. The Board of Directors provides written principles for the specific policy relating to the investment of the liquid means and the manner of the handling of issues relating to the management of the risks, which are presented to it.

1. Market risk:

a) Foreign currency risk:

The Company operates with an international spread and it is exposed to exchange rate risk relating to exposure to various currencies, primarily the dollar and the Euro. Exchange rate risk derives from assets and liabilities that have been recognized, which are denoted in foreign currency, which is not the operating currency, from the net investment in foreign operations and from the fact that most of the Group's income is denoted in dollars or in a currency that is linked thereto (with a small proportion being in Euros and NIS), whereas approximately half of the Group's inputs are purchased at prices that are linked to the rate of the dollar.

The Company routinely discusses the issue of its exposure to the exchange rate of the dollar, and it uses hedging against those exposures from time to time. In 2009, the Company made a decision on this issue to execute a forward sale of 1,200 thousand dollars at a predetermined exchange rate for the period between December 2009 and May 2010 in order to reduce the impact of a devaluation of the U.S. dollar on the financial expenses. In 2011, the Company executed a forward sale of \$2,800 thousand that will be executed at predetermined times and rates over a period of half a year from December 2011 to May 2012.

MICRONET LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 15 — FINANCIAL INSTRUMENTS - (continued)

In the period from May 2009 to June 2011, the Company had an investment in foreign operations of an insignificant amount, the net assets of which were exposed to possible changes in the exchange rate of the dollar.

The currency exposure is primarily managed by the conversion of foreign currency into NIS close to the time that the consideration is received.

b) CPI risk:

The Group has convertible debentures that have been issued and which are linked to changes in the Israeli CPI. Furthermore, the Company has marketable securities (primarily debentures) which are linked to changes in the CPI. The net amount (surplus of assets over liabilities) of the financial instruments that are linked to the CPI and in respect of which the Group has an exposure to changes in the CPI, is NIS 5,641 thousand, as of December 31, 2011.

c) Interest risk:

The Group has an exposure in respect of changes in the market interest rate, which derives from its holding in debentures within the framework of the marketable securities and as a result of the impact of the interest rate on the price of the debentures that the Company issued.

An increase in the market interest rate would cause a decrease in the value of the debentures that are held by the Company as marketable securities and a decrease in the interest rate would cause an expense as the result of the increase in the conversion component inherent in the debentures that the Company issued. The Company takes action so as to adjust the average lifetime to redemption of the debentures that it holds as marketable securities to the average lifetime to redemption of the debentures that it issued.

d) Price risk:

The Group has investments in financial instruments that are traded on a stock exchange — shares and debentures. These financial instruments are classified as assets that are measured at fair value through the statement of income, in respect of which the Group has an exposure to risk in respect of fluctuations in the price of the securities, which is determined based on market prices on the stock exchange. The balance of these investments in the financial statements as of December 31, 2011 was NIS 18,113 thousand and as of December 31, 2010 it was NIS 31,605 thousand.

2. Credit risk:

The Group has credit risk deriving from the making available of unsecured credit to its customers in Israel and abroad. Up to March 2009, the Company's policy was the granting of unsecured credit to its customers in Israel and insuring its overseas customers credit transactions exceeding \$5,000 through the Israel Credit Insurance Company ("the ICIC").

From April 2009 and thereafter, the Company's arrangement opposite the ICIC has been discontinued as a result of restrictions and exceptions that the ICIC has placed as a result of the global economic crisis, which included the reduction of the general credit that the ICIC made available to the Company, the reduction and the cancellation of direct credit facilities for the Company's customers and the ICIC's refusal to insure transactions opposite significant customers of the Group. As a result of these restrictions and exceptions, all of the Company's credit to its customers is uninsured.

MICRONET LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 15 — FINANCIAL INSTRUMENTS - (continued)

The Company has set up an internal credit committee that gives specific authorization for the extension of credit to selected overseas customers or selected export transactions. Factors that may cause a concentration of credit risk include the significance of the activities in which the debtors are engaged, such as the sector in which they operate, the geographical region in which their operations are carried out and the level of their financial stability.

Most of the credit that the Company extends to its customers is at terms of between EOM + 30 and EOM + 60 days. The Company does not demand collateral as security for these debts. The company records an allowance for doubtful accounts, based on factors that affect the credit risk of certain customers, past experience and other information.

The Group holds cash and cash equivalents and short-term investments, which include significant amounts of shares, Israeli Government bonds and corporate debentures as well as other financial instruments in various highly rated financial institutions in Israel with the investments being spread in different institutions. The Company issued debentures to the public in November 2006. The balance of the debentures that have not been redeemed by the Company is going to be repaid in two equal portions each year on November 20 from 2012 to 2013. This situation exposes the Company to risk in a situation in which companies that have issued debentures that are held by the Company as investments reach a state of insolvency and do not meet their commitments to their debenture holders. As of December 31, 2011, the cash and cash equivalents amounted to NIS 8,337 thousand and the marketable securities amounted to NIS 18,113 thousand (debentures). All of the deposits are deposited in stable financial entities.

3. Liquidity risk:

The Group is financed by equity, convertible debentures that were issued in November 2006, car leases, a rental agreement and a commitment in respect of an investment grant. The Company is expected to repay the balance of the debentures that it has issued and which have not yet been redeemed in two equal payments in November in each year, as from November 2012. The Group's objective is to maintain the existing ratio between the continuing financing of the debentures that it has issued and its holdings in corporate and other debentures as marketable securities. The Group examines the risk of a shortage of cash by means of annual budgets.

The following table presents the repayment time of the Group's financial liabilities, in accordance with the contractual terms in undiscounted amounts (including payments for interest):

December 31, 2011:

	Less than one year	1 to 2 years	2 to 3 years	Over 3 years	Total
	NIS in thousands				
Trade payables	15,956	35	—	—	15,991
Other accounts payable	3,692	—	—	—	3,692
Convertible debentures	2,547	2,547	—	—	5,094
Interest on convertible debentures	267	134	—	—	401
	<u>22,462</u>	<u>2,716</u>	<u>—</u>	<u>—</u>	<u>25,178</u>

MICRONET LTD.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
NOTE 15 — FINANCIAL INSTRUMENTS - (continued)

December 31, 2010:

	Less than one year	1 to 2 years	2 to 3 years	Total
	NIS in thousands			
Trade payables	2,565	12	—	2,577
Other accounts payable	2,989	—	—	2,989
Convertible debentures	2,484	2,484	2,484	7,452
Interest on convertible debentures	391	261	115	767
Liabilities in respect of investment grant	671	—	—	671
	<u>9,100</u>	<u>2,757</u>	<u>2,599</u>	<u>14,456</u>

c. Fair value:

The following table demonstrates the carrying amount and fair value of the groups of financial instruments that are presented in the financial statements not at fair value:

	Carrying amount December 31,		Fair value December 31,		Nominal balance December 31,	
	2011	2010	2011	2010	2011	2010
	NIS in thousands					
Financial liabilities:						
Convertible debentures ⁽¹⁾	<u>4,619</u>	<u>6,531</u>	<u>4,979</u>	<u>7,494</u>	<u>4,363,530</u>	<u>6,545,296</u>

(1) The fair value is based on quoted prices in an active market as of the reporting date.

The carrying amount of cash and cash equivalents, short-term investments, trade receivables, other accounts receivable, short-term loans granted, trade payables, other accounts payable and liabilities in respect of investment grant approximates their fair value.

d. Classification of financial instruments by fair value hierarchy:

The financial instruments presented in the statement of financial position at fair value are grouped into classes with similar characteristics using the following fair value hierarchy which is determined based on the source of input used in measuring fair value:

- Level 1 — quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2 — inputs other than quoted prices included within Level 1 that are observable either directly or indirectly.
- Level 3 — inputs that are not based on observable market data (valuation techniques which use inputs that are not based on observable market data).

MICRONET LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 15 — FINANCIAL INSTRUMENTS - (continued)

Financial assets measured at fair value:

December 31, 2011:

	<u>Level 1</u>
	NIS
	in thousands
Financial assets at fair value through profit or loss:	
Debentures and shares	<u>18,113</u>

Financial liabilities at fair value:

December 31, 2011:

	<u>Level 2</u>
	NIS
	in thousands
Financial liabilities at fair value through profit or loss:	
Financial derivatives	<u>193</u>
Conversion options of convertible debentures	<u>7</u>
	<u>200</u>

December 31, 2010:

	<u>Level 1</u>
	NIS
	in thousands
Financial assets at fair value through profit or loss:	
Debentures and shares	<u>31,605</u>

Financial liabilities at fair value:

December 31, 2010:

	<u>Level 2</u>
	NIS
	in thousands
Financial liabilities at fair value through profit or loss:	
Conversion options of convertible debentures	<u>75</u>

In 2011 and 2010, there were no transfers from Level 1 to Level 2 due to the fair value measurement of any financial instruments or any transfers to or from Level 3 due to the fair value measurement of any financial instruments.

e. Derivatives and hedging:

In 2011, the Company executed a forward sale transaction of USD in an overall amount of \$2,800 thousand, which will be executed over a period of half a year from December 2011 until May 2012 at a pre-determined exchange rate. The objective of the transaction is to hedge against exposure to financing expenses resulting from fluctuations in the exchange rate of the USD. The forward sale transactions is not intended as hedging for cash flows, fair value or the net investment in foreign operations. This derivative is not considered to be hedging from the accounting perspective.

The foreign currency derivatives have been measured at fair value through profit or loss and amounted to a cumulative expense of NIS 193 thousand as of December 31, 2011.

MICRONET LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 15 — FINANCIAL INSTRUMENTS - (continued)

f. Sensitivity tests relating to changes in market factors:

	December 31,	
	2011	2010
	NIS in thousands	
Sensitivity test to changes in interest rates:		
Gain (loss) from the change:		
Increase of 2% in interest	97	28
Decrease of 2% in interest	(97)	(28)
Sensitivity test to changes in the Israeli CPI:		
Gain (loss) from the change:		
Increase of 2% in Israeli CPI	113	295
Decrease of 2% in Israeli CPI	(113)	(295)
Sensitivity test to changes in the U.S. dollar exchange rate:		
Gain (loss) from the change:		
Increase of 10% in exchange rate	127	31
Decrease of 10% in exchange rate	(127)	(31)
Sensitivity test to changes in the market price of listed securities:		
Gain (loss) from the change:		
Increase of 15% in market price	2,717	4,741
Decrease of 15% in market price	(2,717)	(4,741)
Forward transactions:		
Increase of 10% in market price in the USD exchange rate	(917)	—
Decrease of 10% in market price in the USD exchange rate	917	—

Sensitivity tests and principal work assumptions:

The selected changes in the relevant risk variables were determined based on management's estimate as to reasonable possible changes in these risk variables.

The Company has performed sensitivity tests of principal market risk factors that are liable to affect its reported operating results or financial position. The sensitivity tests present the profit or loss in respect of each financial instrument for the relevant risk variable chosen for that instrument as of each reporting date. The test of risk factors was determined based on the materiality of the exposure of the operating results or financial condition of each risk with reference to the functional currency and assuming that all the other variables are constant.

The sensitivity test for changes in interest rates was performed on the Group's cash and cash equivalent balances.

Listed convertible debentures are linked to the Israeli CPI bearing fixed interest are part of the sensitivity test to changes in the CPI.

The sensitivity tests for listed investments with quoted market price (bid price) were performed on possible changes in these market prices.

Based on the Company's policy, it does not hedge its main exposures to currency. Accordingly, the main currency exposures presented in the sensitivity tables are in respect of the Company's surplus assets over liabilities linked to foreign currency.

MICRONET LTD.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
NOTE 15 — FINANCIAL INSTRUMENTS - (continued)

g. Additional information regarding significant investments in financial assets:

1. Details of significant investments by groups of financial assets pursuant to IAS 39:

	December 31,	
	2011	2010
	NIS in thousands	
Financial assets at fair value through profit or loss:		
Shares	—	956
Israeli Government bonds	10,516	19,808
Corporate debentures	7,597	10,841
	<u>18,113</u>	<u>31,605</u>
Trade receivables, loans and receivables	9,458	2,888
	<u>27,571</u>	<u>34,493</u>

The expected maturity profile of the significant investments as of December 31, 2011 and 2010 is for a period of up to one year.

2. Linkage terms of financial assets by groups of financial instruments pursuant to IAS 39:

December 31, 2011:

	In or linked to foreign currency		Linked to Israeli CPI		
	U.S. dollar	Euro		Unlinked	Total
	NIS in thousands				
Financial assets at fair value through profit or loss	—	—	10,840	7,273	18,113
Trade receivables, loans and receivables	8,811	74	27	546	9,458
	8,811	74	10,867	7,819	27,571

December 31, 2010:

	In or linked to foreign currency		Linked to Israeli CPI	Unlinked	Total
	U.S. dollar	Euro			
NIS in thousands					
Financial assets at fair value through profit or loss	—	—	21,357	10,248	31,605
Trade receivables, loans and receivables	2,376	96	40	376	2,888
	2,376	96	21,397	10,624	34,493

MICRONET LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 15 — FINANCIAL INSTRUMENTS - (continued)

h. Linkage terms of financial liabilities by groups of financial instruments pursuant to IAS 39:

December 31, 2011:

	In or linked to U.S. dollar	Linked to Israeli CPI	Unlinked	Total
		NIS in thousands		
Financial liabilities measured at amortized cost	1,240	4,619	18,250	24,109
Financial liabilities at fair value through profit or loss	193	7	—	200
	<u>1,433</u>	<u>4,626</u>	<u>18,250</u>	<u>24,309</u>

December 31, 2010:

	In or linked to U.S. dollar	Linked to Israeli CPI	Unlinked	Total
		NIS in thousands		
Financial liabilities measured at amortized cost	1,755	6,531	4,879	13,165
Financial liabilities at fair value through profit or loss	—	75	—	75
	<u>1,755</u>	<u>6,606</u>	<u>4,879</u>	<u>13,240</u>

NOTE 16 — EMPLOYEE BENEFIT ASSETS AND LIABILITIES

Employee benefits consist of post-employment benefits.

a. Post-employment employee benefits:

According to the labor laws and Severance Pay Law in Israel, the Company is required to pay compensation to an employee upon dismissal or retirement or to make current contributions in defined contribution plans pursuant to Section 14 to the Severance Pay Law, as specified below. The Company's liability is accounted for as a benefit after the completion of employment. The computation of the Company's employee benefit liability is made in accordance with a valid employment contract based on the employee's salary and employment term which establish the entitlement to receive the compensation.

The post-employment employee benefits are normally financed by contributions classified as defined benefit plans as detailed below.

b. Defined benefit plans:

The Company accounts for that part of the payment of compensation that is not covered by contributions in defined contribution plans, as above, as a defined benefit plan for which an employee benefit liability is recognized and for which the Company deposits amounts in central severance pay funds and in qualifying insurance policies.

MICRONET LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 16 — EMPLOYEE BENEFIT ASSETS AND LIABILITIES - (continued)

1. Expenses recognized in the statement of comprehensive income:

	Year ended December 31,	
	2011	2010
	NIS in thousands	
Current service cost	692	726
Interest cost on benefit obligation	472	408
Expected return on plan assets less amounts transferred to royalties	(196)	(172)
Net actuarial loss recognized in the year	68	22
Total employee benefit expenses	1,036	984
Actual return on plan assets	17	298
The expenses are presented in the statement of comprehensive income as follows:		
Cost of revenues	335	308
Research and development expenses, net	261	298
Selling and marketing expenses	15	15
General and administrative expenses	425	363
	1,036	984

2. The plan assets (liabilities), net:

	December 31,	
	2011	2010
	NIS in thousands	
Defined benefit obligation	(9,991)	(9,340)
Fair value of plan assets	5,761	5,415
	(4,230)	(3,925)
Net unrecognized actuarial losses*	1,498	1,496
Total liabilities, net	(2,732)	(2,429)

* Cumulative amounts for the value of the obligation and the value of the rights in the plan assets.

3. Changes in the present value of defined benefit obligation:

	2011	2010
	NIS in thousands	
Balance at January 1	9,340	7,738
Interest cost	472	408
Current service cost	692	726
Benefits paid	(404)	(260)
Net actuarial loss (gain)	(109)	728
Balance at December 31	9,991	9,340

4. Plan assets:

a) Plan assets:

Plan assets comprise assets held by a long-term employee benefit fund and qualifying insurance policies.

MICRONET LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 16 — EMPLOYEE BENEFIT ASSETS AND LIABILITIES - (continued)

b) The movement in the fair value of the plan assets:

	2011	2010
	NIS in thousands	
Balance at January 1	5,415	4,838
Expected return	288	267
Contributions by employer	647	560
Benefits paid	(320)	(281)
Transfer to royalties	(92)	(95)
Net actuarial gain (loss)	(177)	126
Balance at December 31	<u>5,761</u>	<u>5,415</u>

5. The principal assumptions underlying the defined benefit plan:

	Year ended December 31,	
	2011	2010
	%	
Real discount rate	<u>2.35</u>	<u>2.38</u>
Expected rate of real return on plan assets	<u>2.38</u>	<u>2.70</u>
Expected real salary increases	<u>3 – 4</u>	<u>3 – 4</u>

6. In accordance with the Israeli Severance Pay Law, severance pay is granted on the basis of the employee's last monthly salary as of the date of termination, multiplied by the number of years of employment and the liabilities are partly covered by current payments to insurance companies in respect of executive insurance policies and provident funds. As of December 31, 2011, the Company's accrued severance pay liability (not covered by funds), assuming that all employees are dismissed on the same date, amounts to NIS 3,671 thousand.

NOTE 17 — TAXES ON INCOME

a. Tax laws applicable to the Company:

Income Tax (Inflationary Adjustments) Law, 1985:

According to the law, until 2007, the results for tax purposes were adjusted for the changes in the Israeli CPI.

In February 2008, the “Knesset” (Israeli parliament) passed an amendment to the Income Tax (Inflationary Adjustments) Law, 1985, which limits the scope of the law starting 2008 and thereafter. Since 2008, the results for tax purposes are measured in nominal values, excluding certain adjustments for changes in the Israeli CPI carried out in the period up to December 31, 2007. Adjustments relating to capital gains such as for sale of property (betterment) and securities continue to apply until disposal. Since 2008, the amendment to the law includes, among others, the cancellation of the inflationary additions and deductions and the additional deduction for depreciation (in respect of depreciable assets purchased after the 2007 tax year).

The Law for the Encouragement of Capital Investments, 1959 (“the Law”):

In accordance with the Law, the Company is entitled to various tax benefits, because of its status as a “beneficiary enterprise”, which has been given to part of its operations, within the meaning of that term in the Law. The main benefits under the Law are:

MICRONET LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 17 — TAXES ON INCOME - (continued)

The alternative track:

Under this track, during the benefit period the Company is entitled to a tax exemption in the first two years and a reduced tax rate of 25% for a period of 5 years in the remaining benefit period (in accordance with the percentage of foreign investments).

The basic condition for the receipt of the benefits in this track is that the enterprise contributes to the country's economic growth and is a competitive factor for the Gross Domestic Product ("a competitive enterprise"). In order to comply with this condition, the Law prescribes various requirements regarding industrial enterprises.

As for industrial enterprises, in each tax year during the benefit period, one of the following conditions must be met:

1. The industrial enterprise's main field of activity is biotechnology or nanotechnology as approved by the Head of the Administration of Industrial Research and Development, prior to the approval of the relevant program.
2. The industrial enterprise's sales revenues in a specific market during the tax year do not exceed 75% of its total sales for that tax year. A "market" is defined as a separate country or customs territory.
3. At least 25% of the industrial enterprise's overall revenues during the tax year were generated from the enterprise's sales in a specific market with a population of at least 12 million.

Programs under the alternative track approved subsequent to April 1, 2005 are also required to make a minimum qualifying investment. This condition requires an investment in the acquisition of productive assets such as machinery and equipment, which must be carried out within three years. The minimum qualifying investment required for setting up a plant is NIS 300 thousand. As for plant expansion, the minimum qualifying investment is the higher of NIS 300 thousand and an amount equivalent to the "qualifying percentage" of the value of the productive assets.

The qualifying percentage of the value of the productive assets is as follows:

The value of productive assets before the expansion (NIS in millions)	The new proportion that the required investment bears to the value of productive assets
Up to NIS 140	12%
NIS 140 – NIS 500	7%
More than NIS 500	5%

The income qualifying for tax benefits under the alternative track is the taxable income of a company that has met certain conditions as determined by the Law ("a beneficiary company"), and which is derived from an industrial enterprise.

The Company has an enterprise expansion program which meets the criteria for a "beneficiary enterprise", in accordance with the Law, in the alternative benefit track.

In respect of expansion programs approved under Amendment No. 60 to the Law, the benefit period starts in the later of the year of election or the first year in which the approved enterprise earns taxable income, provided that 12 years have not passed from the year of election.

If a dividend is distributed out of tax exempt profits, as above, the Company will become liable for tax at the rate applicable to its profits from the beneficiary enterprise in the year in which the income was earned, as if it was not under the alternative track.

MICRONET LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 17 — TAXES ON INCOME - (continued)

The above benefits are conditional upon the fulfillment of the conditions stipulated by the Law, regulations published thereunder and the letters of approval for the investments in the approved enterprises, as above. Non-compliance with the conditions may cancel all or part of the benefits and refund of the amount of the benefits, including interest. The managements believe that the Company is meeting the aforementioned conditions.

Amendment to the Law for the Encouragement of Capital Investments, 1959:

In December 2010, the “Knesset” (Israeli Parliament) passed the Law for Economic Policy for 2011 and 2012 (Amended Legislation), 2011 (“the Amendment”), which prescribes, among others, amendments in the Law for the Encouragement of Capital Investments, 1959 (“the Law”). The Amendment became effective as of January 1, 2011. According to the Amendment, the benefit tracks in the Law were modified and a flat tax rate applies to the Company's entire preferred income under its status as a preferred company with a preferred enterprise. Commencing from the 2011 tax year, the Company will be able to opt to apply (the waiver is non-recourse) the Amendment and from the elected tax year and onwards, it will be subject to the amended tax rates that are: 2011 and 2012 – 15% (in development area A – 10%), 2013 and 2014 – 12.5% (in development area A – 7%) and in 2015 and thereafter – 12% (in development area A – 6%).

The Company has examined the effect of the adoption of the Amendment on its financial statements, and as of the date of the publication of the financial statements, it has yet to decide whether to adopt the Amendment.

The Law for the Encouragement of Industry (Taxation), 1969:

The Company has the status of an “industrial company”, as implied by this law. According to this status and by virtue of regulations published thereunder, the Company is entitled to claim a deduction of accelerated depreciation on equipment used in industrial activities, as determined in the regulations issued under the Inflationary Law. The Company is also entitled to deduct issuance expenses incurred upon the issue of shares over a period of three years.

b. Tax rates applicable to the Company:

The Israeli corporate tax rate was 26% in 2009, 25% in 2010 and 24% in 2011.

A company is taxable on its real capital gains at the corporate tax rate in the year of sale. A temporary provision for 2006-2009 stipulates that the sale of an asset other than a quoted security (excluding goodwill not paid for) that had been purchased prior to January 1, 2003, and sold by December 31, 2009, is subject to corporate tax as follows: the part of the real capital gain that is linearly attributed to the period prior to December 31, 2002 is subject to the corporate tax rate in the year of sale as set forth in the Israeli Income Tax Ordinance, and the part of the real capital gain that is linearly attributed to the period from January 1, 2003 through December 31, 2009, is subject to tax at a rate of 25%.

On December 5, 2011, the Knesset passed the Law for Tax Burden Reform (Legislative Amendments), 2011 (“the Law”) which, among others, cancels effective from 2012, the scheduled progressive reduction in the corporate tax rate. The Law also increases the corporate tax rate to 25% in 2012. In view of this increase in the corporate tax rate to 25%, as above, the real capital gain tax rate and the real betterment tax rate were also increased accordingly.

The abovementioned change had no material effect on the Company's financial statements.

c. Tax assessments:

The Company has been issued tax assessments up to and including the 2004 tax year, however the Company's tax assessments for the tax years up to and including 2005 are considered to be final.

MICRONET LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 17 — TAXES ON INCOME - (continued)

Tax assessments in dispute:

The Company has been issued tax assessments for the 2006-2009 tax years, according to which it is required to pay additional taxation in an overall amount of NIS 340 thousand. The Company disputes the Tax Authority's claims, which form the basis for the said demand. Accordingly, the Company has filed an objection to these assessments and has recorded a provision in respect of the demand in its financial statements.

d. Carryforward losses for tax purposes and other temporary differences:

The Company has business losses and capital losses for tax purposes, which are carried forward to the coming years, amounting to NIS 2,650 thousand as of December 31, 2011. Deferred tax assets of NIS 172 thousand have been recognized in the financial statements in respect of these losses, up to the full offset of the deferred tax liability balance in respect of depreciable fixed assets as of December 31, 2011.

Deferred tax assets of NIS 490 thousand have not been recognized in respect of carry-forward business and capital losses, and in addition deferred tax assets of NIS 2,045 thousand have not been recognized in respect of other temporary differences: research and development expenses, allowance for doubtful accounts, provision for legal claims, employee benefits and liability in respect of investment grant, this since they are not expected to be utilized in the foreseeable future.

e. Deferred taxes:

Composition:

	Balance sheets		Statements of comprehensive income	
	December 31,		Year ended December 31,	
	2011	2010	2011	2010
	NIS in thousands			
Deferred tax liabilities:				
Depreciable fixed assets	(172)	(157)	(15)	2
Deferred tax assets:				
Carry-forward loss for tax purposes	172	157	15	(2)
Deferred tax expenses				
Deferred tax assets, net				

f. Taxes on income included in the statements of comprehensive income:

	Year ended December 31,	
	2011	2010
	NIS in thousands	
Current taxes	10	31
Taxes in respect of previous years	—	15
	10	46

MICRONET LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 17 — TAXES ON INCOME - (continued)

g. Theoretical tax:

Reconciliation between the tax expense, assuming that all the income and expenses, gains and losses in the statement of comprehensive income were taxed at the statutory tax rate and the taxes on income recorded in the statement of comprehensive income is as follows:

	Year ended December 31,	
	2011	2010
	NIS in thousands	
Income (loss) before taxes on income from continuing operations and from operations held for sale	657	(4,330)
Statutory tax rate	24%	25%
Tax (tax benefit) computed at the statutory tax rate	158	(1,088)
Increase (decrease) in taxes on income resulting from the following factors:		
Non-deductible expenses for tax purposes	826	369
Tax expenses in respect of previous years	—	15
Increase in tax losses for which no deferred taxes were recognized in the period	—	747
Utilization of tax losses from previous years for which no deferred taxes were recognized	(984)	(45)
Other	10	48
Taxes on income	10	46
Average effective tax rate	(2)%	(1)%

NOTE 18 — CONTINGENT LIABILITIES AND COMMITMENTS

a. Rental agreement:

In June 2005, the Company signed a rental agreement until June 30, 2009, in consideration for rental fees of \$4 thousand a month in the first two years and \$3 thousand a month in the third and fourth years. The Company has an option for three additional rental periods of two years each, in consideration for rental fees of \$3 thousand a month. In July 2009, the Company exercised the first option for a period of two years.

On April 10, 2006, the Company signed a rental agreement for an additional area, in effect from July 1, 2006 until June 30, 2009, in consideration for \$1 thousand a month in the first and second years and \$2 thousand a month in the third year. The Company exercised the option for an additional rental period of two years, commencing on July 1, 2009 for a consideration of \$2 thousand a month.

On July 3, 2011, the Company signed a rental agreement for an additional area, in effect from July 1, 2011 until June 30, 2013, for a consideration of NIS 9,600 a month, which is linked to the CPI.

On August 30, 2011, the Company signed a rental agreement for an additional area for a period of four months ending on December 31, 2011 for a consideration of NIS 3 thousand a month.

On December 6, 2011, the Company signed a rental agreement for an additional area from January 1, 2012 until June 30, 2013 for a consideration of NIS 7 thousand a month, which is linked to the CPI.

MICRONET LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 18 — CONTINGENT LIABILITIES AND COMMITMENTS - (continued)

In addition to the rental fees, the Company has a commitment for maintenance fees of \$2 thousand a month.

The Company provided bank guarantees to the lessor in a total of NIS 90 thousand.

- b. The Company's motor vehicles were leased by it under operating leases which expire at various dates. As of December 31, 2011, the Company's minimal commitments under an agreement for the rental of buildings and in respect of motor vehicles are as follows:

	<u>Buildings</u>	<u>Vehicles</u>	<u>Total</u>
	NIS in thousands		
2012	351	518	869
2013	310	314	624
2014	266	150	416
2015	133	—	133
	<u>1,060</u>	<u>982</u>	<u>2,042</u>

- c. On June 1, 2002, the Company signed management agreements with each of the three shareholders. In accordance with the management agreements, the shareholders will extend consultancy and management services to the Company in consideration of NIS 3,500 a month for each shareholder. The agreements are for a period of one year and they will be automatically renewed for an additional year each time.

On November 19, 2006, a general meeting of the Company (which followed the approval of the Company's Board of Directors) approved the Company's commitment under new employment agreements between the Company and the controlling shareholders in the Company. The employment agreements entered force as from January 2007.

In the light of the fact that the controlling shareholders work in the Company to an extent that approximates a full time position, in March 2007, it was agreed between the Company and the controlling shareholders that the employment agreements would be amended with effect from February 15, 2007, such that the scope of their positions would be defined as 90%, the actual scope of the controlling shareholders' work, and this without any change being made in their salaries or remunerations in respect of their work. The salaries will be increased each year, as from January 2008, by the rate of the increase in the CPI with the addition of 4% a year, as from the CPI published on December 15, 2006. In addition to a salary, each of the directors will be entitled to an annual bonus of 1.75% of the increase in the Company's audited annual consolidated income before taxes with respect to the Company's audited annual consolidated income before taxes in 2006.

Furthermore, the Company is to make a car available to them or bear the maintenance expenses on their cars and part of their personal expenditures.

The general meeting that was convened on May 16, 2011 approved the extension of the existing employment agreements of the three controlling shareholders who work in the Company for a further three years as from January 1, 2012.

- d. In accordance with the employment agreement, the Company's CEO is entitled to an annual bonus at a rate of 1.5% of the Company's annual income before taxes as well as an annual bonus at a rate of 0.2% of the turnover.

On November 19, 2006, the Company made an amendment to the CEO's employment agreement. The amendment entered force on December 1, 2006.

MICRONET LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 18 — CONTINGENT LIABILITIES AND COMMITMENTS - (continued)

Within the framework of the amendment it was determined that the rate of the grant that the CEO will be entitled to will be 0.2% of the turnover instead of 0.5% and the rate of the grant that the CEO will be entitled to in respect of the Company's reported profits will be 1.5% instead of 2%.

- e. In November 2008, the Company decided to reduce the salary of most of its employees by a rate of 5% – 12%, as from December 2008 (see Note 26d in respect of the reduction of the salaries of the shareholders who are employed in the Company and the Company's CEO). In September 2010, the Company raised the salaries of the employees by half of the reduction made in their salaries and in January 2011 the Company raised the salaries of the employees by the remaining half of the reduction made in their salaries.

- f. In July 2009, a claim was filed against the Company by one of its customers, in an amount of NIS 231 thousand, of which NIS 150 thousand related to punitive compensation and intangible economic damage. In 2011, a judgment was handed down, in accordance with which the parties reached a compromise agreement, that the Company will pay NIS 40 thousand to the plaintiff and accordingly the Company recorded a provision of NIS 40 thousand in the financial statements for 2010, which was settled in 2011.

- g. Capitalized leasehold rights on land from the Israel Lands Administration:

The Company has capitalized leasehold rights on land from the Israel Lands Administration in an area of 850 square meters in the region on which the Group's buildings are located. The amount attributed to the capitalized rights is presented in the balance sheet as property, plant and equipment in respect of finance lease and is depreciated over the period of the lease. The period of the lease, in the event that the option for 49 years is exercised, will end in 2077. See also Note 2j above.

- h. The Company received research and development participation grants from the bi-national Singapore-Israel Industrial Research and Development Foundation ("SIIRD"). In consideration for the right to receive the grants, the Company is required to pay royalties at a rate of 4% of the sales that are the fruit of the research and development that were financed, in an amount of up to 100% of the amount of the grants that were received or alternatively it can repay 68% of the grants that were received in the first year after the end of the project. The grants received up to December 31, 2011 amounted to NIS 2,024 thousand. The research and development process was completed at the end of 2010 and in 2011 the Company paid 68% of the grants received, in an amount of \$365 thousand as an alternative to the payment of royalties.

- i. Guarantees:

The Company has made a guarantee of NIS 90 thousand available to the owner of the asset that it leases as collateral for compliance with its commitments.

- j. On March 14, 2011, the Company entered into a commitment under an agreement for the provision of services with Mr. Shlomo Shalev and a private company that he controls, within the framework of which Mr. Shlomo Shalev will hold office as Chairman of the Company's Board of Directors.

In consideration for his services, the Company will pay the private company held by Mr. Shalev NIS 30 thousand a month plus VAT. In addition, the Company allocated 1,000,000 non-marketable options that are exercisable into 1,000,000 Common shares to Mr. Shalev, see Note 20 below.

- k. Commitments:

In the reporting period, the Company entered into an exclusive distribution agreement with a European distributor who has considerable experience in the MDT field ("the European distributor"). In accordance with the agreement, which is in force for a period of 10 years, in order

MICRONET LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 18 — CONTINGENT LIABILITIES AND COMMITMENTS - (continued)

to maintain the European distributor's exclusivity in relation to customers in Europe, the European distributor is to meet minimum annual targets for the volume of approaches to the Company by customers.

Within the framework of the decision by the Board of Directors to approve the commitment with the European distributor, the Company's Board of Directors approved the setting up of a joint venture between the Company and the distributor, with the objective of marketing supplementary software and solutions in the MRM (Mobile Resource Management) field together with the Company's products in the MDT field, where in the first stage the venture will focus on cooperating with third parties with specialized software and offer supplementary services, to be combined with the Company's products.

NOTE 19 — EQUITY

a. Composition of share capital:

	December 31, 2011 and 2010	
	Authorized	Issued and outstanding
	Number of shares	
Common shares of NIS 0.1 par value each	20,000,000	16,840,010

b. Movement in share capital:

Issued and outstanding share capital:

	Number of shares	NIS par value
Balance at December 31, 2011 and 2010	16,840,010	1,684,001

c. Rights attached to shares:

1. Voting rights at the general meeting, right to dividends, rights upon liquidation of the Company and right to nominate the directors in the Company.
2. Quoted on the Tel-Aviv Stock Exchange.

d. On November 25, 2005, the Company's Board of Directors approved a plan in accordance with which up to 1,364,000 non-marketable options that are exercisable into up to 1,364,000 Common shares of the Company will be granted. The employee option plan is in accordance with section 102 of the Income Tax Ordinance.

The offerees' entitlement will be formed in four equal tranches: the first tranche will be exercisable as from the end of 12 months from the time of the allocation, the second tranche will be exercisable as from the end of 24 months from the time of the allocation, the third tranche will be exercisable as from the end of 36 months from the time of the allocation and the fourth tranche will be exercisable as from the end of 48 months from the time of the allocation.

In February 2007, the Company decided to increase the number of options that can be allocated by 673,600 options

e. Capital management in the Company:

The Company's capital management objectives are:

1. To preserve the Company's ability to ensure business continuity thereby creating a return for the shareholders, investors and other interested parties.

MICRONET LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 19 — EQUITY - (continued)

2. To ensure adequate return for the shareholders by pricing of products and services that is adjusted to the level of risk in the Group's business activity.

The Company is not under any minimal equity requirements nor is it required to attain a certain level of capital return. The Company has no duty and/or obligation to comply with any minimum equity ratio. The aforesaid does not derogate from the Tel-Aviv Stock Exchange's provisions regarding minimum equity required for continued trade of the Company's securities (according to the Stock Exchange's articles of association).

The Company acts to maintain the value of the public holdings of shares at an amount of at least NIS 5 million in order to meet the preservation rules.

The Company acts to achieve a capital return at a level that is customary in the industry and markets in which the Company operates. This return is subject to changes depending on market factors in the Company's industry and business environment. In 2011, the Company achieved a capital return of 1.7% and in 2010, the Company's capital return was negative, at (12)%.

Following is data about the ratio of net debt to adjusted capital in the relevant periods:

Ratio of net debt to adjusted capital:

	December 31,	
	2011	2010
	NIS in thousands	
Total debt reported in the financial statements	34,748	21,633
Less – cash and cash equivalents	8,337	3,546
Net debt	26,411	18,087
Total equity reported in the financial statements	37,726	36,487
Less – foreign currency translation reserve	—	(21)
Adjusted capital	37,726	36,508
Ratio of net debt to adjusted capital	0.7	0.5

NOTE 20 — SHARE-BASED PAYMENT TRANSACTIONS

- a. Expenses recognized in the financial statements:

The expense recognized in the financial statements for services received from employees and consultants is shown in the following table:

	Year ended December 31,	
	2011	2010
	NIS in thousands	
Total expense arising from share-based payment transactions	561	15

There have been no modifications or cancellations to any of the employee and consultants benefit plans during 2011 or 2010. The share-based payment transactions that the Company granted to its employees and consultants are described below.

- b. Share-based payment plan to employees and consultants of the Company:

In May 2011, the Chairman of the Company's Board of Directors, Mr. Shlomo Shalev, was granted 1,000,000 non-marketable options, which are exercisable into 1,000,000 Common shares of NIS 0.1

MICRONET LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 20 — SHARE-BASED PAYMENT TRANSACTIONS - (continued)

par value each. The exercise price of the options is NIS 1.9338 for each option, which constitutes the fair value of the shares at the time of the signing of the agreement with him.

The options will vest in seven equal quarterly tranches as from March 14, 2011. The options that have vested will be exercisable in the course of the period of the grant agreement and until the earlier of 24 months from the date of the termination of Mr. Shalev's office as Chairman of the Board of Directors or 30 months from the vesting date of the last tranche of the options. The term in accordance with which the calculation has been made is until March 14, 2015.

The following are the data that have been used in the measurement of the fair value of the options at the time of the grant in accordance with the binomial model for costing options in respect of the plan:

Dividend yield on the share (%)	0	%
Expected volatility of the share prices (%)	62.16 — 63.34	
Risk-free interest rate (%)	Period 1 — 3.61	
	Period 2 — 4.41	
	Period 3 — 4.90	
	Period 4 — 5.31	
Expected life of share options (years)	3.81	
Share price on date of grant (NIS)	1.51	

The fair value of the options was determined to be NIS 665 thousand at the time of the grant in accordance with the above data.

- c. The tax arrangement that applies to the grant of the options to employees and officers is in accordance with section 102(B) of the Income Tax Ordinance (New Version), 1961 and the provisions of the Ordinance and the Income Tax Rules (Tax Reliefs on Allocation of Shares to Employees), 2003 apply to them.

- d. Movement during the year:

The following table lists the number of share options, the weighted average exercise prices of share options and modification in employee and consultant option plans during the current year:

	2011		2010	
	Number of options	Weighted average exercise price	Number of options	Weighted average exercise price
		NIS		NIS
Share options outstanding at beginning of year	1,480,401	1.69	1,660,401	2.03
Share options granted during the year	1,000,000	1.93	—	—
Share options expired during the year	(62,000)	4.13	(180,000)	3.37
Share options outstanding at end of year	2,418,401	1.84	1,480,401	1.87
Share options exercisable at end of year	1,989,830	1.82	1,362,901	1.69

- e. The weighted average remaining contractual life for the share options outstanding as of December 31, 2011 was 2.48 years (2010 — 2.9 years).

- f. Measurement of the fair value of equity-settled share options:

MICRONET LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 20 — SHARE-BASED PAYMENT TRANSACTIONS - (continued)

The Company uses the binomial model when estimating the grant date fair value of equity-settled share options. The measurement was made at the grant date of equity-settled share options since the options were granted to employees. For options granted to consultants, the fair value is remeasured as the services are received.

NOTE 21 — PROVISIONS

	Provision for warranty	Legal claim	Total
	NIS in thousands		
Balance at January 1, 2010	119	50	169
Amounts provided (reversed) in the year	7	(10)	(3)
Balance at December 31, 2010	126	40	166
Amounts provided (reversed) in the year	434	(40)	394
Balance at December 31, 2011	560	—	560
	December 31,		
	2011	2010	
	NIS in thousands		
Presented in the balance sheet in:			
Current liabilities	560	166	

Provision for warranty:

The provision was recognized for warranty expenses on products acquired during the last year, based on the Company's past experience of receipts and payments. It is expected that most of these costs will be incurred within a year from the reporting date.

Legal claim:

See Note 18f above.

NOTE 22 — ADDITIONAL INFORMATION TO THE PROFIT OR LOSS ITEMS

	Year ended December 31,	
	2011	2010
	NIS in thousands	
a. Revenues:		
From sales of hardware products	44,415	17,615
From the provision of services	473	850
	44,888	18,465
b. Cost of revenues:		
Cost of sales of hardware products	31,562	12,672
Cost of services	355	430
	31,917	13,102

MICRONET LTD.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
NOTE 22 — ADDITIONAL INFORMATION TO THE PROFIT OR LOSS ITEMS - (continued)

	Year ended December 31,	
	2011	2010
	NIS in thousands	
Materials	24,068	7,588
Subcontractors	2,813	—
Salaries	4,879	3,685
Export expenses	542	234
Share-based payment	10	16
Plant maintenance and manufacturing expenses	813	701
Depreciation	945	939
Vehicle maintenance	190	128
Increase in provision for warranty	434	6
Other	168	50
	<u>34,861</u>	<u>13,347</u>
Increase in inventories of finished goods and inventories in transit	(2,944)	(245)
	<u>31,917</u>	<u>13,102</u>
c. Selling and marketing expenses:		
Salaries	194	502
Subcontractors	1,379	1,401
Marketing and sales promotion	32	33
Foreign travel	95	98
Vehicle maintenance	—	14
Other	23	108
	<u>1,723</u>	<u>2,156</u>
d. General and administrative expenses:		
Salaries	3,387	2,888
Professional services	1,156	640
Vehicle maintenance	196	272
Insurance	131	121
Office supplies and maintenance	297	205
Depreciation	105	132
Advanced courses	16	12
Share-based payment	551	(1)
Other	141	87
	<u>5,980</u>	<u>4,356</u>
e. Research and development expenses:		
Salaries	4,006	3,743
Vehicle maintenance	385	333
Subcontractors	761	698
Overheads	132	136
Participation in R&D expenses	(150)	(347)
Other	40	16
	<u>5,174</u>	<u>4,579</u>

MICRONET LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 22 — ADDITIONAL INFORMATION TO THE PROFIT OR LOSS ITEMS - (continued)

	Year ended December 31,	
	2011	2010
	NIS in thousands	
f. Finance income:		
Exchange rate gains	654	—
Interest from deposits, income tax and other	172	163
Gain from marketable securities, net	413	1,898
	<u>1,239</u>	<u>2,061</u>
g. Finance expenses:		
Finance expenses in respect of convertible debentures	971	1,329
Commissions	69	50
Exchange rate losses	—	253
Expenses in respect of financial derivatives	195	—
	<u>1,235</u>	<u>1,632</u>

NOTE 23 — NET EARNINGS (LOSS) PER SHARE

- a. Details pertaining to the number of shares and net income (loss) used in the computation of net earnings (loss) per share:

	Year ended December 31,			
	2011		2010	
	Weighted number of shares	Net income attributable to equity holders of the Company	Weighted number of shares	Net income (loss) attributable to equity holders of the Company
	In thousands	NIS in thousands	In thousands	NIS in thousands
Number of shares and income (loss) used to calculate basic net earnings (loss) per share from continuing operations	16,840	141	16,840	(5,323)
Used to calculate diluted net earnings (loss) per share from continuing operations	<u>17,850</u>	<u>141</u>	<u>16,840</u>	<u>(5,323)</u>
Used to determine basic net earnings per share from discontinued operation	<u>16,840</u>	<u>516</u>	<u>16,840</u>	<u>947</u>
Used to determine diluted net earnings per share from discontinued operation	<u>17,850</u>	<u>516</u>	<u>17,850</u>	<u>947</u>

- b. To compute diluted net earnings per share in 2011, potentially dilutive convertible securities and Common shares as detailed below have not been taken into account since their inclusion increases the basic net earnings per share (anti-dilutive effect):

1,069,699 options to employees under share-based payment plans under weighted calculation, 6,300,221 convertible debentures under weighted calculation.

MICRONET LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 24 — DISPOSAL OF DISCONTINUED OPERATION

On July 15, 2011, the Company sold the software operation. The Company completed the sale transaction by July 28, 2011 for a consideration of \$550 thousand in cash. The pre-tax capital gain on the disposal was NIS 1,683 thousand, without a tax charge as a result of the set-off of capital losses and accumulated business losses.

In the light of the sale of the software operation, the Company is only engaged in hardware operations and accordingly no operating segments are presented.

The following are details on the operating results that are attributed to the discontinued operation:

	Year ended December 31,	
	2011	2010
	NIS in thousands	
Revenues from sales	769	1,840
Cost of sales	730	839
Gross profit	39	1,001
Research and development, selling, general and administrative expenses	1,195	54
Operating income (loss)	(1,156)	947
Finance expenses, net	1	—
Taxes on income	10	—
Income from sale of discontinued operation, net	1,683	—
Income from discontinued operation, net	516	947

The following are details on net cash flows that are attributed to the discontinued operation and which were provided by (used in) the discontinued operation:

	Year ended December 31,	
	2011	2010
	NIS in thousands	
Operating activities	(1,158)	908
Investment activities	1,302	—

NOTE 25 — OPERATING SEGMENTS

a. General:

The operating segments are identified on the basis of information that is reviewed by the chief operating decision maker (“CODM”) to make decisions about resources to be allocated and assess its performance. After the sale of the software operation in July 2011, the Company is only engaged in the hardware segment and therefore no operating segments are presented.

MICRONET LTD.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
NOTE 25 — OPERATING SEGMENTS - (continued)

b. Additional information on revenues:

	Year ended December 31,	
	2011	2010
	NIS in thousands	
Revenues from major customers, each accounting for at least 10% of total revenues reported in the financial statements:		
Customer A	17,690	20
Customer B	7,180	73
Customer C	5,376	3,374
Customer D	270	2,986
Customer E	6,234	2,698

c. Geographical information:

Revenues reported in the financial statements have been produced in the Company's country of residence (Israel). Following is the classification of revenues based on the customers' location in the geographical markets:

	Year ended December 31,	
	2011	2010
	NIS in thousands	
U.S.	38,246	12,826
Europe	3,046	2,467
Israel	1,436	2,794
Canada	832	654
Other	2,097	1,564
	45,657	20,305
Classification of discontinued operation, net	(769)	(1,840)
	44,888	18,465

The carrying amount of fixed assets (property, plant and equipment and intangible assets) based on the location of the assets in the relevant country of residence:

	December 31,	
	2011	2010
	NIS in thousands	
Israel	6,645	6,579

MICRONET LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 26 — TRANSACTIONS AND BALANCES WITH INTERESTED AND RELATED PARTIES

a. Balances with interested and related parties:

Composition:

December 31, 2011:

	For terms see Note	CEO and key management personnel	Directors, interested party and other related parties
		NIS in thousands	
Employee benefit assets	16	626	—
Other accounts payable	12	844	26
Employee benefit liabilities	16	2,888	—
		<u>3,732</u>	<u>26</u>

December 31, 2010:

	For terms see Note	CEO and key management personnel	Directors, interested party and other related parties
		NIS in thousands	
Employee benefit assets	16	566	—
Other accounts payable	12	917	26
Employee benefit liabilities	16	2,451	—
		<u>3,368</u>	<u>26</u>

b. Compensation of key management personnel (including directors) employed in the Company:

In addition to salaries, the Company's directors and senior executives are entitled to non-cash benefits such as a car, cellular phone etc. The executives are also entitled to the Company's share option plans (see Note 20 above). The benefits granted to key management personnel (including directors) employed in the Company are as follows:

	Year ended December 31,			
	2011		2010	
	No. of people	Amount	No. of people	Amount
		NIS in thousands		NIS in thousands
Short-term employee benefits	6	2,685	5	2,237
Long-term employee benefits	5	633	5	502
Share-based payment	2	550	1	4
		<u>3,868</u>		<u>2,743</u>

MICRONET LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 26 — TRANSACTIONS AND BALANCES WITH INTERESTED AND RELATED PARTIES - (continued)

The benefits granted to key management personnel (including directors) not employed in the Company are as follows:

	Year ended December 31,			
	2011		2010	
	No. of people	Amount NIS in thousands	No. of people	Amount NIS in thousands
Total benefits to director not employed by the Company	3	129	4	93

c. Transactions with interested and related parties:

Year ended December 31, 2011:

	For terms see Note	CEO and key management personnel NIS in thousands	Directors, interested party and other related parties NIS in thousands
General and administrative expenses	18	3,868	129

Year ended December 31, 2010:

	For terms see Note	CEO and key management personnel NIS in thousands	Directors, interested party and other related parties NIS in thousands
General and administrative expenses	18	2,765	93

d. Income and expenses from interested and related parties:

Transactions with other related parties:

1. In November 2008, the shareholders who are employed in the Company and the Company's CEO agreed that their salaries would be cut by 15% for a period of one year from December 2008. In November 2009, the said shareholders and the Company's CEO agreed to extend the period of the salary cut for an additional year. The shareholders who are employed in the Company and the CEO will be entitled to demand the cancellation of the reduction at any time and that the Company will cancel the salary cut immediately upon the receipt of the demand for the person who requested the cancellation of the reduction. In December 2010, the salary cut was halted and the controlling shareholders and the CEO went back to their salaries in accordance with their employment agreements.
2. In May 2011, the shareholders who are employed in the Company agreed that their salaries would be cut by 15% from May 2011 until December 2011.

MICRONET LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 27 — EVENTS AFTER THE REPORTING DATE

- a. On March 5, 2012, in accordance with a decision by the Company's Board of Directors of January 11, 2012, 55,000 non-marketable options that are exercisable into 55,000 Common shares of NIS 0.1 par value each were allocated to the Company's Chief Operating Officer. The exercise price of the options is NIS 2.5 per option, the vesting period is 4 years and the lifetime of the options is 5 years. The Company's share price at the time of the grant was NIS 1.836.
- b. On January 25, 2012, the Tel-Aviv Stock Exchange informed the Company that the latter was not in compliance with the rules of preservation as of December 31, 2011, since the value of the public's holdings in the Company's at that time was less than NIS 5 million. The Company was given an extension until June 30, 2012 to take steps in order for the Company to be in compliance with the rules of preservation. In the event that the Company does not comply with these rules, in July 2012, the board of directors of the Stock Exchange will discuss the transfer of the Company's shares to the preservation list.

UNAUDITED INTERIM FINANCIAL STATEMENTS FOR MICRONET LTD.

MICRONET LTD.

BALANCE SHEETS

	June 30,		December 31,
	2012	2011	2011
	Unaudited		*
	NIS in thousands		
ASSETS			
CURRENT ASSETS:			
Cash and cash equivalents	18,779	5,787	8,337
Short-term investments	11,602	23,212	18,113
Trade receivables, net	14,271	4,519	9,431
Other accounts receivable	1,742	753	2,745
Inventories	22,899	10,583	21,353
	69,293	44,854	59,979
DISCONTINUED OPERATION	—	1,521	—
	69,293	46,375	59,979
NON-CURRENT ASSETS:			
Receivables and prepaid expenses	68	80	89
Employee benefit assets	5,274	5,733	5,761
Property, plant and equipment, net	6,409	6,059	6,525
Intangible assets	159	168	120
Deferred taxes	972	—	—
	12,882	12,040	12,495
	82,175	58,415	72,474

* Derived from the audited consolidated balance sheets as of December 31, 2011.

The accompanying notes are an integral part of the interim financial statements.

MICRONET LTD.
STATEMENTS OF FINANCIAL POSITION

	June 30,		December 31,
	2012	2011	2011
	Unaudited		*
	NIS in thousands		
LIABILITIES AND EQUITY			
CURRENT LIABILITIES:			
Current maturities of convertible debentures	2,711	2,794	2,513
Trade payables	10,267	6,086	15,991
Other accounts payable	10,392	4,254	5,574
	<u>23,370</u>	<u>13,134</u>	<u>24,078</u>
DISCONTINUED OPERATION	<u>—</u>	<u>676</u>	<u>—</u>
	<u>23,370</u>	<u>13,810</u>	<u>24,078</u>
NON-CURRENT LIABILITIES:			
Convertible debentures	2,272	4,313	2,106
Deferred revenues	282	—	64
Conversion option of convertible debentures	32	27	7
Employee benefit liabilities	7,872	8,323	8,493
	<u>10,458</u>	<u>12,663</u>	<u>10,670</u>
EQUITY:			
Share capital	1,985	1,931	1,931
Share premium	17,549	14,873	14,873
Capital reserve for share-based payment transactions	3,280	4,913	5,197
Retained earnings	25,533	10,257	15,725
Capital reserve for discontinued operation	—	(32)	—
Total equity	<u>48,347</u>	<u>31,942</u>	<u>37,726</u>
	<u>82,175</u>	<u>58,415</u>	<u>72,474</u>

* Derived from the audited consolidated balance sheets as of December 31, 2011.

The accompanying notes are an integral part of the interim financial statements.

MICRONET LTD.

STATEMENTS OF COMPREHENSIVE INCOME

	Six months ended June 30,		Three months ended June 30,		Year ended December 31, 2011
	2012	2011	2012	2011	
	Unaudited				*
	NIS in thousands (except per share data)				
Revenues	54,775	13,330	28,750	8,558	44,888
Cost of revenues	34,000	10,650	17,627	6,669	31,917
Gross profit	20,775	2,680	11,123	1,889	12,971
Selling and marketing expenses	1,157	643	533	325	1,723
General and administrative expenses	3,708	2,611	1,974	1,228	5,980
Research and development expenses	3,022	2,697	1,413	1,334	5,174
Gain from disposal of property, and equipment, net	(6)	(1)	—	—	(43)
Total operating expenses	7,881	5,950	3,920	2,887	12,834
Operating income (loss)	12,894	(3,270)	7,203	(998)	137
Finance income	925	218	986	149	1,239
Finance expenses	(499)	(710)	(432)	(300)	(1,235)
Income (loss) before taxes on income	13,320	(3,762)	7,757	(1,149)	141
Taxes on income	212	—	1,099	—	—
Income (loss) from continuing operations	13,108	(3,762)	6,658	(1,149)	141
Income (loss) from discontinued operation, net	—	(1,049)	—	(264)	516
Net income (loss)	13,108	(4,811)	6,658	(1,413)	657
Other comprehensive income (loss) (net of tax effect):					
Foreign currency translation adjustments of discontinued foreign operation	—	(11)	—	(4)	(11)
Transfer to profit or loss due to sale of foreign operation	—	—	—	—	32
	—	(11)	—	(4)	21
Total comprehensive income (loss)	13,108	(4,822)	6,658	(1,417)	678
Net earnings (loss) per share (in NIS):					
Basic net earnings (loss) from continuing operations	0.7890	(0.2230)	0.4058	(00.068)	0.0084
Diluted net earnings from continuing operations	0.7451	(0.2230)	0.3795	(0.0680)	0.0079
Basic net earnings (loss) from discontinued operation	—	(0.0620)	—	(0.0160)	0.0300
Diluted net earnings from discontinued operation	—	(0.0620)	—	(0.0160)	0.0290

* Derived from the audited consolidated statements of comprehensive income for the year ended December 31, 2011.

The accompanying notes are an integral part of the interim financial statements.

MICRONET LTD.

STATEMENTS OF CHANGES IN EQUITY

	Share capital	Share premium	Capital reserve for share-based payment transactions		Retained earnings	Total equity	
	Unaudited						
	NIS in thousands						
Balance at January 1, 2012*	1,931	14,873		5,197	15,725	37,726	
Net income	—	—		—	13,108	13,108	
Total comprehensive income	—	—		—	13,108	13,108	
Dividend declared	—	—		—	(3,300)	(3,300)	
Exercise of warrants	54	2,159		(1,523)	—	690	
Expiration of warrants	—	517		(517)	—	—	
Cost of share-based payment	—	—		123	—	123	
Balance at June 30, 2012	1,985	17,549		3,280	25,533	48,347	
	Share capital	Share premium	Capital reserve for share-based payment transactions	Retained earnings	Foreign currency translation adjustments of discontinued foreign operation	Capital reserve for discontinued operation	Total equity
	Unaudited						
	NIS in thousands						
Balance at January 1, 2011*	1,931	14,873	4,636	15,068	(21)	—	36,487
Net loss	—	—	—	(4,811)	—	—	(4,811)
Other comprehensive loss, net of tax	—	—	—	—	(11)	—	(11)
Total comprehensive loss	—	—	—	(4,811)	(11)	—	(4,822)
Discontinued operation	—	—	—	—	32	(32)	—
Cost of share-based payment	—	—	277	—	—	—	277
Balance at June 30, 2011	1,931	14,873	4,913	10,257	—	(32)	31,942

* Derived from the audited consolidated statements of changes in equity for the year ended December 31, 2011.

The accompanying notes are an integral part of the interim financial statements.

MICRONET LTD.

STATEMENTS OF CHANGES IN EQUITY

	Share capital	Share premium	Capital reserve for share-based payment transactions	Retained earnings	Total equity
			Unaudited		
			NIS in thousands		
Balance at April 1, 2012	1,931	14,873	5,263	22,175	44,242
Net income	—	—	—	6,658	6,658
Total comprehensive income	—	—	—	6,658	6,658
Dividend declared	—	—	—	(3,300)	(3,300)
Exercise of warrants	54	2,159	(1,523)	—	690
Expiration of warrants	—	517	(517)	—	—
Cost of share-based payment	—	—	57	—	57
Balance at June 30, 2012	1,985	17,549	3,280	25,533	48,347

	Share capital	Share premium	Capital reserve for share-based payment transactions	Retained earnings	Foreign currency translation adjustments of discontinued foreign operation	Capital reserve for discontinued operation	Total equity
	Unaudited						
	NIS in thousands						
Balance at April 1, 2011	1,931	14,873	4,643	11,670	(28)	—	33,089
Net loss	—	—	—	(1,413)	—	—	(1,413)
Other comprehensive loss, net of tax	—	—	—	—	(4)	—	(4)
Total comprehensive loss	—	—	—	(1,413)	(4)	—	(1,417)
Discontinued operation	—	—	—	—	32	(32)	—
Cost of share-based payment	—	—	270	—	—	—	270
Balance at June 30, 2011	1,931	14,873	4,913	10,257	—	(32)	31,942

The accompanying notes are an integral part of the interim financial statements.

MICRONET LTD.

STATEMENTS OF CHANGES IN EQUITY

	Share capital	Share premium	Capital reserve for share-based payment transactions	Retained earnings	Foreign currency translation adjustments of discontinued foreign operation	Total equity
				*		
				NIS in thousands		
Balance at January 1, 2011	1,931	14,873	4,636	15,068	(21)	36,487
Net income	—	—	—	657	—	657
Foreign currency translation adjustments of discontinued foreign operation	—	—	—	—	(11)	(11)
Transfer to profit or loss due to sale of foreign operation	—	—	—	—	32	32
Total comprehensive income	—	—	—	657	21	678
Cost of share-based payment	—	—	561	—	—	561
Balance at December 31, 2011	1,931	14,873	5,197	15,725	—	37,726

* Derived from the audited consolidated statements of changes in equity for the year ended December 31, 2011.

The accompanying notes are an integral part of the interim financial statements.

MICRONET LTD.

STATEMENTS OF CASH FLOWS

	Six months ended June 30,		Three months ended June 30,		Year ended December 31, 2011
	2012	2011	2012	2011	
	Unaudited				*
	NIS in thousands				
Cash flows from operating activities:					
Net income (loss)	13,108	(4,811)	6,658	(1,413)	657
Adjustments to reconcile net income (loss) to net cash provided by operating activities:					
Adjustments to the profit or loss items:					
Depreciation and amortization	710	821	92	480	1,413
Finance expenses (income), net	(426)	492	(554)	151	(4)
Share-based payment	123	277	58	270	561
Change in liabilities in respect of investment grants	—	—	—	—	(150)
Gain from disposal of property, plant and equipment	(6)	(1)	—	—	(43)
Gain from disposal of discontinued operation	—	—	—	—	(1,683)
Taxes on income	212	(123)	1,099	(123)	10
Change in employee benefit liabilities, net	(134)	161	27	42	303
	479	1,627	722	820	407
Changes in asset and liability items:					
Increase in trade receivables	(4,445)	(2,978)	(1,641)	(1,213)	(6,649)
Decrease (increase) in other accounts receivable	998	(527)	794	(294)	(2,241)
Decrease (increase) in inventories	(1,674)	(3,333)	4,924	(2,100)	(14,169)
Increase (decrease) in trade payable	(5,727)	3,549	(7,305)	2,901	13,399
Increase in other accounts payable	657	835	691	395	1,806
	(10,191)	(2,454)	(2,537)	(311)	(7,854)
Cash paid and received during the period for:					
Interest paid	—	—	—	—	(416)
Interest received	534	926	204	348	1,113
Taxes paid	—	(22)	—	(20)	(27)
Taxes received	—	565	—	—	566
Dividend received	—	15	—	11	20
	534	1,484	204	339	1,256
Net cash provided by (used in) operating activities	3,930	(4,154)	5,047	(565)	(5,534)

* Derived from the audited consolidated statements of cash flows for the year ended December 31, 2011.

The accompanying notes are an integral part of the interim financial statements.

MICRONET LTD.

STATEMENTS OF CASH FLOWS

Six months ended June 30,		Three months ended June 30,		Year ended December 31,
2012	2011	2012	2011	2011
Unaudited				*

NIS in thousands

Cash flows from investing activities:					
Purchase of property, and equipment	(428)	(216)	(99)	(63)	(1,159)
Purchase of intangible assets	(84)	(153)	(55)	(5)	(152)
Proceeds from sale of property, plant and equipment	13	1	—	—	43
Proceeds from sales of securities measured at fair value through profit or loss, net	6,388	7,735	(392)	2,767	13,055
Increase in long-term receivables and prepaid expenses	21	(39)	255	55	(48)
Collection of loans to employees, net	5	22	16	70	29
Proceeds from disposal of discontinued operation ^(a)	—	—	—	—	1,494
Net cash provided by investing activities	<u>5,915</u>	<u>7,350</u>	<u>(275)</u>	<u>2,824</u>	<u>13,262</u>
Cash flows from financing activities:					
Proceeds from exercise of warrants	690	—	690	—	—
Repayment of convertible debentures	—	—	—	—	(2,550)
Receipt of investment grant	—	897	—	897	967
Repayment of investment grant	—	(1,136)	—	(1,136)	(1,336)
Net cash used in financing activities	<u>690</u>	<u>(439)</u>	<u>690</u>	<u>(439)</u>	<u>(2,919)</u>
Exchange rate differences on cash and cash equivalent balances	(93)	(131)	50	(134)	(18)
Increase in cash and cash equivalents	<u>10,442</u>	<u>2,626</u>	<u>5,512</u>	<u>1,686</u>	<u>4,791</u>
Cash and cash equivalents at the beginning of the period	<u>8,337</u>	<u>3,546</u>	<u>13,267</u>	<u>4,486</u>	<u>3,546</u>
Cash and cash equivalents at the end of the period*	<u>18,779</u>	<u>6,172</u>	<u>18,779</u>	<u>6,172</u>	<u>8,337</u>
Composition of cash and cash equivalents at the end of the period:*					
Cash and cash equivalents from continuing operations	<u>18,779</u>	<u>5,787</u>	<u>18,779</u>	<u>5,787</u>	<u>8,337</u>
Cash and cash equivalents from discontinued operation	<u>—</u>	<u>385</u>	<u>—</u>	<u>385</u>	<u>—</u>
	<u>18,779</u>	<u>6,172</u>	<u>18,779</u>	<u>6,172</u>	<u>8,337</u>
Non-cash financing activity:					
Dividend declared but not yet paid	<u>(3,300)</u>	<u>—</u>	<u>(3,300)</u>	<u>—</u>	<u>—</u>

* Derived from the audited consolidated statements of cash flows for the year ended December 31, 2011.

The accompanying notes are an integral part of the interim financial statements.

MICRONET LTD.

STATEMENTS OF CASH FLOWS

Six months ended June 30,		Three months ended June 30,		Year ended December 31,
2012	2011	2012	2011	2011
Unaudited				*

NIS in thousands

Proceeds from disposal of
discontinued operation:

The subsidiary's assets and liabilities at
date of sale:

Working capital (excluding cash and cash equivalents)	—	—	—	—	(385)
Property, plant and equipment	—	—	—	—	43
Other assets	—	—	—	—	121
Exercise of capital reserve	—	—	—	—	32
Gain on sale of discontinued operation	—	—	—	—	1,683
	—	—	—	—	1,494

Data of net cash flows provided by (used in) discontinued operation:

Six months ended June 30,		Three months ended June 30,		Year ended December 31,
2012	2011	2012	2011	2011
Unaudited				*

NIS in thousands

Operating activities	—	(1,035)	—	71	(1,158)
Investing activities	—	(191)	—	(4)	(1,302)
Financing activities	—	—	—	—	—

* Derived from the audited consolidated statements of cash flows for the year ended December 31, 2011.

The accompanying notes are an integral part of the interim financial statements.

MICRONET LTD

NOTE 1 — GENERAL

- a. Micronet Ltd. ("the Company") was founded and incorporated in Israel on May 6, 1982. The Company is engaged in the development, manufacture and marketing of mobile computer platforms and terminals for managing vehicles fleets and employees in the MRM (Mobile Resource Management) field. The Company offers solutions and services to its customers for maximizing the efficiency of vehicle fleets and field workers that are needed to provide service while in motion, in a wide range of industries, such as repair and maintenance services, for the private and public sectors, varieties of public transport vehicles, municipal services and the security and emergency services.
- b. On November 21, 2006, the Company issued to the public 3,200,000 Common shares of NIS 0.1 par value each and NIS 17,000,000 par value of debentures (Series A), which are convertible into Common shares, for an overall consideration of NIS 34,500 thousand. The shares and debentures have been traded on the Tel-Aviv Stock Exchange since December 4, 2006.
- c. These financial statements have been prepared in a condensed format as of June 30, 2012 and for the six and three months periods then ended ("interim financial statements"). These financial statements should be read in conjunction with the Company's annual financial statements as of December 31, 2011 and for the year then ended and accompanying notes ("annual financial statements").
- d. On May 23, 2012, the Company's Board of Directors decided to distribute a gross dividend totaling NIS 3.3 million to the Company's shareholders. The dividend was paid on July 1, 2012.

NOTE 2 — SIGNIFICANT ACCOUNTING POLICIES

Basis of preparation of the interim financial statements:

The interim financial statements have been prepared in accordance with generally accepted accounting principles for the preparation of financial statements for interim periods, as prescribed in IAS 34, "Interim Financial Reporting".

The significant accounting policies and methods of computation adopted in the preparation of the interim financial statements are consistent with those followed in the preparation of the annual financial statements.

NOTE 3 — SHARE-BASED PAYMENT TRANSACTIONS

- a. On June 4, 2012, the Company's CEO exercised 340,000 options into 340,000 Common shares of NIS 0.1 par value each for an exercise increment of NIS 0.893 per unit.
- b. On June 4, 2012, the Company's Chairman of the Board exercised 200,000 options into 200,000 Common shares of NIS 0.1 par value each for an exercise increment of NIS 1.9338 per unit.
- c. On June 14, 2012, the Company's Vice President of Development was granted 40,000 options that are exercisable into 40,000 Common shares of NIS 0.01 par value each. The exercise of the options is NIS 2.5 per option. The Company's share price as of the grant date was NIS 3.234.

MICRONET LTD

NOTE 3 — SHARE-BASED PAYMENT TRANSACTIONS - (continued)

The following are the data that have been used in the fair value measurement in accordance with the binomial model:

Dividend yield on the share (%)	5.87
Expected volatility of the share prices (%)	55.29-61.4
Risk-free interest rate (%)	Period 1 — 2.24
	Period 2 — 2.59
	Period 3 — 3.40
	Period 4 — 4.24
	Period 5 — 4.87
Expected life of options (years) from the grant date	5

The fair value of the options was determined to be NIS 55 thousand at the data of the grant in accordance with the above data.

- d. On March 5, 2012, the Company's Chief Operating Officer was granted 55,000 options that are exercisable into 55,000 Common shares of NIS 0.01 par value each. The exercise price of the options is NIS 2.5 per option. The Company's share price as of the grant date was NIS 1.836. The options vest over a period of four years and the life of the options is 5 years.

The following are the data that have been used in the fair value measurement in accordance with the binomial model:

Dividend yield on the share (%)	0
Expected volatility of the share prices (%)	48.23-60.96
Risk-free interest rate (%)	Period 1 — 2.53
	Period 2 — 3.13
	Period 3 — 3.75
	Period 4 — 4.77
Expected life of options (years) from the grant date	5.22

The fair value of the options was determined to be NIS 44 thousand at the data of the grant in accordance with the above data.

NOTE 4 — TAXES ON INCOME

Carry-forward losses for tax purposes and other temporary differences:

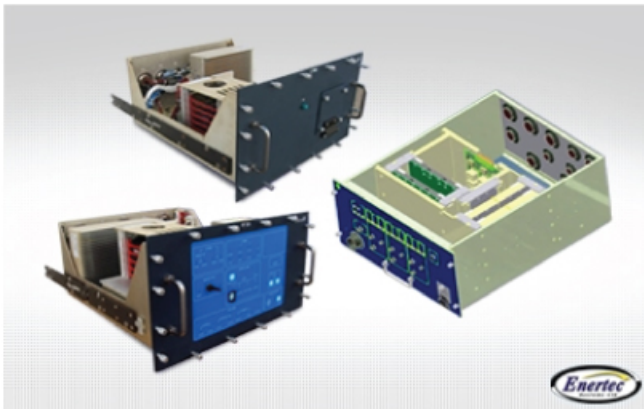
Deferred tax assets totaling approximately NIS 972 thousand have been recognized in respect of deductible temporary differences: research and development expenses, allowance for doubtful accounts, employee benefits, revaluation of securities and differences in depreciation of property, plant and equipment.

Tax assessments:

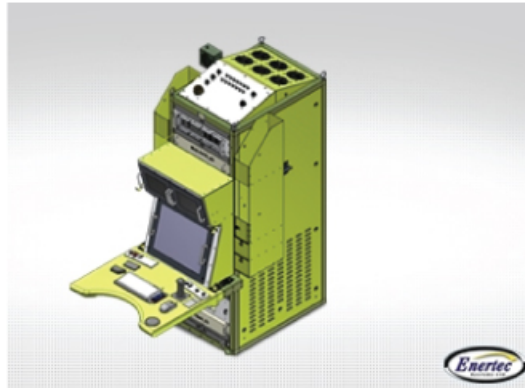
On June 21, 2012, a final tax assessment agreement was signed between the Company and the income tax authorities for the years 2006-2010. The total tax expenses, linkage and interest accrued following the agreement for said years amounted to approximately NIS 205 thousand.



Launch of Tactical Missile Interceptors



Computer command and control modules for missiles



Computer based military command and control station

▪

**1,275,000 Shares of Common Stock
Warrants to Purchase 637,500 Shares of Common Stock**



PROSPECTUS

Aegis Capital Corp

[], 2013

Through and including [], 2013 (the 25th day after the date of this prospectus), all dealers effecting transactions in these securities, whether or not participating in this offering, may be required to deliver a prospectus. This obligation is in addition to a dealer's obligation to deliver a prospectus when acting as an underwriter and with respect to an unsold allotment or subscription.

▪

PART II**INFORMATION NOT REQUIRED IN PROSPECTUS****Item 13. Other Expenses of Issuance and Distribution.**

The following table sets forth the various expenses (other than selling commissions and discounts to be paid to the underwriters) which will be paid by the Registrant in connection with the issuance and distribution of the securities being registered. With the exception of the SEC registration fee, the FINRA filing fee and the NASDAQ filing fee, all amounts shown are estimates.

SEC registration fee	\$ 2,634.23
FINRA filing fee	3,500.00
NASDAQ listing fee and expenses	50,000.00
Printing and engraving expenses	40,000.00
Legal fees and expenses	350,000.00
Underwriters' expense reimbursement	100,725.00
Accounting fees and expenses	40,000.00
Transfer Agent and Registrar fees and expenses	3,500.00
Miscellaneous	209,930.77
Total	<u>\$ 800,353.75</u>

* To be provided by amendment.

Item 14. Indemnification of Directors and Officers.

Our certificate of incorporation, as amended, and amended and restated bylaws provide that we will indemnify, to the extent permitted by the DGCL, any person whom we may indemnify thereunder, including our directors, officers, employees and agents. In addition, our certificate of incorporation, as amended, eliminates, to the extent permitted by the DGCL, personal liability of our directors for monetary damages for breach of fiduciary duty, subject to certain exceptions.

Our authority to indemnify our directors and officers is governed by the provisions of Section 145 of the DGCL, as follows:

- (a) A corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that the person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit or proceeding if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe the person's conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that the person's conduct was unlawful.
- (b) A corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that the person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint

TABLE OF CONTENTS

venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by the person in connection with the defense or settlement of such action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation unless and only to the extent that the Court of Chancery or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery or such other court shall deem proper.

- (c) To the extent that a present or former director or officer of a corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in subsections (a) and (b) of this section, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.
- (d) Any indemnification under subsections (a) and (b) of this section (unless ordered by a court) shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the present or former director, officer, employee or agent is proper in the circumstances because the person has met the applicable standard of conduct set forth in subsections (a) and (b) of this section. Such determination shall be made, with respect to a person who is a director or officer at the time of such determination, (1) by a majority vote of the directors who are not parties to such action, suit or proceeding, even though less than a quorum, or (2) by a committee of such directors designated by majority vote of such directors, even though less than a quorum, or (3) if there are no such directors, or if such directors so direct, by independent legal counsel in a written opinion, or (4) by the stockholders.
- (e) Expenses (including attorneys' fees) incurred by an officer or director in defending any civil, criminal, administrative or investigative action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the corporation as authorized in this section. Such expenses (including attorneys' fees) incurred by former directors and officers or other employees and agents may be so paid upon such terms and conditions, if any, as the corporation deems appropriate.
- (f) The indemnification and advancement of expenses provided by, or granted pursuant to, the other subsections of this section shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office. A right to indemnification or to advancement of expenses arising under a provision of the certificate of incorporation or a bylaw shall not be eliminated or impaired by an amendment to such provision after the occurrence of the act or omission that is the subject of the civil, criminal, administrative or investigative action, suit or proceeding for which indemnification or advancement of expenses is sought, unless the provision in effect at the time of such act or omission explicitly authorizes such elimination or impairment after such action or omission has occurred.
- (g) A corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the corporation would have the power to indemnify such person against such liability under this section.
- (h) For purposes of this section, references to "the corporation" shall include, in addition to the resulting corporation, any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger which, if its separate existence had continued, would have had

power and authority to indemnify its directors, officers, and employees or agents, so that any person who is or was a director, officer, employee or agent of such constituent corporation, or is or was serving at the request of such constituent corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under this section with respect to the resulting or surviving corporation as such person would have with respect to such constituent corporation if its separate existence had continued.

- (i) For purposes of this section, references to “other enterprises” shall include employee benefit plans; references to “fines” shall include any excise taxes assessed on a person with respect to any employee benefit plan; and references to “serving at the request of the corporation” shall include any service as a director, officer, employee or agent of the corporation which imposes duties on, or involves services by such director, officer, employee, or agent with respect to an employee benefit plan, its participants or beneficiaries; and a person who acted in good faith and in a manner such person reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner “not opposed to the best interests of the corporation” as referred to in this section.
- (j) The indemnification and advancement of expenses provided by, or granted pursuant to, this section shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.
- (k) The Court of Chancery is hereby vested with exclusive jurisdiction to hear and determine all actions for advancement of expenses or indemnification brought under this section or under any bylaw, agreement, vote of stockholders or disinterested directors, or otherwise. The Court of Chancery may summarily determine a corporation’s obligation to advance expenses (including attorneys’ fees).

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant under Delaware law or otherwise, the Registrant has been advised that the opinion of the SEC is that such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable.

Pursuant to the Underwriting Agreement to be filed as Exhibit 1.1 to this Registration Statement, the Registrant will agree to indemnify the underwriters and the underwriters will agree to indemnify the Registrant and its directors, officers and controlling persons against certain civil liabilities that may be incurred in connection with the offering, including certain liabilities under the Securities Act.

The Registrant intends to enter into indemnification agreements with each of its directors after the completion of the offering, whereby it will agree to indemnify each director and officer from and against any and all judgments, fines, penalties, excise taxes and amounts paid in settlement or incurred by such director or officer for or as a result of action taken or not taken while such director was acting in his capacity as a director or executive officer of the Registrant.

Item 15. Recent Sales of Unregistered Securities.

During the past three years, the following securities were sold by the Registrant without registration under the Securities Act. All certificates representing the securities described herein and currently outstanding have been appropriately legended. The securities described below were exempt from registration under the Securities Act in reliance upon Section 4(a)(2), Regulation D of the Securities Act. There were no underwriters employed in connection with any of the transactions set forth in this Item 15. All share references reflect the 1-for-2 Reverse Split.

- On September 1, 2011, we issued to UTA a secured promissory note in the principal amount of \$3.0 million that matures on March 1, 2014. In addition, also on September 1, 2011, in connection with the issuance of such note, we issued to UTA a warrant to purchase up to 476,113 shares of our common stock, which warrant was exercised in full on March 8, 2013.

TABLE OF CONTENTS

- On September 7, 2012, we issued to UTA a secured promissory note in the principal amount of \$3.0 million that matures on April 1, 2014. In addition, also on September 7, 2012, in connection with the issuance of such note, we issued to UTA a warrant to purchase up to 300,000 shares of our common stock, which warrant was exercised in full on March 8, 2013.

Item 16. Exhibits and Financial Statements Schedules.

(a) Exhibits:

Number	Description of Exhibit
1.1	Form of Underwriting Agreement*
3.1	Certificate of Incorporation of the Registrant filed January 31, 2002 (Incorporated by reference to our registration statement on Form SB-2 (File No. 333-100979), filed with the Securities and Exchange Commission on November 4, 2002)
3.2	Certificate of Amendment of the Registrant filed April 23, 2002 (Incorporated by reference to our registration statement on Form SB-2 (File No. 333-100979), filed with the Securities and Exchange Commission on November 4, 2002)
3.3	Certificate of Amendment of the Registrant filed October 17, 2002 (Incorporated by reference to our registration statement on Form SB-2 (File No. 333-100979), filed with the Securities and Exchange Commission on November 4, 2002)
3.4	Certificate of Amendment of the Registrant filed March 14, 2013**
3.5	Amended and Restated Bylaws of the Registrant**
4.1	Specimen common stock certificate*
4.2	Form of Representative's Warrant*
4.3	Form of Warrant Agreement by and between the Registrant and Continental Stock Transfer & Trust Company and Form of Warrant Certificate*
5.1	Opinion of Olshan Frome Wolosky LLP*
10.1	Employment Agreement, dated August 12, 2009, between Harry Mund and Enertec Systems 2001 Ltd. (Incorporated by reference to our Annual Report on Form 10-K for the fiscal year ended December 31, 2009, filed with the Securities and Exchange Commission on March 31, 2010)
10.2	Consulting Agreement, dated August 12, 2009, between D.L. Capital Ltd. and Enertec Systems 2001 Ltd. (Incorporated by reference to our Annual Report on Form 10-K for the fiscal year ended December 31, 2009, filed with the Securities and Exchange Commission on March 31, 2010)
10.3	First Amendment to Consulting Agreement, dated as of October 1, 2011, between D.L. Capital and Enertec Systems 2001 Ltd. (Incorporated by reference to our Annual Report on Form 10-K, filed with the Securities and Exchange Commission on March 29, 2012)
10.4	Management and Consulting Services Agreement, dated November 26, 2012, between D.L. Capital Ltd. and the Registrant***
10.5	Management and Consulting Services Agreement, dated February 8, 2013, between Micronet Ltd. and D.L. Consulting Group (1998) Ltd. (English Translation)***
10.6	Note and Warrant Purchase Agreement, dated as of July 12, 2011, by and between the Registrant and UTA Capital LLC (Incorporated by reference to our Current Report on Form 8-K, filed with the Securities and Exchange Commission on July 18, 2011)
10.7	First Amendment to Note and Warrant Purchase Agreement, dated as of August 16, 2011, by and between the Registrant and UTA Capital LLC (Incorporated by reference to our Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on November 14, 2011)
10.8	Second Amendment to Note and Warrant Purchase Agreement, dated as of August 31, 2011, by and between the Registrant and UTA Capital LLC (Incorporated by reference to our Current Report on Form 8-K, filed with the Securities and Exchange Commission on September 7, 2011)
10.9	Third Amendment to Note and Warrant Purchase Agreement, dated as of November 24, 2011, by and between the Registrant and UTA Capital LLC (Incorporated by reference to our Annual Report on Form 10-K, filed with the Securities and Exchange Commission on March 29, 2012)
10.10	Amended and Restated Note and Warrant Purchase Agreement, dated as of September 7, 2012, by and between the Registrant and UTA Capital LLC (Incorporated by reference to our Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on November 19, 2012)

TABLE OF CONTENTS

Number	Description of Exhibit
10.11	Letter Agreement, dated November 6, 2012, by and between the Registrant and UTA Capital LLC***
10.12	First Amendment to the Amended and Restated Note and Warrant Purchase Agreement, dated as of January 28, 2013, by and between the Registrant and UTA Capital LLC (Incorporated by reference to our Current Report on Form 8-K, filed with the Securities and Exchange Commission on February 1, 2013)
10.13	Secured Promissory Note, dated September 1, 2011, issued to UTA Capital LLC (Incorporated by reference to our Current Report on Form 8-K, filed with the Securities and Exchange Commission on September 7, 2011)
10.14	Secured Promissory Note, dated September 7, 2012, issued to UTA Capital LLC (Incorporated by reference to our Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on November 19, 2012)
10.15	Company Pledge and Security Agreement, dated as of September 1, 2011, by and between the Registrant and UTA Capital LLC (Incorporated by reference to our Current Report on Form 8-K, filed with the Securities and Exchange Commission on September 7, 2011)
10.16	2012 Stock Incentive Plan***
10.17	Agreement, dated August 31, 2012, by and among Yehezkel Kaplan, Eli Nachum, Yoav Ben-Zvi and D.L. Capital Ltd. (English translation)***
10.18	Special Personal Employment Agreement, dated November 7, 2012, between Micronet Ltd. and Tali Dinar (English Translation)**
10.19	Personal Employment Agreement, dated October 1, 2011, between Tali Dinar and Enertec Electronics Ltd. (English Translation)**
10.20	Summary of material terms of a December 17, 2012 bank loan to Enertec Electronics Ltd.**
10.21	Shareholder Agreement, dated March 17, 2013, between Enertec Electronics Ltd. and Shlomo Shalev (English Translation)**
14.1	Code of Business Conduct and Ethics**
21.1	Subsidiaries*
23.1	Consent of Paritz & Company, P.A.**
23.2	Consent of Kost Forer Gabbay & Kaiserer, a member of Ernst & Young Global**
23.3	Consent of BDO Ziv Haft**
23.4	Consent of Olshan Frome Wolosky LLP (included in Exhibit 5.1)*
24.1	Powers of Attorney***
99.1	Consent of Professor Chezy Ofir to serve as director of the Registrant***
99.2	Consent of C.J. Driscoll & Associates and Licht & Associates***
99.3	Consent of Jeffrey P. Bialos to serve as director of the Registrant**
99.4	Consent of Jacob Berman to serve as director of the Registrant**
99.5	Consent of Miki Balin to serve as director of the Registrant**
101.1	The following materials from the Registrant, formatted in XBRL (Extensible Business Reporting Language): (i) Consolidated Balance Sheets as of December 31, 2011 and December 31, 2012, (ii) Consolidated Statements of Income for Years Ended December 31, 2011 and 2012, (iii) Consolidated Statements of Comprehensive Income for Years Ended December 31, 2011 and 2012, (iv) Consolidated Statements of Cash Flows, and (v) Notes to Consolidated Financial Statements*

* To be filed by amendment.

** Filed herewith.

*** Previously filed.

**** Furnished herewith

(b) Financial Statement Schedules.

No financial statement schedules are required to be filed.

Item 17. Undertakings.

- (a) The undersigned registrant hereby undertakes to provide to the underwriters at the closing specified in the underwriting agreement, certificates in such denominations and registered in such names as required by the underwriters to permit prompt delivery to each purchaser.
- (b) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.
- (c) The undersigned registrant hereby undertakes that:
 - (1) For purposes of determining any liability under the Securities Act, the information omitted from the form of prospectus filed as part of this registration statement in reliance upon Rule 430A and contained in a form of prospectus filed by the registrant pursuant to Rule 424(b)(1) or (4) or 497(h) under the Securities Act shall be deemed to be part of this registration statement as of the time it was declared effective.
 - (2) For the purpose of determining any liability under the Securities Act, each post-effective amendment that contains a form of prospectus shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Tel Aviv, State of Israel on the 18 day of March, 2013.

MICRONET /s/ David Lucatz
ENERTEC Name: David Lucatz
TECHNOLOGIES, Title: Chairman, President and
INC. Chief Executive Officer

By:

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
David Lucatz	Chairman, President and Chief Executive Officer and Director (principal executive officer)	March 18, 2013
/s/ Tali Dinar	Secretary and Chief Financial Officer (principal financial officer and principal accounting officer)	March 18, 2013
Tali Dinar		

[TABLE OF CONTENTS](#)

Exhibit Index

Number	Description of Exhibit
1.1	Form of Underwriting Agreement*
3.1	Certificate of Incorporation of the Registrant filed January 31, 2002 (Incorporated by reference to our registration statement on Form SB-2 (File No. 333-100979), filed with the Securities and Exchange Commission on November 4, 2002)
3.2	Certificate of Amendment of the Registrant filed April 23, 2002 (Incorporated by reference to our registration statement on Form SB-2 (File No. 333-100979), filed with the Securities and Exchange Commission on November 4, 2002)
3.3	Certificate of Amendment of the Registrant filed October 17, 2002 (Incorporated by reference to our registration statement on Form SB-2 (File No. 333-100979), filed with the Securities and Exchange Commission on November 4, 2002)
3.4	Certificate of Amendment of the Registrant filed March 14, 2013**
3.5	Amended and Restated Bylaws of the Registrant**
4.1	Specimen common stock certificate*
4.2	Form of Representative's Warrant*
4.3	Form of Warrant Agreement by and between the Registrant and Continental Stock Transfer & Trust Company and Form of Warrant Certificate*
5.1	Opinion of Olshan Frome Wolosky LLP*
10.1	Employment Agreement, dated August 12, 2009, between Harry Mund and Enertec Systems 2001 Ltd. (Incorporated by reference to our Annual Report on Form 10-K for the fiscal year ended December 31, 2009, filed with the Securities and Exchange Commission on March 31, 2010)
10.2	Consulting Agreement, dated August 12, 2009, between D.L. Capital Ltd. and Enertec Systems 2001 Ltd. (Incorporated by reference to our Annual Report on Form 10-K for the fiscal year ended December 31, 2009, filed with the Securities and Exchange Commission on March 31, 2010)
10.3	First Amendment to Consulting Agreement, dated as of October 1, 2011, between D.L. Capital and Enertec Systems 2001 Ltd. (Incorporated by reference to our Annual Report on Form 10-K, filed with the Securities and Exchange Commission on March 29, 2012)
10.4	Management and Consulting Services Agreement, dated November 26, 2012, between D.L. Capital Ltd. and the Registrant***
10.5	Management and Consulting Services Agreement, dated February 8, 2013, between Micronet Ltd. and D.L. Consulting Group (1998) Ltd. (English Translation)***
10.6	Note and Warrant Purchase Agreement, dated as of July 12, 2011, by and between the Registrant and UTA Capital LLC (Incorporated by reference to our Current Report on Form 8-K, filed with the Securities and Exchange Commission on July 18, 2011)
10.7	First Amendment to Note and Warrant Purchase Agreement, dated as of August 16, 2011, by and between the Registrant and UTA Capital LLC (Incorporated by reference to our Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on November 14, 2011)
10.8	Second Amendment to Note and Warrant Purchase Agreement, dated as of August 31, 2011, by and between the Registrant and UTA Capital LLC (Incorporated by reference to our Current Report on Form 8-K, filed with the Securities and Exchange Commission on September 7, 2011)
10.9	Third Amendment to Note and Warrant Purchase Agreement, dated as of November 24, 2011, by and between the Registrant and UTA Capital LLC (Incorporated by reference to our Annual Report on Form 10-K, filed with the Securities and Exchange Commission on March 29, 2012)
10.10	Amended and Restated Note and Warrant Purchase Agreement, dated as of September 7, 2012, by and between the Registrant and UTA Capital LLC (Incorporated by reference to our Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on November 19, 2012)
10.11	Letter Agreement, dated November 6, 2012, by and between the Registrant and UTA Capital LLC***

TABLE OF CONTENTS

Number	Description of Exhibit
10.12	First Amendment to the Amended and Restated Note and Warrant Purchase Agreement, dated as of January 28, 2013, by and between the Registrant and UTA Capital LLC (Incorporated by reference to our Current Report on Form 8-K, filed with the Securities and Exchange Commission on February 1, 2013)
10.13	Secured Promissory Note, dated September 1, 2011, issued to UTA Capital LLC (Incorporated by reference to our Current Report on Form 8-K, filed with the Securities and Exchange Commission on September 7, 2011)
10.14	Secured Promissory Note, dated September 7, 2012, issued to UTA Capital LLC (Incorporated by reference to our Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on November 19, 2012)
10.15	Company Pledge and Security Agreement, dated as of September 1, 2011, by and between the Registrant and UTA Capital LLC (Incorporated by reference to our Current Report on Form 8-K, filed with the Securities and Exchange Commission on September 7, 2011)
10.16	2012 Stock Incentive Plan***
10.17	Agreement, dated August 31, 2012, by and among Yehezkel Kaplan, Eli Nachum, Yoav Ben-Zvi and D.L. Capital Ltd. (English translation)**
10.18	Special Personal Employment Agreement, dated November 7, 2012, between Micronet Ltd. and Tali Dinar (English Translation)**
10.19	Personal Employment Agreement, dated October 1, 2011, between Tali Dinar and Enertec Electronics Ltd. (English Translation)**
10.20	Summary of material terms of a December 17, 2012 bank loan to Enertec Electronics Ltd.**
10.21	Shareholder Agreement, dated March 17, 2013, between Enertec Electronics Ltd. and Shlomo Shalev (English Translation)**
14.1	Code of Business Conduct and Ethics**
21.1	Subsidiaries*
23.1	Consent of Paritz & Company, P.A.**
23.2	Consent of Kost Forer Gabbay & Kaiserer, a member of Ernst & Young Global**
23.3	Consent of BDO Ziv Haft**
23.4	Consent of Olshan Frome Wolosky LLP (included in Exhibit 5.1)*
24.1	Powers of Attorney***
99.1	Consent of Professor Chezy Ofir to serve as director of the Registrant***
99.2	Consent of C.J. Driscoll & Associates and Licht & Associates***
99.3	Consent of Jeffrey P. Bialos to serve as director of the Registrant**
99.4	Consent of Jacob Berman to serve as director of the Registrant**
99.5	Consent of Miki Balin to serve as director of the Registrant**
101.1	The following materials from the Registrant, formatted in XBRL (Extensible Business Reporting Language): (i) Consolidated Balance Sheets as of December 31, 2011 and December 31, 2012, (ii) Consolidated Statements of Income for Years Ended December 31, 2011 and 2012, (iii) Consolidated Statements of Comprehensive Income for Years Ended December 31, 2011 and 2012, (iv) Consolidated Statements of Cash Flows, and (v) Notes to Consolidated Financial Statements*

* To be filed by amendment.

** Filed herewith.

*** Previously filed.

**** Furnished herewith

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
LAPIS TECHNOLOGIES, INC.

Pursuant to Section 242 of the Delaware General Corporation Law

IT IS HEREBY CERTIFIED THAT:

1. The name of the corporation (hereinafter called the “corporation”) is Lapis Technologies, Inc.

2. The certificate of incorporation of the corporation is hereby amended by striking out Article First thereof and by substituting in lieu of said Article the following new Article:

“FIRST: The name of the corporation (hereinafter called the “corporation”) is Micronet Enertec Technologies, Inc.”

3. A new second paragraph of Article IV of the Certificate of Incorporation of the Corporation is hereby added to read as follows:

“Upon this Certificate of Amendment becoming effective pursuant to the General Corporation Law of the State of Delaware (the “Effective Date”), the Corporation shall implement a reverse stock split of its Common Stock (the “Reverse Split”), whereby every two (2) shares of Common Stock issued and outstanding of record immediately prior to the Effective Date (the “Old Common Stock”) shall be automatically reclassified as, and converted into, one (1) share of Common Stock (the “New Common Stock”).

Notwithstanding the provisions of the foregoing paragraph, no fractional shares of New Common Stock shall be issued in connection with the Reverse Split. In lieu of receipt of fractional shares in the Reverse Split, each holder shall receive an amount in cash equal to the product of (i) the fractional share of New Common Stock that a holder would otherwise be entitled to, multiplied by (ii) a price determined by the Board in its discretion as the fair market value per share of New Common Stock on the business day prior to the effective date of this Certificate of Amendment.

Each stock certificate that immediately prior to the Effective Date represented shares of Old Common Stock shall, from and after the Effective Date, be exchanged for a stock certificate that represents that number of whole shares of New Common Stock into which the shares of Old Common Stock represented by such certificate shall have been reclassified; provided, however, that the Reverse Split will occur without any further action on the part of stockholders and without regard to the date or dates on which certificates formerly representing shares of Old Common Stock are physically surrendered. Upon the consummation of the Reverse Split, each certificate formerly representing shares of Old Common Stock, until surrendered and exchanged for certificates representing shares of New Common Stock, will be deemed for all corporate purposes to evidence ownership of the resulting number of shares of New Common Stock.”

4. The amendment of the Certificate of Incorporation effected by this Certificate was duly authorized by the Board of Directors of the Corporation and the stockholders entitled to vote thereon by written consent in accordance with the provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

[signature page follows]

IN WITNESS WHEREOF, said Lapis Technologies, Inc. has caused this Certificate of Amendment to be signed by David Lucatz, its President and Chief Executive Officer, this 14th day of March, 2013.

LAPIS TECHNOLOGIES, INC.

By: /s/David Lucatz
Name: David Lucatz
Title: President and CEO

AMENDED AND RESTATED BYLAWS
OF
MICRONET ENERTEC TECHNOLOGIES, INC.

ARTICLE I

OFFICERS

Section 1. Registered Office. The registered office of the Corporation shall be located at 615 South DuPont Highway, Dover, Delaware 19901, County of Kent, or at such other place as the Board of Directors shall determine from time to time.

Section 2. Other Offices. The principal office of the Corporation shall be located at such place as the Board of Directors may specify from time to time. The Corporation may have such other offices at such other places, either within or without the State of Delaware, as the Board of Directors may from time to time determine, or as the affairs of the Corporation may require.

ARTICLE II

MEETINGS OF STOCKHOLDERS

Section 1. Place of Meeting. Meetings of the stockholders of the Corporation shall be held at such place, either within or without the State of Delaware, as may be designated from time to time by the Board of Directors, or, if not so designated, then at the principal office of the Corporation required to be maintained pursuant to Article I, Section 2 hereof.

Section 2. Annual Meetings. An annual meeting of stockholders to elect directors and transact such other business as may properly be presented to the meeting shall be held at such time and at such place, within or without the State of Delaware, as may be designated by the Board of Directors.

Section 3. Special Meetings. Special meetings of the stockholders, for any purpose or purposes, unless otherwise prescribed by statute or the Certificate of Incorporation, may be called by the President, Secretary or the Chairman of the Board of Directors, if any. The President or Secretary shall call a special meeting when: (1) requested in writing by any two or more of the directors, or one director if only one director is then in office; or (2) requested in writing by holders of shares representing at least 30% of the shares of stock that would be entitled to be voted on matters if the meeting were held on the day such request is received and the record date for such meeting were the close of business on the preceding day. Such written request shall state the purpose or purposes of the proposed meeting.

Section 4. Notice. Except as otherwise required by statute, written notice of each meeting of the stockholders, whether annual or special, shall be served, either personally or by mail, upon each stockholder of record entitled to vote at such meeting, not less than ten (10) nor more than sixty (60) days before the meeting. Notice of any meeting of stockholders shall state the place, date and hour of the meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called. Notice of any meeting of stockholders shall not be required to be given to any stockholder who, in person or by his authorized attorney, either before or after such meeting, shall waive such notice in writing. Attendance of a stockholder at a meeting, either in person or by proxy, shall itself constitute waiver of notice and waiver of any and all objections to the place and time of the meeting and manner in which it has been called or convened, except when a stockholder attends a meeting solely for the purpose of stating, at the beginning of the meeting, any such objections to the transaction of business. Notice of the time and place of any adjourned meeting need not be given otherwise than by the announcement at the meeting at which adjournment is taken, unless the adjournment is for more than thirty (30) days or after the adjournment a new record date is set.

Section 5. Proxies. A stockholder may attend, represent, and vote his shares at any meeting in person, or be represented and have his shares voted for by a proxy which such stockholder has duly executed in writing. No proxy shall be valid after three (3) years from the date of its execution unless a longer period is expressly provided in the proxy. Each proxy shall be revocable unless otherwise expressly provided in the proxy or unless otherwise made irrevocable by law.

Section 6. Quorum. The holders of a majority of the stock issued, outstanding and entitled to vote, present in person or represented by proxy, shall constitute a quorum at all meetings of the stockholders and shall be required for the transaction of business, except as otherwise provided by law, by the Certificate of Incorporation, or by these Bylaws. If, however, such majority shall not be present or represented at any meeting of the stockholders, the stockholders entitled to vote at such meeting, present in person or by proxy, shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting unless the adjournment is for more than thirty (30) days or after the adjournment a new record date is set, until the required amount of voting stock shall be present. At such adjourned meeting at which a quorum shall be present in person or by proxy, any business may be transacted that might have been transacted at the meeting originally called.

Section 7. Voting of Shares. Each outstanding share of voting capital stock of the Corporation shall be entitled to one vote on each matter submitted to a vote at a meeting of the stockholders, except as otherwise provided in the Certificate of Incorporation. The vote by the holders of a majority of the shares voted on any matter at a meeting of stockholders at which a quorum is present shall be the act of the stockholders on that matter, unless the vote of a greater number is required by law, by the Certificate of Incorporation, or by these Bylaws; provided, however, that directors shall be elected by a plurality of the votes of the shares present in person or represented by proxy at the meeting and entitled to vote on the election of directors.

Section 8. Action Without Meeting.

A. Any action required by statute to be taken at any annual or special meeting of the stockholders, or any action which may be taken at any annual or special meeting of the stockholders, may be taken without a meeting, without prior notice and without a vote, if a consent or consents in writing, setting forth the action so taken, are signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted.

B. Every written consent shall bear the date of signature of each stockholder who signs the consent, and no consent shall be effective to take the corporate action referred to in such consent unless, within sixty (60) days of the earliest dated consent delivered to the Corporation in the manner required in these Bylaws, written consents signed by a sufficient number of stockholders to take action are delivered to the Corporation by delivery to its registered office in the State of Delaware, its principal place of business or an officer or agent of the Corporation having custody of the book in which proceedings of meetings of stockholders are recorded. Delivery made to the Corporation's registered office shall be by hand or by certified or registered mail, return receipt requested.

C. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to those stockholders who have not consented in writing. If the action which is consented to is such as would have required the filing of a certificate under any section of the General Corporation Law of Delaware if such action had been voted on by the stockholders at a meeting thereof, then the certificate filed under such section shall state, in lieu of any statement required by such section concerning any vote of stockholders, that written notice and written consent have been given as provided in Section 228 of the General Corporation Law of Delaware.

Section 9. Fixing of Record Date. For the purposes of determining stockholders entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof, the Board of Directors may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted by the Board of Directors, and which record date shall not be more than sixty (60) nor less than ten (10) days before the date of such meeting. If no record date is fixed by the Board of Directors, the record date for determining stockholders entitled to notice of or to vote at a meeting of stockholders shall be at the close of business on the day next preceding the day on which notice is given, or, if notice is waived, at the close of business on the day next preceding the day on which the meeting is held. A determination of stockholders of record entitled to notice of or to vote at a meeting of stockholders shall apply to any adjournment of the meeting; provided, however, that the Board of Directors may fix a new record date for the adjourned meeting. For the purpose of determining the stockholders entitled to consent to corporate action in writing without a meeting, the Board of Directors may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted by the Board of Directors, and which date shall not be more than ten (10) days after the date upon which the resolution fixing the record date is adopted by the Board of Directors. If no record date has been fixed by the Board of Directors, the record date for determining stockholders entitled to consent to corporate action in writing without a meeting, when no prior action by the Board of Directors is required by law, shall be the first date on which a signed written consent setting forth the action taken or proposed to be taken is delivered to the Corporation in the manner provided by law. If no record date has been fixed by the Board of Directors and prior action by the Board of Directors is required by law, the record date for determining stockholders entitled to consent to corporate action in writing without a meeting shall be at the close of business on the day on which the Board of Directors adopts the resolution taking such prior action. For the purpose of determining the stockholders entitled to receive payment of any dividend or other distribution or allotment of any rights or the stockholders entitled to exercise any rights in respect of change, conversion or exchange of stock, or for the purpose of any other lawful action, the Board of Directors may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted, and which record date shall be not more than sixty (60) days prior to such action. If no record date is fixed, the record date for determining stockholders for any such purpose shall be at the close of business on the day on which the Board of Directors adopts the resolution relating thereto.

Section 10. List of Stockholders. The Secretary shall prepare, or have prepared, and make, at least ten (10) days before every meeting of stockholders, a complete list of the stockholders entitled to vote at the meeting, arranged in alphabetical order, showing the address of each stockholder and the number of shares registered in the name of each stockholder. Such list shall be open to the examination of any stockholder, for any purpose germane to the meeting, during ordinary business hours, for a period of at least ten (10) days prior to the meeting, either at a place within the city where the meeting is to be held, which place shall be specified in the notice of the meeting, or, if not specified, at the place where the meeting is to be held. The list shall be produced and kept at the time and place of meeting during the whole time thereof, and may be inspected by any stockholder who is present.

Section 11. Notice of Shareholder Business to be Conducted at a Meeting of Shareholders.

A. Annual Meetings of Stockholders.

(i) Nominations of persons for election to the Board of Directors of the Corporation and the proposal of business to be considered by the stockholders may be made at an annual meeting of stockholders (A) pursuant to the Corporation's notice of meeting, (B) by or at the direction of the Board of Directors or (C) by any stockholder of the Corporation who was a stockholder of record at the time of giving of notice provided for in this Section 11, who is entitled to vote at the meeting and who complies with the notice procedures set forth in this Section 11.

(ii) For nominations or other business to be properly brought before an annual meeting by a stockholder pursuant to clause (C) of paragraph (a) (i) of this Section 11, the stockholder must have given timely notice thereof in writing to the Secretary of the Corporation and such other business must otherwise be a proper matter for stockholder action. To be timely, a stockholder's notice shall be delivered to the Secretary at the principal executive offices of the Corporation not later than the close of business on the 90th day nor earlier than the close of business on the 120th day prior to the first anniversary of the preceding year's annual meeting; provided, however, in the event that the date of the annual meeting is more than thirty (30) days before or more than sixty (60) days after such anniversary date, notice by the stockholder to be timely must be so delivered not earlier than the close of business on the 120th day prior to such annual meeting and not later than the close of business on the later of the 90th day prior to such annual meeting or the 10th day following the day on which public announcement of the date of such meeting is first made by the Corporation. In no event shall the public announcement of an adjournment of an annual meeting commence a new time period for the giving of a stockholder's notice as described above. Such stockholder's notice shall set forth (A) as to each person whom the stockholder proposes to nominate for election or reelection as a director all information relating to such person that is required to be disclosed in solicitations of proxies for election of directors in an election contest, or is otherwise required, in each case pursuant to Regulation 14A under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules and regulations thereunder (including such person's written consent to being named in the proxy statement as a nominee and to serving as a director if elected); (B) as to any other business that the stockholder proposes to bring before the meeting, a brief description of the business desired to be brought before the meeting, the reasons for conducting such business at the meeting and any material interest in such business of such stockholder and the beneficial owner, if any, on whose behalf the proposal is made; and (C) as to the stockholder giving the notice and the beneficial owner, if any, on whose behalf the nomination or proposal is made, (1) the name and address of such stockholder, as they appear on the Corporation's books, and of such beneficial owner, and (2) the class and number of shares of the Corporation that are owned beneficially and of record by such stockholder and such beneficial owner.

Notwithstanding anything in the second sentence of paragraph (a)(ii) of this Section 11 to the contrary, in the event that the number of directors to be elected to the Board of Directors of the Corporation is increased and there is no public announcement by the Corporation naming all of the nominees for director or specifying the size of the increased Board of Directors at least seventy (70) days prior to the first anniversary of the preceding year's annual meeting, a stockholder's notice required by this Section 11 shall also be considered timely, but only with respect to nominees for any new positions created by such increase, if it shall be delivered to the Secretary at the principal executive offices of the Corporation not later than the close of business on the 10th day following the day on which such public announcement is first made by the Corporation.

B. Special Meetings of Stockholders. Only such business shall be conducted at a special meeting of stockholders as shall have been brought before the meeting pursuant to the Corporation's notice of meeting. Nominations of persons for election to the Board of Directors may be made at a special meeting of stockholders at which directors are to be elected pursuant to the Corporation's notice of meeting (i) by or at the direction of the Board of Directors or (ii) provided that the Board of Directors has determined that directors shall be elected at such meeting, by any stockholder of the Corporation who is a stockholder of record at the time of giving of the Corporation's notice of meeting, who shall be entitled to vote at the meeting and who complies with the notice procedures set forth in this Section 11. In the event the Corporation calls a special meeting of stockholders for the purpose of electing one or more directors to the Board of Directors, any such stockholder who shall be entitled to vote at the meeting may nominate a person or persons (as the case may be), for election to such position(s) as specified in the Corporation's notice of meeting, if the stockholder's notice required by paragraph (a)(ii) of this Section 11 shall be delivered to the Secretary at the principal executive offices of the Corporation not earlier than the close of business on the 120th day prior to such special meeting and not later than the close of business on the later of the 90th day prior to such special meeting or the 10th day following the day on which public announcement is first made of the date of the special meeting and of the nominees proposed by the Board of Directors to be elected at such meeting. In no event shall the public announcement of an adjournment of a special meeting commence a new time period for the giving of a stockholder's notice as described above.

C. General.

(i) Only such persons who are nominated in accordance with the procedures set forth in this Section 11 shall be eligible to serve as directors and only such business shall be conducted at a meeting of stockholders as shall have been brought before the meeting in accordance with the procedures set forth in this Section 11. Except as otherwise provided by law, the Certificate of Incorporation or these Amended and Restated Bylaws (the "Bylaws"), the chairman of the meeting shall have the power and duty to determine whether a nomination or any business proposed to be brought before the meeting was made or proposed, as the case may be, in accordance with the procedures set forth in this Section 11 and, if any proposed nomination or business is not in compliance with this Section 11, to declare that such defective proposal or nomination shall be disregarded.

(ii) For purposes of this Section 11, "public announcement" shall mean disclosure in a press release reported by the Dow Jones News Service, Associated Press or comparable national news service or in a document publicly filed by the Corporation with the Securities and Exchange Commission pursuant to Section 13, 14 or 15(d) of the Exchange Act.

(iii) Notwithstanding the foregoing provisions of this Section 11, a stockholder shall also comply with all applicable requirements of the Exchange Act and the rules and regulations thereunder with respect to the matters set forth in this Section 11. Nothing in this Section 11 shall be deemed to affect any rights (A) of stockholders to request inclusion of proposals in the Corporation's proxy statement pursuant to Rule 14a-8 under the Exchange Act or (B) of the holders of any series of preferred stock to elect directors under specified circumstances.

ARTICLE III

BOARD OF DIRECTORS

Section 1. General Powers. The business and affairs of the Corporation shall be managed by the Board of Directors, except as otherwise provided by law, by the Certificate of Incorporation of the Corporation or by these Bylaws.

Section 2. Number, Term and Qualifications. The Board of Directors shall consist of not less than one or more than ten members, the exact number to be determined from time to time by resolution of the Board of Directors. Directors need not be stockholders or residents of the State of Delaware. Each Director shall be elected at the annual meeting of stockholders to hold office, subject to Sections 3 and 4 of this Article III, until the next annual meeting of stockholders and until his respective successors are elected and qualify, or until his death or until he shall have resigned or shall have been removed in the manner hereinafter provided. Directors need not be elected by ballot, except upon demand of any stockholder.

Section 3. Removal. Subject to any limitations imposed by law or the Certificate of Incorporation, the Board of Directors, or any individual director, may be removed from office, with or without cause, by the holders of a majority of the outstanding shares entitled to vote at an election of directors.

Section 4. Resignation. Any director of the Corporation may resign at any time by giving written notice to the President or the Secretary of the Corporation. The resignation of any director shall take effect upon receipt of such notice or at such later time as shall be specified in such notice. The acceptance of such resignation shall not be necessary to make it effective.

Section 5. Vacancies. Any vacancy in the Corporation's Board of Directors may be filled by the vote of a majority of the remaining directors then in office, though less than a quorum. The directors chosen to fill any vacancy shall hold office, subject to Sections 3 and 4 of this Article III, until the next annual meeting of stockholders and until their respective successors are duly elected and qualify.

Section 6. Chairman of the Board. The Board of Directors may appoint from its own membership a Chairman of the Board. The Chairman of the Board of Directors, if appointed, shall preside over all meetings of the Board of Directors; provided that in the absence of such Chairman, such member of the Board of Directors as shall be chosen at such shall preside over such meeting.

Section 7. Compensation. The Board of Directors may cause the Corporation to compensate directors for their services as directors and may provide for payment by the Corporation of all expenses incurred by directors in attending regular and special meetings of the Board.

ARTICLE IV

MEETINGS OF DIRECTORS

Section 1. Annual and Regular Meetings. A regular meeting of the Board of Directors shall be held immediately after, and at the same place as, the annual meeting of stockholders. In addition, the Board of Directors may provide, by resolution, for the holding of additional regular meetings.

Section 2. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chairman of the Board, the President or any two or more directors, or one director if only one director is then in office. Such meetings may be held at the time and place designated in the notice of the meeting.

Section 3. Notice of Meetings.

A. Regular meetings of the Board of Directors may be held without notice. Written notice of the time and place of all special meetings of the Board of Directors shall be given at least twenty-four (24) hours before the meeting and not more than thirty (30) days prior to the meeting; such notice need not specify the purpose for which the meeting is called. Notice of any meeting may be waived in writing at any time before or after the meeting and will be waived by any director by attendance at such meeting, except when the director attends the meeting for the express purposes of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

B. The transaction of all business at any meeting of the Board of Directors, however called or noticed, or wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum be present and if, either before or after the meeting, each of the directors not present shall sign a written waiver of notice, or a consent to holding such meeting, or an approval of the minutes thereof. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in any written waiver of notice or consent unless so required by the Certificate of Incorporation or these Bylaws. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

Section 4. Quorum. At all meetings of the Board of Directors, the presence of a majority of the directors shall constitute a quorum for the transaction of business. In the absence of a quorum, a majority of the directors present at any meeting may adjourn from time to time until a quorum is constituted. Notice of the time and place of any adjourned meeting need only be given by announcement at the meeting at which adjournment is taken.

Section 5. Manner of Acting. Except as otherwise provided by law, these Bylaws or the Certificate of Incorporation of the Corporation, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 6. Action Without Meeting. Unless otherwise restricted by the Certificate of Incorporation or these Bylaws, any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting, if all member of the Board of Directors consent in writing, and such writing or writings are filed with the minutes of proceedings of the Board of Directors.

Section 7. Telephonic Meetings. Members of the Board of Directors may participate in a meeting of such Board by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this Section shall constitute presence in person at such meeting.

ARTICLE V

COMMITTEES OF THE BOARD

Section 1. Creation. The Board of Directors may designate two or more directors to constitute a committee, each of which, to the extent authorized by law and provided in the resolution shall have and may exercise all of the authority delegated to the Executive Committee or other committee by the Board of Directors in the management of the Corporation, except as set forth in Section 6 of this Article V.

Section 2. Vacancy. Any vacancy occurring on a committee shall be filled by the Board of Directors.

Section 3. Removal. Any member of a committee may be removed at any time, with or without cause, by the Board of Directors.

Section 4. Minutes. Each committee shall keep regular minutes of its proceedings and report the same to the Board when requested.

Section 5. Responsibility of Directors. The designation of a committee and the delegation thereto of authority shall not alone operate to relieve the Board of Directors or any member thereof, of any responsibility or liability imposed upon it or him by law.

Section 6. Restrictions on Committees. No committee shall have the authority to: (a) approve or adopt or recommend to the stockholders, any action or matter expressly required by the Delaware General Corporation Law to be submitted to the stockholders for approval; (b) adopt, amend or repeal Bylaws; (c) amend the Certificate of Incorporation; or (d) amend or repeal any resolution of the Board of Directors which by its terms shall not be so amendable or repealable.

ARTICLE VI

OFFICERS

Section 1. Offices. The Board of Directors shall appoint a President or a Vice President and a Secretary or Assistant Secretary, and may appoint a chief executive officer, one or more vice presidents, one or more assistant secretaries, a treasurer or chief financial officer, and other or additional officers as in its opinion are desirable for conduct of the business of the Corporation. The Board of Directors may by resolution empower any officer or officers of the Corporation to appoint from time to time such vice presidents and other or additional officers as in the opinion of the officer(s) so empowered by the Board are desirable for the conduct of the business of the Corporation. Any two or more offices may be held by the same person.

Section 2. Term. Each officer of the Corporation shall hold office for the term for which he is appointed, and until his successor has been duly appointed and has qualified, or until his death, resignation or removal pursuant to these Bylaws.

Section 3. Removal. Any officer appointed by the Board may be removed, either with or without cause, by a vote of the Board of Directors. Any officer appointed by another officer or officers may be removed, either with or without cause, by either a vote of the Board of Directors or by the officer or officers given the power to appoint that officer. The removal of any person from office shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4. Resignations. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the Corporation. Any such resignation shall take effect at the time specified therein or, if no time is specified, upon receipt thereof.

Section 5. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause, shall be filled for the unexpired portion of the term in the manner prescribed by these Bylaws for regular appointment to such offices.

Section 6. Compensation. The compensation of all officers of the Corporation shall be fixed by the Board of Directors, except that the Board may delegate to any officer who has been given the power to appoint subordinate officers, the authority to fix the salaries of such appointed officers. No officer shall be prevented from receiving a salary as an officer by reason of the fact that the officer is also a member of the Board of Directors.

Section 7. Chief Executive Officer. The Chief Executive Officer, if appointed, shall be the principal executive officer of the Corporation and shall preside at meetings of the Board of Directors in the absence of the Chairman of the Board. The Chief Executive Officer shall be subject to the control and direction of the Board of Directors, and shall supervise and control the management of the Corporation.

Section 8. President. If no Chief Executive Officer is appointed, the President shall be the principal executive officer of the Corporation, and shall preside at meetings of the Board of Directors in the absence of the Chairman of the Board and the Chief Executive Officer. The President shall be subject to the control and direction of the Board of Directors, and in general, he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors, the Chairman of the Board, or the Chief Executive Officer from time to time.

Section 9. Vice Presidents. In the absence or disability of the President or in the event of his death, inability or refusal to act, the Vice Presidents, in the order of their length of service as such, unless otherwise determined by the Board of Directors, shall perform the duties and exercise the powers of the President. In addition, the Vice President shall perform such other duties and have such other powers as the Board of Directors shall prescribe.

Section 10. Secretary and Assistant Secretary. The Secretary shall attend all meetings of the stockholders and of the Board of Directors, and shall record all acts and proceedings of such meetings in the minute book of the Corporation. The Secretary shall give notice in conformity with these Bylaws of all meetings of the stockholders and of all meetings of the Board of Directors requiring notice. The Secretary shall perform all other duties given him in these Bylaws and other duties commonly incident to his office and shall also perform such other duties and have such other powers as the Board of Directors shall designate from time to time. The President may direct any Assistant Secretary to assume and perform the duties of the Secretary in the absence or disability of the Secretary, and each Assistant Secretary shall perform other duties commonly incident to his office and shall also perform such other duties and have such other powers as the Board of Directors or the President shall designate from time to time.

Section 11. Chief Financial Officer or Treasurer and Assistant Treasurer. The Chief Financial Officer or Treasurer shall keep or cause to be kept the books of account of the Corporation in a thorough and proper manner, and shall render statements of the financial affairs of the Corporation in such form and as often as required by the Board of Directors or the President. The Chief Financial Officer or Treasurer, subject to the order of the Board of Directors, shall have the custody of all funds and securities of the Corporation. The Chief Financial Officer or Treasurer shall perform other duties commonly incident to his office and shall also perform such other duties and have such other powers as the Board of Directors or the President shall designate from time to time. The President may direct any Assistant Treasurer to assume and perform the duties of the Chief Financial Officer or Treasurer in the absence or disability of the Chief Financial Officer or Treasurer, and each Assistant Treasurer shall perform other duties commonly incident to his office and shall also perform such other duties and have such other powers as the Board of Directors or the President shall designate from time to time.

Section 12. Duties of Officers May Be Delegated. In case of the absence of any officer of the Corporation or for any other reason that the Board may deem sufficient, the Board may delegate the powers or duties of such officer to any other officer or to any director for the time being provided a majority of the entire Board of Directors concurs in such delegation.

ARTICLE VII

CAPITAL STOCK

Section 1. Certificates. The interest of each stockholder shall be evidenced by a certificate representing shares of stock of the Corporation, which shall be in such form as the Board of Directors may from time to time adopt and shall be numbered and shall be entered in the books of the Corporation as they are issued. Each certificate shall exhibit the holders name, the number of shares and class of shares and series, if any, represented thereby, a statement that the Corporation is organized under the laws of the State of Delaware, and the par value of each share or a statement that the shares are without par value. Each certificate shall be signed by the President or a Vice President and the Secretary or an Assistant Secretary or Treasurer or Assistant Treasurer and shall be sealed with the seal of the Corporation. The Board of Directors also may elect, in lieu of issuing certificates, to provide for the issuance of uncertificated shares of the capital stock of the Corporation. Notwithstanding the foregoing, shares of the Corporation's stock may also be evidenced by registration in the holder's name in uncertificated book-entry form on the books of the Corporation in accordance with a direct registration system approved by the Securities and Exchange Commission and by any securities exchange on which the stock of the Corporation may from time to time be traded.

Section 2. Transfer of Shares. Transfer of shares shall be made on the stock transfer books of the Corporation only upon surrender of the certificate for the shares sought to be transferred by the record holder or by a duly authorized agent, transferee or legal representative. All certificates surrendered for transfer shall be canceled before new certificates for the transferred shares shall be issued.

Section 3. Lost or Destroyed Certificates. A new certificate or certificates shall be issued in place of any certificate or certificates theretofore issued by the Corporation alleged to have been lost, stolen, or destroyed, upon the making of an affidavit of that fact by the person claiming the certificate of stock to be lost, stolen, or destroyed. The Corporation may require, as a condition precedent to the issuance of a new certificate or certificates, the owner of such lost, stolen, or destroyed certificate or certificates, or his legal representative, to advertise the same in such manner as it shall require or to give to the Corporation a surety bond in such form and amount as it may direct as indemnity against any claim that may be made against the Corporation with respect to the certificate alleged to have been lost, stolen or destroyed.

Section 4. Holder of Record. The Corporation shall be entitled to recognize the exclusive right of a person registered on its books as the owner of shares to receive dividends, and to vote as such owner, and shall not be bound to recognize any equitable or other claim to or interest in such share or shares on the part of any other person whether or not it shall have express or other notice thereof, except as otherwise provided by the laws of Delaware.

ARTICLE VIII

GENERAL PROVISIONS

Section 1. Distributions to Stockholders. The Board of Directors may from time to time authorize, and the Corporation may make, distributions to its stockholders (including, without limitation, dividends and distributions involving acquisition of the Corporation's shares) in the manner and upon the terms and conditions provided by law, and subject to the provisions of its Certificate of Incorporation.

Section 2. Seal. The seal of the Corporation shall be in such form as the Board of Directors may from time to time determine.

Section 3. Depositories and Checks. All funds of the Corporation shall be deposited in the name of the Corporation in such bank, banks, or other financial institutions as the Board of Directors may from time to time designate and shall be drawn out on checks, drafts or other orders signed on behalf of the Corporation by such person or persons as the Board of Directors may from time to time designate.

Section 4. Fiscal Year. The fiscal year of the Corporation shall be fixed by the Board of Directors.

ARTICLE IX

AMENDMENTS

These Bylaws may be altered, amended or repealed, in whole or in part, or new Bylaws may be adopted by the stockholders or by the Board of Directors, provided, however, that notice of such alteration, amendment, repeal or adoption of new Bylaws be contained in the notice of such meeting of stockholders or Board of Directors, as the case may be. All such amendments must be approved by either the holders of a majority of the outstanding capital stock entitled to vote thereon or by a majority of the entire Board of Directors then in office.

ARTICLE X

INDEMNIFICATION

Any person who at any time serves or has served as a director or officer of the Corporation, or in such capacity at the request of the Corporation for any other foreign or domestic corporation, partnership, joint venture, trust or other enterprise, or as trustee or administrator under an employee benefit plan, shall have a right to be indemnified by the Corporation to the fullest extent permitted by law against (a) reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, and whether or not brought by or on behalf of the Corporation, seeking to hold him liable by reason of the fact that he is or was acting in such capacity, and (b) reasonable payments made by him in satisfaction of any judgment, money decree, fine, penalty or settlement for which he may have become liable in any such action, suit or proceeding. To the extent permitted by law, expenses incurred by a director or officer in defending a civil or criminal action, suit or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, upon receipt of an undertaking by or on behalf of such director or officer to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified hereunder by the Corporation. If a person claiming a right to indemnification under this Section obtains a non-appealable judgment against the Corporation requiring it to pay substantially all of the amount claimed, the claimant shall be entitled to recover from the Corporation the reasonable expense (including reasonable legal fees) of prosecuting the action against the Corporation to collect the claim.

Notwithstanding the foregoing provisions, the Corporation shall indemnify or agree to indemnify any person against liability or litigation expense he may incur if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, if he had no reasonable cause to believe his action was unlawful.

The Board of Directors of the Corporation shall take all such action as may be necessary and appropriate to authorize the Corporation to pay the indemnification required by this Bylaw, including without limitation, to the extent needed, making a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due him and giving notice to, and obtaining approval by, the stockholders of the Corporation. Any person who at any time after the adoption of this Bylaw serves or has served in any of the aforesaid capacities for or on behalf of the Corporation shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the right of indemnification provided herein. Such right shall inure to the benefit of the legal representatives of any such person and shall not be exclusive of any other rights to which such person may be entitled apart from the provision of this Bylaw.

Unless otherwise provided herein, the indemnification extended to a person that has qualified for indemnification under the provisions of this Article X shall not be terminated when the person has ceased to be a director, officer, employee or agent for all causes of action against the indemnified party based on acts and events occurring prior to the termination of the relationship with the Corporation and shall inure to the benefit of the heirs, executors and administrators of such person.

Translated from Hebrew

Special Personal Employment Agreement

Made and signed in Azur on the 7th day of November, 2012

Between

Micronet Ltd.
of 27 HaMetzudah Street, Azur, Israel
(the "Company")

Of the first part

And

Tali Dinar
[whose name and full details are stated in **Annex A**]
(the "Employee")

Of the second part

- Whereas** the Company wishes to employ the Employee and the Employee wishes to be employed by the Company in the position and on the terms and conditions specified below in this contract; and
- Whereas** the Employee represents that he has the knowledge, experience and training required for the performance of the duties entrusted to him pursuant to this contract; and
- Whereas** the Parties wish to determine all of the terms and conditions pertaining to the employment of the Employee at the Company, including all of his rights;

It is therefore agreed, stipulated and represented by and between the parties as follows:

1. The preamble to this agreement and the annexes hereto constitute an integral part hereof.
 2. The Employee shall be employed by the Company in the position stated in **Annex A**, or in any other position to be determined by the Company according to the Employee's skills and in accordance with the Company's needs, from time to time. The Employee's direct manager and his title are specified in **Annex A**.
-

3. The Employee's Undertakings

- 3.1 The Employee shall perform its duties with loyalty and devotion and shall dedicate his entire time, energy, skills and experience to his work at the Company. The Employee further undertakes to perform any work or service in the framework of his skills and profession for the benefit of the Company and the promotion thereof, according to the Company's instructions. The Employee shall comply with the Company's procedures, as being from time to time.
- 3.2 The Employee represents that he is not bound by other obligations or contracts that prevent him from performing his undertakings pursuant to this agreement and that he is not aware of the existence of a legal impediment in law or contract that prevents him from being obligated under this agreement and that he is not aware of the existence of a conflict of interests between the Company and himself or between any other entity in which or with which he is bound.
- 3.3 Except as specified below, during the term of his employment at the Company, the Employee shall not be entitled to engage in any other work, whether with or without consideration, other than with the Company's advance written consent. It is clarified that the employment of the Employee pursuant to this agreement is at an 80% position. As an exception to the aforesaid, the Parties confirm that they are aware that on the date of this agreement, the Employee is employed, and shall continue to be employed, at the remaining 20% position, as CFO at the controlling shareholder or companies controlling it or controlled thereby on the terms and conditions set between them and in the Parties' signing this agreement, the Company's consent to such employment, which shall not be deemed a conflict of interest between the Parties and shall not constitute a breach hereof, is granted.
- 3.4 Without derogating from the aforesaid, during the term of his employment at the Company and for a period of 24 months thereafter, the Employee shall refrain from competing and/or assisting to compete with the Company and/or subsidiaries and/or companies affiliated and/or associated thereto and/or from providing a service and/or being employed and/or involved in any manner in any entity and/or business and/or factory and/or company and/or person who competes and/or attempts and/or assists in competing with the Company, all of such whether directly or indirectly, whether as employee, manager, shareholder, partner, director, consultant and/or service provider and/or in another manner. The Employee confirms that he is aware that the Company relied on his aforesaid undertakings prior to deciding to employ him and prior to granting him special rights according to this agreement and that the special compensation paid to him together with his monthly salary due to his aforesaid undertaking is contingent upon the fulfillment of the said undertaking fully and accurately.

- 3.5 The Employee undertakes to notify the Company immediately and without delay of any matter or issue with respect to which, per his understanding, he has a personal interest and/or which might create a conflict of interests with his position at the Company.
- 3.6 During the term of the Employee's employment at the Company and thereafter, with no time limit, the Employee shall be subject to a duty of absolute confidentiality with respect to any professional and/or commercial and/or business-related and/or technical and/or other information and/or material, which shall have reached him while and/or as a result of his work at the Company and which is not in the public domain. **In addition, he shall be subject to a duty of confidentiality with respect to the terms and conditions of his employment.** Nothing stated in this section shall derogate from the Employee's undertaking of confidentiality and non-competition, which is attached as **Annex B** hereto.
- 3.7 During the first several months of his employment as stated in **Annex A**, the Employee shall undergo training by the Company in order to instruct and train him to perform his duties at the Company (the "**Training Period**").
- 3.8 Insofar as the Employee is sent to advanced studies in Israel or abroad (advanced studies the cost of which to Micronet exceeds \$600), the Employee undertakes not to discontinue his employment at the Company on his own initiative and other than as a result of *force majeure*, for a 12-month period as of the date of completion of the advanced studies, lest the Employee pay the full cost of the advanced studies to the Company, as shall be conveyed to the Employee prior to his being sent to the advanced studies. For the avoidance of doubt it shall be clarified that the Company has the exclusive discretion to determine in which special cases of employment termination (such as maternity leave, etc.) the Employee shall not bear the cost of the advanced studies. A breach of this section is a fundamental breach of this agreement.
- 3.9 The Employee undertakes to use the Company's resources, including e-mail and internet, for the sole purpose of performing his duties, and he allows the Company to check his e-mail account, at any time, in his presence or in his absence, in order to ascertain that it is not used other than for the purpose of fulfilling his duties.

4. **Working Hours**

- 4.1 In the routine, the Employee shall work up to 5 working days per week, in proportion to the position percentage stated in Section 3.3.
- 4.2 The Employee's working hours shall be in the scope of hours in a part-time position as stated in Section 3.3 and in accordance with the position to be filled by him and as per the instructions of his supervisors. Insofar as necessary, the Employee shall work on additional and/or irregular days or hours, as required by his position.

- 4.3 The Employee's work beyond the regular working hours requires prior approval of the Employee's supervisor. Without derogating from the aforesaid, the Employee represents that he is aware and he agrees that as his position is such that entails special personal trust, the provisions of the Hours of Work and Rest Law, 5711-1951 shall not apply to him and he shall not be entitled to any right pursuant to the provisions thereof, as in effect now and in the future.
- 4.4 The Employee represents that he is aware and he agrees that the salary stated in Annex A to the agreement includes any compensation component that would have been due to him had the law applied to him. Without derogating from the generality of the aforesaid and without it being deemed as an admission by the Company that the law applies to him, the Employee represents that he is aware and he agrees that the amount stated in **Annex A** to the agreement (that is equal to 25% of the salary stated in Annex A to the agreement) is paid to him by the Company as global monthly compensation for overtime (if and as he is required to work), whether or not performed by the Employee, and such shall also be represented in the pay slip to be generated by the Company.
- 4.5 Nothing in the provision of Section 4.3 above shall derogate from the amounts of salary and/or social benefits paid to the Employee or contributed for his benefit, as the case may be, according to the agreement.
- 4.6 The Employee is aware and he agrees that the Company may, as per its sole discretion, determine and modify the Company's procedures regarding working hours on holiday eves and special days and that there is no custom at the Company with respect to such issues.

5. **Employee's Rights**

- 5.1 Salary
 - 5.1.1 The Company shall pay the Employee a gross monthly salary in the amount set forth in **Annex A** (the "Salary").
 - 5.1.2 The Salary stated in Section 5.1.1 is linked to the COLA (Cost-of-Living Adjustment) as shall be applicable to all of the employees in the market in accordance with expansion orders.
 - 5.1.3 The Salary stated in Section 5.1.1 includes consideration for work at additional and/or irregular and/or unusual hours, at which the Employee shall work, insofar as necessary, as required by his position.

5.1.4 The Salary stated in Section 5.1.1 includes special consideration due to a non-competition undertaking, as set forth in section 5.2.1 and 5.2.2.

5.2 Special Consideration due to Undertaking Not to Compete

5.2.1 In consideration for the Employee's undertaking no to compete with the Company as specified in Section 4 of Annex B, the Company shall pay the Employee special monthly compensation, which is included in the salary specified in Section 5.1 above, in the gross amount stated in Annex A ("**Special Monthly Consideration due to Non-Competition**").

5.2.2 The Employee represents that the Special Monthly Consideration due to Non-Competition constitutes suitable, real and appropriate consideration for any prejudice that might be caused to him, if any, as a result of his undertaking not to compete with the Company as specified in Section 4 of Annex B, including, but not limited to, prejudice to the freedom of occupation.

5.3 Annual Leave

5.3.1 The Employee is entitled to annual leave in the number of days stated in Annex A with a maximum accrual right of up to 3 years.

5.3.2 The aforesaid leave allowance pertains to the position percentage that has been determined.

5.3.3 The date of going on leave shall be pre-coordinated between the Employee and the Company's management.

5.3.4 To the extent that the Employee takes a day of leave, it shall be considered a full day of leave.

5.4 Sick Leave

5.4.1 The Employee is entitled to payment due to days of absence from the workplace due to illness, in accordance with the law, subject to presenting medical certificates.

5.4.2 The maximum accrual right of sick leave shall not exceed 90 days.

5.5 Recuperation Pay

Recuperation pay shall be paid at the allowance and according to the relevant rate as determined by the expansion orders in the market from time to time and in consideration of the Employee's experience in the field of his work.

5.6 Company Vehicle

- 5.6.1 Insofar as this is stated in Annex A and from the date stated therein, the Company shall make available to the Employee, for the purpose of fulfillment of his duties, a vehicle of the type stipulated in Annex A.
- 5.6.2 The Company shall bear all of the expenses of insurance, maintenance and use of the vehicle, apart from fines and parking tickets other than in the framework of his work, and apart from damage caused as a result of events that are not covered by a comprehensive insurance policy that is standard in the market, without expansions.
- 5.6.3 For the avoidance of doubt, it is hereby clarified that nothing in making the vehicle available to the Employee shall grant the Employee any right in the vehicle, beyond the use thereof.
- 5.6.4 The Employee undertakes to treat the vehicle in accordance with the Company's procedures regarding use of the Company's vehicle. In the event that the Employee does not behave according to the procedures and/or uses the vehicle unreasonably and/or in contrast to the law and/or in a manner that negates insurance coverage, he alone shall bear any and all cost caused to the Company due to such events. The Employee agrees that for the purpose of covering the Company's aforesaid expenses, the Company shall be entitled to offset an amount equal to the expenses thereof from the Employee's salary and/or from any other amount due to the Employee therefrom, also prior to termination of the employment relations.
- 5.6.5 The Employee is aware that he shall bear the duty to pay income tax due to the value of the benefit entailed in using the vehicle, according to Income Tax guidelines.
- 5.6.6 This section shall also apply, *mutatis mutandis*, to occasional use of a Company's car in the framework of the Employee's work.

5.7 Cellular Telephone

- 5.7.1 Insofar as this is stated in Annex A and from the date stated therein, the Company shall make a cellular telephone available to the Employee for the purpose of fulfilling his duties.

- 5.7.2 The Company shall pay the charges due to use of the cellular telephone up to an amount not to exceed the amount stated in Annex A. An amount exceeding the aforesaid stated amount shall be paid by the Employee from the net sum of his salary. The Employee authorizes the Company to offset such charges from his salary.
- 5.7.3 The Company shall bear the tax payments stemming from making the cellular telephone available to the Employee, as shall be required by the law.
- 5.8 For the avoidance of doubt it is clarified that the aforesaid related benefits and/or any thereof and/or any other payment to be paid to the employee by the Company other than salary (as stated in Section 5 above), including: bonuses, reimbursement of expenses, payment of travel expenses and/or payments due to overtime, shall not constitute part of the Salary for all intents and purposes, including for the purpose of calculating the amount of severance pay and/or for the purpose of determining the amounts of various allowances (to the extent there are any).
- 5.9 Provident Fund (insofar as stated in Annex A and as of the date stated in Annex A) -
- 5.9.1 The Company shall, at its expense, make an allowance and deposit for the Employee, in a study fund to be determined by the Employee, an amount equal to a rate out of the amount of the "Salary for the Purpose of the Study Fund", as stated in Annex A.
- 5.9.2 In addition to the aforesaid allowance, the Employee hereby authorizes the Company to deduct from his salary an amount equal to a rate out of the amount of the "Salary for the Purpose of the Study Fund", as stated in Annex A, and deposit such in the study fund.
- 5.9.3 The aforesaid allowances and deposits shall be consistent with the bylaws of the fund and the instructions of Income Tax, as being from time to time.
- 5.9.4 The term "Salary for the Purpose of the Study Fund" shall have one of the following meanings, as noted in Annex A:
- 5.9.4.1 The highest amount of salary recognized by Income Tax for the purpose of granting an exemption from tax to allowances to a study fund (the **"First Meaning"**).
- 5.9.4.2 The amount of the Employee's salary pursuant to this agreement (the **"Second Meaning"**).

5.10 Pension Fund / Managers' Insurance (insofar as stated in Annex A and as of the date stated in Annex A) -

- 5.10.1 The Company shall, at its expense, make an allowance and deposit for the Employee, in a severance pay fund to be determined by the Employee, an amount equal to a rate out of the Employee's salary, as stated in Annex A.
- 5.10.2 The Company shall, at its expense, make an allowance and deposit for the Employee, in a provident fund or pension fund to be determined by the Employee, an amount equal to a rate out of the amount of the "Salary for the Purpose of the Managers' Insurance", as stated in Annex A.
- 5.10.3 In addition to the aforesaid allowance on account of the provident fund or pension fund, the Employee hereby authorizes the Company to deduct from his salary an amount equal to a rate out of the amount of the "Salary for the Purpose of the Managers' Insurance", as stated in Annex A, and deposit such in the provident fund.
- 5.10.4 The aforesaid allowances and deposits shall be consistent with the bylaws and procedures of the various funds and the instructions of Income Tax, as being from time to time.
- 5.10.5 In addition to the aforesaid, the Company shall insure the Employee in a loss of working capacity insurance, at a rate that shall not exceed the rate out of the amount of the "Salary for the Purpose of the Managers' Insurance", as stated in Annex A.
- 5.10.6 The term "**Salary for the Purpose of the Managers' Insurance**" shall have the following meaning: the Employee's salary pursuant to this agreement.
- 5.10.7 The Company's payments to the provident fund or to the pension fund as specified above in this section shall come *in lieu* of severance pay due to the Employee's term of employment under this agreement, in accordance with the provisions of Section 14 of the Severance Pay Law, 5723-1963. The Parties agree to apply to the Employee the provisions of the "General Approval regarding Employers' Payments to a Pension Fund and an Insurance Fund *in lieu* of Severance Pay", a copy of which is attached as Annex C hereto. In any event of an inconsistency between the provisions of the agreement and the provisions of the General Approval, the provisions of the Approval shall apply.

5.10.8 The Company shall transfer to the Employee the title to all of the employer's monies in the provident funds / pension fund at the termination of the term of employment, with the exception of an event where the Employee's right to severance pay was denied in a judgment by virtue of Sections 16 or 17 of the Severance Pay Law and to the extent it was denied or the Employee withdraws monies from the pension fund or the provident fund other than due to an Entitling Event; for this purpose, an "**Entitling Event**" – death, disability or retirement at the age of sixty or older. Upon the existence of such circumstances, only the amounts cumulated in the provident fund due to provident payments shall be released to the Employee and the monies cumulated in the severance pay account shall be returned to the Company.

5.11 From any and all payments, rights and benefits that the Employee is entitled to under this contract lawful tax shall be withheld unless otherwise explicitly stated in this contract. It is clarified that the aforesaid also applies to allowances for a study fund and/or pension fund and/or managers' insurance (the "**Allowances**"), in a manner such that the Employee bears all of the tax payments stemming from the performance of the Allowances or part thereof, insofar as there is no exemption from tax for such allowances or part thereof and/or when the exemption granted due to such allowances or part thereof is not full.

Options

Subject to approval by the Company's board of directors and the other approvals required under law, the Employee shall be entitled to receive options for the purchase of ordinary shares of Micronet, in a quantity and on terms and conditions according to an option agreement to be signed with her and with the option plan in force on the date of the granting of the options, as customary in the Company for the other employees thereof and considering the Employee's seniority and as shall be agreed by and between the Parties, including with respect to the quantity of options, the exercise price, the vesting period, the option period and such other customary terms and conditions relating to the granting of options. For the purpose of the allotment of options to the Employee, a specific agreement for the allotment of options shall be signed with the Employee, as customary at the Company, which shall establish the terms and conditions of the option.

6. Generality of the Agreement

6.1 This contract exclusively contains, embodies, exhausts and expresses all of the terms and conditions agreed by and between the Parties with respect to the Employee's employment and/or termination of employment.

6.2 As of the date of the signing of this agreement, all of the agreements and/or arrangements and/or customs and/or understandings in force between the Employee and the Company, whether written or oral, are null and void.

- 6.3 Any modification and/or amendment to the terms and conditions of this contract shall have no force, unless made in writing with both Parties' signatures.
- 6.4 The provisions of the special and/or general collective bargaining agreements and/or the arrangements and/or customs and/or procedures that apply and/or shall apply to the Company's employees of any profession and/or sector shall not apply to the Employee and he shall not be entitled to any right according thereto, unless such have been expressly applied according to this contract.
- 6.5 If, notwithstanding the provisions of this contract and/or any of the sections hereof and/or the subsections hereof, it is ruled by a court and/or tribunal and/or another competent entity that the Employee is entitled to any additional and/or other consideration and/or right according to a collective bargaining agreement and/or an arrangement and/or a custom and/or a procedure and/or otherwise, a retroactive settlement of accounts shall be conducted between the Parties as of the date of the commencement of the Employee's employment, such that the Company shall not incur excess cost beyond what has actually been paid. The Employee hereby gives the Company an irrevocable instruction that allows conducting a retroactive settlement of accounts anew and/or offsetting in accordance with the aforesaid.

7. **Force of the Agreement and Termination Hereof**

- 7.1 This contract is in force as of the date stated in **Annex A** and shall be in force until the day of termination of the Employee's employment for whatever reason.
- 7.2 Either Party may cause the termination of this agreement and the discontinuation of the Employee's employment at the Company at any time, by prior notice of such duration as stated in **Annex A**, for whatever reason and without being required to give reasons.
- 7.3 The Company preserves the right to waive the Employee's work at the prior notice period or part thereof and in case the termination of the engagement is initiated by the Company, the Company shall pay the Employee payment *in lieu* of prior notice as aforesaid for the remaining period.
- 7.4 Notwithstanding the aforesaid, the Company shall be entitled to terminate this contract and the Employee's employment at any time, without prior notice and without payment *in lieu* of prior notice, in the event of a breach of trust vis-à-vis the Company and/or the willful causing of damage to the Company and/or a breach of his obligations to the Company under this agreement and/or in the event of a conviction in a criminal offence against the Company and/or in the event of a conviction in a criminal offence involving moral turpitude and/or in circumstances in which the Employee may be denied severance pay under the law prevailing in Israel.

Translated from Hebrew

7.5 Upon the termination of his employment, the Employee shall properly hand-over his duties to whomever the Company instructs and shall provide the Company with any and all property and/or documents and/or materials and/or equipment held and/or possessed by him that belong thereto, which he obtained while and/or as a result of his employment at the Company.

8. **Trade in Company Shares**

The Employee represents and confirms that he has been informed of the restrictions applicable to him with respect to trade in the Company's shares, which are traded in the Stock Exchange and, particularly, the prohibition on use of inside information of the Company. The Employee represents and undertakes not to violate the provisions of the law, including the law of securities, which he is subject to as an employee of a traded public company.

9. **Notices**

Any notice to be sent by either Party to the other shall be deemed to have arrived at the destination thereof at the elapse of 72 hours from the time of dispatch thereof by registered mail to the addresses stated in this agreement.

In witness whereof the parties have hereto set their hands:

/s/ Micronet Ltd.
The Company

/s/ Tali Dinar
The Employee

Annex A to Employment Agreement

Details of the Employee	<ul style="list-style-type: none">· First name: Tali· Last Name: Dinar· I.D. No.: 028548303· Date of Birth: May 12, 1971· Full Address: 151 Emek Ayalon, Shoham· Zip Code:
Position of the Employee	CFO
His Direct Manager and his Title	CEO
Training Period	
<u>The Employee's Salary</u>	
1. Basic salary, 100% position	32,000
Gross salary at the training period	
Gross salary after the training period	32,000
100%	
Position percentage	80%
2. Global monthly compensation for overtime	6,400 (included in the gross salary as stated in Section 1)
3. Gross special monthly consideration for non-competition (paid as an integral part of the salary and constituting and integral part thereof)	2,500 (included in the gross salary as stated in Section 1)
Number of days of leave	22
The Employee is entitled to a Company vehicle	<ul style="list-style-type: none">· Type of vehicle: Ford Galaxy
The Employee is entitled to a cellular telephone	<ul style="list-style-type: none">· Amount of payment by the Company - unlimited
The Employee is entitled to a study fund	<ul style="list-style-type: none">· The term Salary for the Purpose of the Study Fund shall have the Second Meaning· Date of commencement of entitlement - immediate· Rate of the employer's allowance: 7.5%· Rate of the Employee's allowance: 2.5%
The Employee is entitled to managers' insurance	<ul style="list-style-type: none">· Date of commencement of entitlement - immediate· Rate of the employer's allowance to a severance pay fund: 8.33%· Rate of the employer's allowance to a provident fund / pension fund: 5%· Rate of the Employee's allowance to a provident fund / pension fund: 5%· Loss of work capacity insurance at a rate of up to 2.5%
Date of commencement of this agreement	
Prior notice period	<ul style="list-style-type: none">· The Company's - 90 days· The Employee's - 90 days

General comments:

Annex B to Employment Agreement

Re: Declaration of Confidentiality, Non-Competition and Assignment of Inventions - Letter of Irrevocable Undertaking

Whereas in the framework of my relationship with you I have had and/or shall have access to "Information" as defined hereunder; and

Whereas I am aware that a fundamental, understood and basic condition for the formation of our relationship is my undertaking of confidentiality with respect to the Information as defined hereunder, during the term of our relationship and thereafter, and non-competition with the Company, directly or indirectly, during the term of our relationship and for 12 months thereafter;

Therefore, I, the undersigned, Tali Dinar, I.D. 028548303, hereby irrevocably undertake vis-à-vis you and/or any company related to you, including, but without derogating from the generality of the aforesaid – sister companies and/or subsidiaries and/or associated companies and/or companies that control you and/or to anyone that shall come in your place and/or on your behalf (the "**Company**") as follows:

1. The preamble to this undertaking constitutes an integral part hereof.

2. For the purpose of this undertaking:

"**Information**" – including any matter or data (true or false, full, deficient or lacking), including financial statements, business data, professional data, technical data, salary data, allowances, names of insurers, types of insurance, employment agreements, number of employees, their names, formulas, layouts, sketches, plans, software, calculations, diagrams, diskettes, particulars and so on and so forth, containing or relating to information, or that may serve as a source of information pertaining to knowledge, planning processes, manufacturing processes, business secrets, business plans, names of suppliers, names of customers, sales, prices, products and any other information, which are related to the Company's businesses as well as any information directly or indirectly connected to the Company's businesses and/or its shareholders and/or employees and/or authorized representatives and/or agents and/or customers.

3. I undertake to maintain in absolute confidence any Information that shall reach me in the course of my relationship with you, whether directly or indirectly, not to make any use of such Information, whether directly or indirectly, but for the purposes of the work and for the purpose of promoting your interests and with your consent, and not to disclose to another and/or others (including the Company's employees), in any manner, and neither to sell nor transfer in any other manner, and at any time, the Information and the aforesaid contacts of the Company which have come and/or shall come to my knowledge, while and as a result of my work at the Company. My undertaking in this section pertains both to the term of my employment at the Company and after the termination of my work thereat for whatever reason.

4. I hereby represent and undertake that I have carefully read the provisions of the agreement and Annex B (this annex), that I understand the implications of such provisions and that I have carefully considered the advantages and disadvantages of my engagement with the Company in the agreement including the annexes thereto. In light of such, I represent and undertake that in the term of my employment at the Company and for a period of 12 months thereafter, I shall not solicit any employee of the Company to leave his position with the Company and/or to compete with the Company in any manner, whether directly or indirectly. I hereby represent that in view of the position that I fulfill and/or shall fulfill at the Company, the Information (as defined in Section 2 above), which I am and/or shall be exposed to, and the nature of the Company's business – any competition with the Company on my part shall severely prejudice the legitimate rights and interests of the Company, including but not limited to, the rights thereof in the Information. Therefore, I hereby represent and confirm that my undertaking in this section not to compete with the Company is reasonable, proportional and does not exceed the degree required for the purpose of protecting the legitimate rights and interests of the Company. I represent and confirm that the salary and the other rights which I am or shall be entitled to, as stated in the agreement and in Annex A, represent appropriate and sufficient compensation for any prejudice, if any, to a legitimate right or interest conferred upon me, including, but not limited to, freedom of occupation.
- Competition, for the purpose of this undertaking, including an attempt to compete as individual/individuals, employee, service provider, interested party, agent, officer, consultant or in any other manner, including any business relation with another person or entity competing and/or attempting to compete with the Company and including any relation whatsoever to a person who was a supplier and/or customer thereof during the term of my employment at the Company.
5. I further undertake neither to maintain in my possession nor to take out of the premises of the Company's offices (except in cases where it is required in the context of my work) any written material that is directly and/or indirectly related to the Information and/or the Company's businesses.
6. Without derogating from my aforesaid obligations, I am aware of the legal duties that apply to me under the law of securities – as an employee at a public company traded on the stock exchange – not to expose inside information of the Company to any third party and not to make any use thereof in connection with trade in the Company's shares and I undertake not to breach such duties.
7. In the event of termination of the relationship between us, for any reason whatsoever, I shall cause any written or other material that is in my possession or under my control to be returned to the Company, upon the termination of the relationship as aforesaid.

Translated from Hebrew

8. Any idea or invention or patent to be discovered by me during the term of my employment at the Company and/or as a result of my employment, which is related to the Company's businesses, shall be deemed the exclusive property of the Company, which shall be entitled, *inter alia*, to treat such as their proprietor.
9. I undertake not to register a patent or any other registration for any *prima facie* proprietary right, which supposedly stems from my employment at the Company, both during the term of my employment and thereafter.
10. Breach of any of my undertakings herein shall constitute a breach of fiduciary duty and/or a disciplinary breach and/or a fundamental breach of the contract between the Company and me, with all that is entailed therein and implied therefrom.
11. Without derogating from the generality of the aforesaid, I undertake to compensate and/or indemnify you for any damage, loss or expense to be caused to you as a result of a breach of any of my undertakings herein.
12. I agree that jurisdiction on any matter contemplated in this letter of undertaking shall be exclusively granted to the competent courts at the district of Tel Aviv – Jaffa, subject to your entitlement to apply to any court in Israel and abroad.

In witness whereof I have hereto set my hands:

Tali Dinar

Name

2854830/3

I.D. No.

/s/ Tali Dinar

Signature

November 7, 2012

Date

Annex C

General Approval (Consolidated Version) regarding Employer's Payments to a Pension Fund and to an Insurance Fund *in lieu* of Severance Pay under the Severance Pay Law, 5723-1963

By virtue of my authority under Section 14 of the Severance Pay Law, 5723-1963 (the "**Law**") I approve that payments made by an employer as of the date of the publication of this approval, for his employee, to a comprehensive pension in an annuity provident fund that is not an insurance fund as the meaning of such term in the Income Tax Regulations (Rules for Approval and Management of Provident Funds), 5724-1964 ("**Pension Fund**"), or to managers' insurance that includes an option for annuity or a combination of payments to an annuity plan and a non-annuity plan in such insurance fund ("**Insurance Fund**"), including payments made by him in combination of payments to a Pension Fund and an Insurance Fund, whether the Insurance Fund has an annuity plan or not (the "**Employer's Payments**"), shall come *in lieu* of the severance pay due to the employee due to the salary from which such payments were paid and for the period they were paid (the "**Exempted Salary**"), provided that the following shall have been fulfilled:

- (1) The Employer's Payments –
 - a) To a Pension Fund are no less than $14 \frac{1}{3}$ % of the Exempted Salary or 12% of the Exempted Salary if the employer additionally also pays for his employee payments for supplementation of severance pay to a severance pay provident fund or an Insurance Fund in the employee's name at a rate of $2 \frac{1}{3}$ % of the Exempted Salary. If the employer does not also pay $2 \frac{1}{3}$ % in addition as aforesaid, his payments shall come *in lieu* of 72% of the employee's severance pay only;
 - b) To an Insurance Fund are no less than either of the following:
 - 1) $13 \frac{1}{3}$ % of the Exempted Salary, if the employer additionally also pays for his employee payments for securing a monthly income in case of loss of work capacity, in a plan approved by the Director of Capital Market, Insurance and Savings at the Ministry of Finance, at a rate required for securing at least 75% of the Exempted Salary or at a rate of $2 \frac{1}{2}$ % of the Exempted Salary, the lower of the two ("**Payment for Loss of Work Capacity Insurance**");
 - 2) 11% of the Exempted Salary, if the employer shall have additionally also paid a Payment for Loss of Work Capacity Insurance, in which case the Employer's Payments shall come *in lieu* of 72% of the employee's severance pay only; if the employer shall have also paid, in addition to such, payments for the supplementation of severance pay to a severance pay provident fund or to an Insurance Fund in the employee's name at a rate of $2 \frac{1}{3}$ % of the Exempted Salary, the Employer's Payments shall come *in lieu* of 100% of the employee's severance pay.

Translated from Hebrew

- (2) No later than three months as of the commencement of execution of the Employer's Payments, an agreement between the employer and employee shall have been made in writing, containing:
- a) The employee's consent to the arrangement pursuant to this approval in a language specifying the Employer's Payments and the Pension Fund and Insurance Fund, as the case may be; the language of this approval shall also be included in such agreement;
 - b) The employer's advance waiver of any right that he could have had to reimbursement of monies out of his payments, unless the employee's right to severance pay shall have been denied in a judgment under Sections 16 or 17 of the Law, and to the extent it shall have been denied, or the employee shall have withdrawn monies from the Pension Fund or Insurance Fund other than due to an Entitling Event; for this purpose, an "Entitling Event" – death, disability or retirement at the age of sixty or older.
- (3) Nothing in this approval shall derogate from an employee's right to severance pay under the Law, a collective bargaining agreement, expansion order or employment contract, due to salary in excess of the Exempted Salary.

PERSONAL EMPLOYMENT AGREEMENT

Made and signed in Or Yehuda on October 1, 2011

Between

Tali Dinar, ID 028548303

Whose address for purposes of this Agreement is:
15 Emek Ayalon St., Shoham
(hereinafter: "**Employee**")

And

Enertec Electronics Ltd.

Whose address for purposes of this Agreement is:
16 Hacharoshet St., Or Yehuda
(hereinafter: "**Company**")

Commencement of Employment

1. The Employee will be employed by the Company commencing from October 1, 2011, for an unlimited period.

Position and Subordination

2. The Employee will serve as Vice President of Finance and will report to the President of the Company or to the Board of Directors or as directed by it.
3. The Employee declares that there is no impediment to her entering into this Agreement with the Company, and she is competent and qualified for the performance of said function.
4. During the period of her employment at the Company, the Employee may not engage, directly or indirectly, in any additional work or occupation, with or without consideration, unless she receives the Company's prior written approval to do so.
5. The Employee will act in good faith and in a prudent, professional and skilled manner, as is to be expected of an employee of her level and qualifications, according to the instructions of her superiors and/or the Company's management and/or according to the Company's internal guidelines and/or in accordance with any law.

Salary

6. In consideration for her work, the Employee will be entitled to a gross monthly salary of 26,000 (twenty six thousand) NIS ("**Salary**"). It is hereby agreed that the Salary constitutes the full and final consideration for the Employee's work, including any overtime required for the performance of the function, and by signing this Agreement the Employee waives any demand and any right to receive additional or other payments in respect of and/or in connection with work during overtime and/or on holidays and/or Saturdays, except for payments which the Company is required to make to the Employee under the provisions of this Agreement, including per diem allowance, reimbursement of travel expenses and the like.

7. Considering the nature of the Employee's work, the provisions of the Work and Rest Hours Law will not apply to the Employee, and she will not be entitled to any additional consideration for her work beyond the consideration specified in this Agreement, including for work during overtime and/or irregular hours and/or on days of rest.

Executive Insurance, Work Disability and Study Fund

8. As of the commencement of her employment:
- 8.1 The Employee will be insured under an executive insurance policy according to her choice. The Company will contribute to the executive insurance policy an amount equivalent to 5% of the Employee's Salary for provident fund and 8.33% on account of severance pay, and it will deduct from the Employee's Salary 5% for provident fund. The policy will be owned by the Company.
- 8.2 The Company will insure the Employee in incapacity to work insurance according to the percentage accepted at the Company, and in any event at a cost of up to 2.5% of the Employee's Salary. Should the Employee be entitled to any payments under said insurance, such payments will be on account or instead of sick pay due to the Employee (if and to the extent it is due).
- 8.3 The Company will transfer to the study fund an amount equivalent to 7.5% of the Employee's Salary, and it will deduct from the Salary an amount equivalent to 2.5% thereof on account of the Employee's contributions from her Salary.
- 8.4 The Employee gives her consent to having all these deductions made from her Salary by the Company and transferred to their destination.
- 8.5 The Company's contributions for the severance pay component of the executive insurance policy will be instead of severance pay, in accordance with the provisions of section 14 of the Severance Pay Law, 5723-1963 and the General Confirmation Regarding Employers' Payments to Pension Funds and to Insurance Funds Instead of Severance Pay under section 14 of the Severance Pay Law, a copy of which is attached to this Agreement as Appendix "A1" and forms an integral part hereof.

Car and Cell Phone

9. The Company will place at the Employee's disposal a car from category three and a cell phone for her business and private use. All costs of the use of the car and the cell phone will be paid by the Company. The Company will gross up the amount of the tax applying to the Employee for use of the car and the cell phone.
10. The Company will not pay any traffic and/or parking fines and/or tickets, and it will not bear any deductible payable by the Employee for any damage and/or accident to the car. The Employee hereby irrevocably authorizes the Company to deduct from her Salary and/or from any other amount due to her from the Company the cost of any such fines/tickets/ deductible.

Options

11. Subject to the approval of the board of directors of the Company and the approval of the board of directors of Lapis Inc. ("**Lapis**"), as well as all the other approvals required under the governing law, the Employee will be entitled to receive options for the purchase of ordinary shares of Lapis in an amount and at terms according to the option agreement to be signed with her and the option plan as in effect on the date of grant of the options, according to the Company's accepted practice with respect to its other employees and taking into consideration the Employee's senior position, and as will be agreed between the parties, including with respect to the quantity of options, the exercise price, the vesting period, the option period and such like accepted terms relating to the grant of options. For the purpose of the allocation of the options to the Employee, a specific option allocation agreement will be signed with her, according to the Company's accepted practice, which establishes the option terms.

Vacation

12. The Employee will be entitled to annual vacation of 20 working days per year. Vacation may be accumulated up to the quota for two working years. Unutilized vacation days beyond the quota provided for in the law may be written off at the Company's discretion.

Convalescence Pay

13. After completing one year of employment, the Employee will be entitled to seven convalescence days for the first year, according to rates as determined in the general extension order applying throughout the economy.

Sick Pay

14. Sick pay will be paid in accordance with the law, against the presentation of medical certificates and as provided in the Sick Pay Law. It is hereby agreed and declared that accumulated sick days may not be redeemed.

Contract Termination

15. Each party may terminate the Agreement with two months' prior notice to the other party, in the manner provided by law.
16. It is clarified that the Employee is required to transfer her duties fully and in orderly fashion to whomever, and insofar as, the Company directs. Any violation of this obligation by the Employee will result in denial of the payment for the prior notice period, insofar as she is entitled thereto.
17. If the Agreement is terminated (whether pursuant to the dismissal of the Employee or pursuant to her resignation), by reason of an act or omission of the Employee constituting breach of trust, embezzlement from the Company, action involving a conflict of interest, use of insider information, fraud against the Company, legal offense, disclosure of secrets of the Company to third parties and the like and/or by reason of the Employee's commission of an offense that involves moral turpitude, the Employee will not be entitled to prior notice, and the Company will be permitted to terminate the Employee's employment immediately, without payment in lieu of prior notice and without severance pay.

No Competition

18. During the period of her employment at the Company, the Employee may not engage, directly or indirectly, in any additional work or occupation, with or without consideration, unless she receives the Company's prior written approval to do so.
19. The Employee undertakes, for the term of this Agreement and during a period of 12 months after the termination of employment relations between her and the Company, not to engage in any manner whatsoever, whether directly or indirectly, as a salaried employee or on a self-employed basis, as a consultant or in any other manner, in any business that competes with the Company's business, and furthermore not to have any interest in such a competing business and not to cooperate with any company, business and/or activity (in the course of her employment and during 12 months as stated) that competes with the Company.
20. The Employee undertakes, during her employment at the Company and for a period of 12 months after the actual termination of her work at the Company, not to approach or contract with customers of the Company, directly or indirectly, by herself or through others, in respect of activity that is the same as and/or similar to and/or in competition with the Company's activity, and the Employee further undertakes during said period not to solicit employees and/or persons employed by the Company to leave their employment, and not to employ or contract with any of the Company's employees.

21. The Employee hereby declares and confirms that she fully understands the nature of the restrictions that are imposed on her in this section and its subsections and their full significance, including the restriction on her freedom of occupation following the termination of her employment at the Company, and she agrees that considering the legitimate interests of the Company, and given the nature of her position, the great trust placed in her and the scope of the information to which she will be exposed, these restrictions are reasonable and accepted by her, and the consideration paid to her under this Agreement also includes suitable remuneration for her undertakings in this regard.
22. The Employee's undertakings in this section are intended to add to, and not detract from, her other undertakings.

Confidentiality

23. The Employee undertakes, throughout the period of her employment at the Company and at any time thereafter, not to disclose and/or divulge and/or transfer, directly or indirectly, to any third party, any knowledge and information of any nature and kind, including professional and/or trade secrets, connected with the Company's business, customers, suppliers and/or employees, and to keep absolutely confidential everything connected with the Company's business and affairs as stated. Among other things, the Employee hereby undertakes towards the Company to keep confidential, as stated, any information, knowledge, record, drawing, plan and specification and any theoretical, scientific or practical document, whether written or oral, coming into her possession during the period of her employment at the Company and/or pursuant to the provision of her services to the Company (hereinafter, collectively: "**Information**"). It is clarified that the Information does not include information which is in the public domain.
24. The Employee is aware that the Information is the exclusive property of the Company, and she will not be entitled to use it in any way also after the termination of her employment at the Company, whatever the reason for such termination may be. This undertaking also applies to any information to which she was exposed that belongs to customers of the Company.
25. The Employee undertakes, in the course of her employment and at the conclusion thereof, to deliver to the Company or to whomever it directs any information of whatever kind that came to her knowledge in the course of her employment at the Company within the context of her work, and not to use such information other than on behalf of the Company.
26. The Employee's undertakings in this section are intended to add to, and not detract from, her other undertakings.

Intellectual Property

27. The Employee undertakes to bring to the immediate attention of the Company or whomever it directs any improvement, invention, process, formula, technique, conclusions, know-how, findings, plan, research or test results, developments and the like, whether patentable or not, that were made, conceived, created, initiated or applied by her, whether on her own or together with others, during the period of her employment at the Company, and that are related to any business of the Company (hereinafter, individually and collectively - "**Inventions**"). For the avoidance of doubt, it is hereby clarified that Inventions include, *inter alia*, inventions that had their inception before the commencement of her employment at the Company and/or that were completed after the termination of her employment at the Company.

28. The Employee hereby agrees that all Inventions will be the full and exclusive property of the Company or whomever it directs, and the Company or whomever it directs will have full and exclusive ownership of and title to all patents and other rights associated therewith. The Employee's undertaking to assist the Company in the filing, obtaining and enforcement of patents and Inventions as stated, in any and all countries, will remain in force also after the termination of her employment at the Company, provided the Company compensates her in a reasonable manner for the time she actually devoted to such assistance, insofar as such time was devoted after the termination of her employment at the Company, and for reasonable expenses actually incurred by her.
29. The Employee hereby confirms that she does not and will not have any rights, demands or claims in connection with all or any such Inventions and patents, including rights to royalties or to any other participation or compensation and including also moral rights - if existed - other than the consideration specified in this Agreement.

Computer and Network Use

30. The Company will place at the Employee's disposal an electronic mailbox and a computer, and it will allow the Employee access to the Company's computers and to the Internet, all for the purpose of her work. At the conclusion of the Employee's employment, the electronic mailbox will pass to her replacement and/or to her superiors. Furthermore, the Company may inspect and use material that is stored in the electronic mailbox and on the personal computer that will stand at the disposal of the Employee during her employment. By signing this Agreement the Employee confirms her agreement to the above and waives any claim of violation of her privacy and eavesdropping.

Notice Regarding Employment Terms

31. This Agreement with all its appendices constitutes notice to the Employee regarding the terms of her employment, within the meaning of the Notice to Employee (Employment Terms) Law, 5762-2002.

Endorsement of the Agreement

32. The Employee declares that if all her rights as set forth in this Agreement are maintained, then she agrees to have the Company endorse this Agreement or its undertakings hereunder to a third party, whether through the sale of the Company and/or its activity and/or a part thereof, or solely through the endorsement of this Agreement, and in such event the Employee will not claim entitlement to resign with severance pay.

Prevention of Sexual Harassment

33. The Company takes a harsh view of any violation of the Prevention of Sexual Harassment Law. The Employee confirms that the Company's directives concerning the prevention of sexual harassment were brought to her attention, including the existence of a Code for the Prevention of Sexual Harassment, which can be perused at any time in the office of the Company's sexual harassment compliance officer.

Personal Employment Agreement

34. This Agreement is a personal and specific employment agreement that regulates the relations between the Company and the Employee and establishes, exclusively and exhaustively, the terms of the Employee's employment by the Company. The Employee acknowledges that she has been granted privileges within the framework of this Personal Employment Agreement, and the parties declare that no collective agreements and/or extension orders (if and to the extent they apply) will apply to her, apart from the extension order regarding convalescence pay.

In witness whereof the parties have hereunto set their hands:

/s/ Enertec Electronics Ltd.
The Company

/s/ Tali Dinar
The Employee

APPENDIX A1

General Confirmation Regarding Employers' Payments to Pension Funds and Insurance Funds Instead of Severance Pay

By my power under section 14 of the Severance Pay Law, 5723-1963 (hereinafter - **the Law**), I hereby confirm that payments made by an employer from the date of publication of this confirmation, for an employee's comprehensive pension, to a provident fund for pension which is not an insurance fund, as defined in the Income Tax Regulations (Rules for Approval and Management of Provident Funds), 5724-1964 (hereinafter - **pension fund**), or for an executive insurance policy that includes the possibility of a pension or a combination of payments for a pension plan and for a non-pension plan in an insurance fund as stated (hereinafter - **insurance fund**), including payments which the employer made by a combination of payments to a pension fund and to an insurance fund, whether the insurance fund includes a pension plan or not (hereinafter - **employer payments**), will replace the severance pay to which the employee is entitled for the salary on which said payments were made and the period for which they were made (hereinafter - **exempt salary**), if the following conditions are satisfied:

- (1) Employer payments -
 - (A) To a pension fund - are not less than 14 1/3% of the exempt salary, or 12% of the exempt salary if the employer makes additional payments on behalf of his employee for severance pay supplementation to a provident fund for pension or to an insurance fund at the rate of 2 1.3% of the exempt salary. If an employer does not pay beyond the 12% an additional 2 1/3% as stated, then his payments will come instead of only 72% of the employee's severance pay.
 - (B) To an insurance fund – are not less than one of the following:
 - (1) 13 1/3% of the exempt salary, if the employer makes additional payments on behalf of the employee to assure his monthly income in case of work disability, in a plan approved by the Capital Market, Insurance and Savings Commissioner in the Finance Ministry, at the lower of the rate required to assure 75% of the exempt salary or 2 1/2% of the exempt salary (hereinafter - **work disability payment**).
 - (2) 11% of the exempt salary, if the employer makes an additional work disability payment, and in such case the employer payments will come instead of only 72% of the employee's severance pay. If in addition to the above the employer pays 2 1/3% of the exempt salary for severance pay supplementation to a provident fund for pension or to an insurance fund in the name of the employee, the employer payments will come instead of 100% of the employee's severance pay.
- (2) A written agreement was made between the employer and the employee no later than three months after the commencement of the employer payments that includes -
 - (A) The agreement of the employee to the arrangement pursuant to this confirmation, which details the employer payments as well as the pension fund or the insurance fund, as the case may be. Said agreement must include the text of this confirmation.

- (B) The employer's prior waiver of any right he could have to reimbursement of any amount of his payments, unless the employee's right to severance pay is denied by judgment under sections 16 or 17 of the Law, and to the extent it is so denied, and in case the employee withdrew monies from the pension fund or the insurance fund other than for an entitling event. In this regard, entitling event means death, disability or retirement at the age of 60 or over.
- (3) This confirmation does not derogate from the employee's right to severance pay under the Law, a collective agreement, an extension order or an employment contract, for any salary above the exempt salary.

/s/ Enertec Electronics Ltd.
The Company

/s/ Tali Dinar
The Employee

Summary of material terms of a December 17, 2012 bank loan to Enertec Electronics Ltd.**

The Loan and the Repayment Term: On December 17, 2012, Micronet Enertec Technologies, Inc. (f/k/a/ Lapis Technologies, Inc.) (the "Company"), through its wholly-owned Israeli incorporated subsidiary Enertec Electronics Ltd. ("Enertec"), entered into certain loan and related agreements ("Loan Documents") with Bank Mizrahi Tephahot Ltd, an Israeli bank (the "Bank"), pursuant to which Enertec obtained a loan for 14,000,000 NIS (approximately \$3,685,000 US) (the "Bank Loan"). The Bank Loan provides for a 9,000,000 NIS (approximately \$2.37 Million US) long term loan that is to be repaid within five years (the "Long Term Loan"), and a 5,000,000 NIS (approximately \$1.315 Million US) short term credit line (the "Credit line").

Interest Rate:

The Long Term Loan bears annual interest at a rate of 2.75% plus prime per annum.

The Credit Line bears an initial interest rate of 2% plus prime per annum.

In Israel, the prime lending rate is the average rate of interest charged on loans by commercial banks to private individuals and companies.

Both of these interest rates are adjustable in accordance with the terms of the loan documents.

Covenants: Enertec has covenanted under the Bank Loan that as long as the Bank Loan is not repaid in full:

- (i) Micronet's equity (as defined in the Micronet financials) will not be lower than 25,000,000 NIS (approximately \$6,500,000);
- (ii) Micronet's cash level will not be lower than 5,000,000 NIS (approximately \$1,300,000)
- (iii) Micronet will maintain a financial debt to EBITDA ratio not to exceed 2:1
- (iv) Enertec, as a shareholder, shall act subject to applicable law, to cause the distribution of dividend by Micronet at a level of 50% of the yearly net profit of Micronet but all subject to and without derogating from the from the authority granted to and obligations imposed on the board of directors of Micronet.
- (v) The termination of business by one of the tree largest customers of Micronet shall constitute a cause for the Bank to demand repayment of the Loan.
- (vi) Not to repay any loans or funds, granted and invested (or to be granted and invested) in Enertec by its affiliates, without the Bank's prior written consent.

As of the date hereof Enertec Electronics Enertec and Micronet have met all of their bank covenants. The covenants shall be reviewed based on the audited annual financials and unaudited quarterly financials of Micronet. The covenants shall be based on existing accounting rules and regulations as applied in Enertec Electronics last financials. In the event of changes occurred in the accounting rules and regulations the covenants shall be adjusted to reflect the original economic purpose based on which the covenants were determined.

Main security for the Loan: The Bank Loan is mainly secured by a pledge of Micronet Ltd. In addition, Also, Enertec Systems 2001 Ltd has guaranteed the Bank Loan and assumed the aforementioned covenants (under a guarantee and covenant agreement) with the following adjustments:

- (i) Enertec Systems 2001 ltd equity (as defined in its financials) will not be lower than 18,000,000 NIS and will not constitute less than 30% of the balance sheet;
 - (ii) There will be no change in Enertec Systems 2001 Ltd. controlling shareholders
 - (iii) Enertec Systems 2001 Ltd. will maintain customers' debt to short term loan at a minimum ratio of 140%.
-

Other Ancillary documents As part of the Loan documents the following documents were signed:- Enertec Electronics has executed (i) a deed of pledge for the pledge and lien (fixed charge) of its rights in connection with management fee and/or loans and/or dividends due or which may due from Enertec Systems 2001 ltd; (ii) a letter of ledge and lien pledging rights and monies deposited by Enertec Electronics in the Bank (iii) a letter of set off rights granted to the Bank in an amount up to 3 million NIS.

Fee: Enertec incurred a one-time fee of approx 70,000 NIS (approximately \$17,000 US) in connection with closing on the Bank Loan.

Shareholders Agreement

Made and entered into in Azur on 17 of March, 2013

:Between

.Enertec Electronics Ltd
Private Company no. 511640070
 of 16, Haharoshet St., Or Yehuda 60500
 ("the **"Enertec"**)

;of the First Part

:And

Shlomo Shalev
I.D. no. 057708422
 of 20 Hes St. Rehovot
 ("the **"Shlomo"**)

;of the Second Part

Whereas:

- a. The parties are shareholders of Micronet Ltd., P.N no. 51-0930787 (the "**Company**"), a public company duly registered in Israel, whose shares are traded on the Tel Aviv Stock Exchange;
- e. The parties have reached certain agreements, as specified in this Agreement, with respect to the manner in which they will vote in the shares of the Company held by them according to the terms and conditions herein;

Now therefore, it is declared, agreed and stipulated between the parties as follows**1. Preamble, Annexes, Interpretation and Definitions**

- 1.1. Preamble and Annexes. The preamble and annexes to this Agreement form an integral part hereof and shall constitute an inseparable part hereof. The headings contained in this Agreement are included for convenience of reference only and shall not affect in any way the meaning or interpretation of this Agreement
- 1.2. Definitions. As used in this Agreement, the following terms shall have the following meanings, unless stated explicitly otherwise or the context requires otherwise:
 - 1.2.1. "**The Company**" - Micronet Ltd., public company no. 51-0930787.
 - 1.2.2. "**General Meeting**" - annual general meeting, special general meeting or any other form of general meeting of the shareholders of the Company, either by convention or by written resolution.
 - 1.2.3. "**Holding**" - shall have the meaning ascribed in the Securities Law 5728-1968.
 - 1.2.4. "**Shares**" - ordinary shares of a nominal value of NIS 0.1 each.

2. The Parties' Representations

The parties represent and undertake hereby that there is no impediment, whether by virtue of law or of an agreement to their engagement in this Agreement and to performance of their obligations herein and neither of them needs any third party the consent or approval for their entry into this Agreement.

3. **The Parties Holdings in the Company's Shares**

The parties represent that as of the date of signing this agreement, their holdings of the Company's Shares or in any other securities of the Company that grant any right to the Company's Shares are as follows:

Enertec: 8,709,000 Shares of the Company;

Shlomo: 600,000 Shares of the Company and 400,000 options (non registered for trade) for the purchase of 400,000 Shares of the Company.

4. **Voting arrangements**

The parties undertake upon signing this Agreement, with respect to the fulfillment of their voting rights in the Shares of the Company held by them, as follow:

4.1. At list 48 hours prior to any scheduled General Meeting of the Company, the parties shall conduct a preliminary meeting amongst them in the place and time agreed between them (the "**Preliminary Meeting**"), to coordinate their voting on all matters included on the agenda of the scheduled General Meeting, so the manner of their voting shall be identical. The parties obligate to vote at the General Meeting according to their agreements at the Preliminary Meeting.

4.2. In the event that at the Preliminary Meeting the parties are not able to reach an agreement as per the manner in which they will vote at the scheduled General Meeting, the parties shall vote at the scheduled General Meeting according to Enertec position and instruction. In the event that a party is not able to participate in the scheduled General Meeting, it shall grant the other party a proxy to vote in its name according to agreements reached in this Agreement.

5. **No Voting Agreements with Other Party**

5.1. As long as this agreement is in effect, a party to this Agreement shall not engage in a voting agreement and/or shared holdings and/or coordination and/or corporation ("Additional Voting Agreement") with other shareholder of the Company's Shares, unless the other party written consent to the Additional Voting Agreement was received in advance.

5.2. Without derogating for the above said in section 5.1, in the event Enertec would ask to engage in an Additional Voting Agreement with other shareholder of the Company's Shares, it shall be entitled to do so, even if Shlomo did not give his consent, as stated herein.

6. **Term of the Agreement**

This Agreement shall become valid as of the date of its signature and shall remain in force until a party will notify the other party of its termination. Each party may terminate this Agreement by 90 days prior written notice and the Agreement shall be effectively terminated following the notice period.

7. **Miscellaneous**

- 7.1 Full and Free Consent. The parties declare that they have carefully read this Agreement, fully understood its content and signed it in good and free will.
- 7.2 Assignment. Enertec will be entitled, according to its sole discretion, to assignment any right conferred to it pursuant to this Agreement, and of any duty imposed on it according to the provisions of this Agreement, to any related entity, directly or indirectly, through a subsidiary, an affiliated or branched company, in any manner, without requiring the receipt of Shlomo consent, provided that the receiving entity will assume all of the Enertec's herein towards Shlomo for fulfillment of its undertakings pursuant to this Agreement.
- 7.3 Entire Agreement; Modifications and Amendment and Non-Waiver. This Agreement, including all annexes hereto, exhausts all of the agreements between the parties, and it replaces and terminates any agreement, written or oral, preceding it. Any modification, amendment and/or addition to this Agreement will have no effect, unless done in writing and signed by the parties. No conduct by any of the parties shall be deemed as waiver of any of its rights pursuant to this Agreement or pursuant to any law, or as consent on its behalf to any breach or non-fulfillment of any condition, unless the waiver, consent, delay, change, termination or addition were done explicitly in writing and signed by it.
- 7.4 Notices. Notices pursuant to this Agreement will be provided in writing to the Parties' addresses specified in the preamble to this Agreement. Any notice delivered by registered mail will be deemed as having been received within 4 business days from the date of mailing thereof, if sent by facsimile within one business day from the date of sending thereof, subject to its receipt being confirmed by phone and if by personal delivery - on the date of receipt thereof.

In witness the parties have signed:

/s/ David Lucatz
Enertec Electronics Ltd.

/s/ Shlomo Shalev
Shlomo Shalev

CODE OF BUSINESS CONDUCT AND ETHICS**MICRONET ENERTEC TECHNOLOGIES, INC.**

INTRODUCTION

This Code of Business Conduct and Ethics (the “Code”) contains general guidelines for conducting the business of Micronet Enertec Technologies, Inc. (the “Company”) consistent with the highest standards of business ethics. To the extent this Code requires a higher standard than required by commercial practice or applicable laws, rules or regulations, we adhere to these higher standards.

This Code applies to all of our directors, officers and employees. We refer to all persons covered by this Code as “Company employees” or simply “employees.” We also refer to our Chief Executive Officer, our Chief Financial Officer and any person serving as our controller as our “principal financial officers.”

Ethical business conduct is critical to our business. Each employee and director is expected to read and understand this Code, uphold these standards in day-to-day activities and comply with all applicable policies and procedures. Because the principles described in this Code are general in nature, you should also review the Company’s other applicable policies and procedures for more specific instruction, and contact a member of the Company’s Nominating and Governance Committee (the “Governance Committee”) if you have any questions. Members of the Company’s Governance Committee are identified on the Company’s website and in the Company’s annual proxy statement.

You should sign the acknowledgement form at the end of this Code and return the form to the Company indicating that you have received, read, understand and agree to comply with the Code. The signed acknowledgement form will be located in your personnel files.

Seeking Help and Information

This Code is not intended to be a comprehensive rulebook and cannot address every situation that you may face. If you feel uncomfortable about a situation or have any doubts about whether it is consistent with the Company’s ethical standards, seek help. We encourage you to contact your supervisor for help first. If your supervisor cannot answer your question or if you do not feel comfortable contacting your supervisor, contact a member of the Governance Committee.

Reporting Violations of the Code

All employees have a duty to report any known or suspected violation of this Code, including any violation of the laws, rules, regulations or policies that apply to the Company. If you know of or suspect a violation of this Code, immediately report the conduct to your supervisor or a member of the Governance Committee, who will work with you and your supervisor to investigate your concern. If you do not feel comfortable reporting the conduct to your supervisor or you do not get a satisfactory response, you may contact a member of the Governance Committee directly. A sufficiently detailed description of the factual basis for the allegations should be given in order to allow for an appropriate investigation. All reports of known or suspected violations of the law or this Code will be handled sensitively and with discretion. Your supervisor, the Governance Committee and the Company will protect your confidentiality to the extent possible, consistent with applicable law and the Company’s need to investigate your concern.

It is Company policy that any employee who violates this Code will be subject to appropriate discipline, which may include termination of employment. This determination will be based upon the facts and circumstances of each particular situation. An employee accused of violating this Code will be given an opportunity to present his or her version of the events at issue prior to any determination of appropriate discipline. Employees who violate the law or this Code may expose themselves to substantial civil damages, criminal fines and prison terms. The Company may also face substantial fines and penalties and may incur damage to its reputation and standing in the community. Your conduct as a representative of the Company, if it does not comply with the law or with this Code, can result in serious consequences for both you and the Company.

Policy Against Retaliation

The Company prohibits retaliation against an employee who, in good faith, seeks help or reports known or suspected violations. Any reprisal or retaliation against an employee because the employee, in good faith, sought help or filed a report will be subject to disciplinary action, including potential termination of employment.

Waivers of the Code

Any waiver or amendment of any provision of this Code must be approved in writing. Waivers of this Code for employees may be made only by an executive officer of the Company. Any waiver of this Code for our directors, executive officers or other principal financial officers may be made only by our Board of Directors and will be disclosed to the public as required by law or the rules of the Nasdaq Capital Market or other national securities exchange on which our common stock is traded.

CONFLICTS OF INTEREST

Identifying Potential Conflicts of Interest

A conflict of interest can occur when an employee's private interest interferes, or appears to interfere, with the interests of the Company as a whole. You should avoid any private interest that influences your ability to act in the interests of the Company or that makes it difficult to perform your work objectively and effectively.

Identifying potential conflicts of interest may not always be clear-cut. The following situations are examples of conflicts of interest:

- Outside Employment. No employee should be employed by or provide any services to a company that is a customer, supplier or competitor of the Company. Further, no employee should take part in any activity that enhances or supports a competitor's position.

- Improper Personal Benefits. No employee should obtain any material (as to him or her) personal benefits or favors because of his or her position with the Company. Please see “Gifts and Entertainment” below for additional guidelines in this area.
 - Financial Interests. No employee should have a significant financial interest (ownership or otherwise) in any company that is a customer, supplier or competitor of the Company. A “significant financial interest” means (i) ownership of greater than 1% of the equity of a customer, supplier or competitor or (ii) an investment in a customer, supplier or competitor that represents more than 5% of the total assets of the employee. An employee must first obtain approval from the Governance Committee before acquiring a significant financial interest in any customer, supplier or competitor of the Company.
 - Loans or Other Financial Transactions. No employee should obtain loans or guarantees of personal obligations from, or enter into any other personal financial transaction with, any company that is a customer, supplier or competitor of the Company. This guideline does not prohibit arms-length transactions with banks, brokerage firms or other financial institutions.
 - Service on Boards and Committees. No employee should serve on a board of directors or trustees or on a committee of any entity (whether profit or not-for-profit) whose interests reasonably would be expected to conflict with those of the Company. To avoid confusion, it is a conflict of interest to serve on a board of directors or trustees or on a committee of any company that competes with the Company. Although an employee may serve as a director of a Company supplier, customer, or other business partner, our policy requires that he or she first obtain approval from the Company’s Governance Committee before accepting such directorship.
 - Actions of Family Members. The actions of family members outside the workplace may also give rise to the conflicts of interest described above because they may influence an employee’s objectivity in making decisions on behalf of the Company. As a general rule, employees should avoid conducting Company business with a family member, or with a business in which a family member is associated in any significant role. For purposes of this Code, “family members” include your spouse or life-partner, brothers, sisters and parents, in-laws and children whether such relationships are by blood or adoption. If a family member transaction is unavoidable, an employee must fully disclose the nature of the family member transaction to the Company’s Governance Committee, which must review and approve the transaction in writing in advance. Family member transactions involving the Company’s directors and executive officers must be reviewed and approved in writing in advance by the Company’s Board of Directors. The Company will report any material family member transaction as required by applicable accounting rules, federal securities laws, SEC rules and regulations, and securities market rules. Any dealings with a family member approved by the Board of Directors or its committee must be fair to the Company and the family member and be conducted in such a way that no preferential treatment is given to the Company or the family member.
-

Disclosure of Conflicts of Interest

The Company requires that employees disclose any situations that reasonably would be expected to give rise to a conflict of interest. If you suspect that you have a conflict of interest, or something that others could reasonably perceive as a conflict of interest, you must report it to your supervisor or a member of the Governance Committee. Your supervisor or a member of the Governance Committee will work with you to determine whether you have a conflict of interest and, if so, how best to address it. Although conflicts of interest are not automatically prohibited, they are not desirable and may only be waived as described in “Waivers of the Code” above.

CORPORATE OPPORTUNITIES

As an employee of the Company, you have an obligation to advance the Company’s interests when the opportunity to do so arises. If you discover or are presented with a business opportunity through the use of corporate property, information or because of your position with the Company, you should first present the business opportunity to the Company before pursuing the opportunity in your individual capacity. No employee may use corporate property, information or his or her position with the Company for personal gain or should compete with the Company.

You should disclose to your supervisor the terms and conditions of each business opportunity covered by this Code that you wish to pursue. Your supervisor will contact the Governance Committee and the appropriate management personnel to determine whether the Company wishes to pursue the business opportunity. If the Company waives its right to pursue the business opportunity, you may pursue the business opportunity on the same terms and conditions as originally proposed and consistent with the other ethical guidelines set forth in this Code.

Confidential Information

Employees have access to a variety of confidential information while employed at the Company. Confidential information includes all non-public information that might be of use to competitors, or, if disclosed, harmful to the Company or its customers. Employees have a duty to safeguard all confidential information of the Company or third parties with which the Company conducts business, except when disclosure is authorized or legally mandated. An employee’s obligation to protect confidential information continues after he or she leaves the Company. Unauthorized disclosure of confidential information could cause competitive harm to the Company or its customers and could result in legal liability to you and the Company.

Any questions or concerns regarding whether disclosure of Company information is legally mandated should be promptly referred to a senior officer of the company.

GIFTS AND ENTERTAINMENT

The giving and receiving of gifts is a common business practice. Appropriate business gifts and entertainment are welcome courtesies designed to build relationships and understanding among business partners. However, gifts and entertainment should not compromise, or appear to compromise, your ability to make objective and fair business decisions.

It is your responsibility to use good judgment in this area. As a general rule, you may give or receive gifts or entertainment to or from customers or suppliers only if the gift or entertainment would not be viewed as an inducement to or reward for any particular business decision. All gifts and entertainment expenses should be properly accounted for on expense reports. The following specific examples may be helpful:

- Meals and Entertainment. You may occasionally accept or give meals, refreshments or other entertainment if:

- o The items are of reasonable value;
- o The purpose of the meeting or attendance at the event is business related; and
- o The expenses would be paid by the Company as a reasonable business expense if not paid for by another party.

Entertainment of reasonable value may include food and tickets for sporting and cultural events if they are generally offered to other customers, suppliers or vendors.

- Advertising and Promotional Materials. You may occasionally accept or give advertising or promotional materials of nominal value.
- Personal Gifts. You may accept or give personal gifts of reasonable value that are related to recognized special occasions such as a graduation, promotion, new job, wedding, retirement or a holiday. A gift is also acceptable if it is based on a family or personal relationship and unrelated to the business involved between the individuals.
- Gifts Rewarding Service or Accomplishment. You may accept a gift from a civic, charitable or religious organization specifically related to your service or accomplishment.

If you conduct business in countries outside of the United States, you must be particularly careful that gifts and entertainment are not construed as bribes, kickbacks or other improper payments.

You should make every effort to refuse or return a gift that is beyond these permissible guidelines. If it would be inappropriate to refuse a gift or you are unable to return a gift, you should promptly report the gift to your supervisor. Your supervisor will bring the gift to the attention of or a member of the Governance Committee, which may require you to donate the gift to an appropriate community organization or take other appropriate action. If you have any questions about whether it is permissible to accept a gift or something else of value, contact your supervisor or a member of the Governance Committee for additional guidance.

Note: Gifts and entertainment may not be offered or exchanged under any circumstances to or with any employees of the U.S., state or local governments. If you have any questions about this policy, contact your supervisor or a member of the Governance Committee for additional guidance.

COMPANY RECORDS

Accurate and reliable records are crucial to our business. Our records are the basis of our earnings statements, financial reports and other disclosures to the public and guide our business decision-making and strategic planning. Company records include booking information, payroll, timecards, travel and expense reports, e-mails, accounting and financial data, measurement and performance records, electronic data files and all other records maintained in the ordinary course of our business.

All Company records must be complete, accurate and reliable in all material respects. Undisclosed or unrecorded funds, payments or receipts are inconsistent with our business practices and are prohibited. You are responsible for understanding and complying with our record keeping policy. Ask your supervisor if you have any questions.

ACCURACY OF FINANCIAL REPORTS AND OTHER PUBLIC COMMUNICATIONS

As a public company, we are subject to various securities laws, regulations and reporting obligations. Both federal law and our policies require the disclosure of accurate and complete information regarding the Company's business, financial condition and results of operations. Inaccurate, incomplete or untimely reporting will not be tolerated and can severely damage the Company and result in legal liability.

The Company's principal financial officers have a special responsibility to ensure that all of our financial disclosures are full, fair, accurate, timely and understandable. These employees must understand and strictly comply with generally accepted accounting principles and all standards, laws and regulations for accounting and financial reporting of transactions, estimates and forecasts.

COMPLIANCE WITH LAWS AND REGULATIONS

Each employee has an obligation to comply with all laws, rules and regulations applicable to the Company's operations. These include, without limitation, laws covering bribery and kickbacks, copyrights, trademarks and trade secrets, information privacy, insider trading, illegal political contributions, antitrust prohibitions, foreign corrupt practices, offering or receiving gratuities, environmental hazards, employment discrimination or harassment, occupational health and safety, false or misleading financial information or misuse of corporate assets. You are expected to understand and comply with all laws, rules and regulations that apply to your job position. If any doubt exists about whether a course of action is lawful, you should seek advice from your supervisor or a member of the Governance Committee.

CONCLUSION

This Code of Business Conduct and Ethics contains general guidelines for conducting the business of the Company consistent with the highest standards of business ethics. If you have any questions about these guidelines, please contact your supervisor or a member of the Governance Committee. We expect all Company employees to adhere to these standards.

This Code of Business Conduct and Ethics, as applied to the Company's principal financial officers, shall be our "code of ethics" within the meaning of Section 406 of the Sarbanes-Oxley Act of 2002 and the rules promulgated thereunder.

This Code and the matters contained herein are neither a contract of employment nor a guarantee of continuing Company policy. We reserve the right to amend, supplement or discontinue this Code and the matters addressed herein, without prior notice, at any time.



15 Warren Street, Suite 25
Hackensack, New Jersey 07601
(201) 342-7753
Fax: (201) 342-7598

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Board of Directors
Micronet Enertec Technologies, Inc. (formerly known as "Lapis Technologies, Inc.")
70 Kinderkamack Road
Emerson, NJ 07630

Gentlemen:

We consent to the use in this Amendment No. 2 to the Registration Statement on Form S-1/A of our report dated March 23, 2012, except for Notes 18C and 19, shares outstanding, and per share information as to which the date is March 14, 2013, relating to the consolidated financial statements of Lapis Technologies, Inc. for the year ended December 31, 2011, which appears in such registration statement.

We also consent to the reference to us under the heading "Experts" in such Registration Statement.

/s/ Paritz & Company, P.A.

Paritz & Company, P.A.
Hackensack, New Jersey
March 18, 2013

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the reference to our firm under the caption “Experts” and to the use of our report dated March 18, 2012, with respect to the consolidated financial statements of Micronet Ltd. and its subsidiary for the years ended December 31, 2011 and 2010 appearing in the Prospectus, which is a part of this Registration Statement on Form S-1 of Micronet Enertec Technologies, Inc. (f/k/a Lapis Technologies, Inc.)

Tel-Aviv, Israel
March 14, 2013

/s/ Kost Forer Gabbay & Kasierer
KOST FORER GABBAY & KASIERER
A Member of Ernst & Young Global



Ziv Haft
Head Office: Amot Bituach House Bldg. B
48 Dereh Menahem Begin Rd.
Tel Aviv 66180, Israel
www.bdo.co.il E-mail: bdo@bdo.co.il

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the use in the Prospectus constituting a part of this Registration Statement of our report dated March 14, 2013 relating to the consolidated financial statements of Micronet Enertec Technologies Inc. (formerly known as "Lapis Technologies Inc.") which are contained in that Prospectus.

We also consent to the reference to us under the caption "Experts" in the Prospectus.

/s/ Ziv Haft

Ziv Haft
Certified Public Accountants (Isr.)
BDO Member Firm

Tel Aviv, Israel
March 15, 2013

CONSENT

The undersigned hereby consents to being named in the registration statement on Form S-1 and in all subsequent amendments and post-effective amendments or supplements thereto and in any registration statement for the same offering that is to be effective upon filing pursuant to Rule 462(b) under the Securities Act (the "Registration Statement") of Lapis Technologies, Inc., a Delaware corporation (the "Company"), as an individual to become a director of the Company and to the inclusion of his biographical information in the Registration Statement.

In witness whereof, this consent is signed and dated as of the 19th day of February, 2013.

/s/ Jeffrey P. Bialos
Jeffrey P. Bialos

CONSENT

The undersigned hereby consents to being named in the registration statement on Form S-1 and in all subsequent amendments and post-effective amendments or supplements thereto and in any registration statement for the same offering that is to be effective upon filing pursuant to Rule 462(b) under the Securities Act (the “Registration Statement”) of Lapis Technologies, Inc., a Delaware corporation (the “Company”), as an individual to become a director of the Company and to the inclusion of his biographical information in the Registration Statement.

In witness whereof, this consent is signed and dated as of the 11th day of February, 2013.

/s/ Jacob Berman
Jacob Berman

CONSENT

The undersigned hereby consents to being named in the registration statement on Form S-1 and in all subsequent amendments and post-effective amendments or supplements thereto and in any registration statement for the same offering that is to be effective upon filing pursuant to Rule 462(b) under the Securities Act (the “Registration Statement”) of Lapis Technologies, Inc., a Delaware corporation (the “Company”), as an individual to become a director of the Company and to the inclusion of his biographical information in the Registration Statement.

In witness whereof, this consent is signed and dated as of the 24th day of February, 2013.

/s/ Miki Balin
Mikhael (Miki) Balin

March 18, 2013

VIA EDGAR

Amanda Ravitz
Assistant Director
United States Securities and Exchange Commission
Division of Corporation Finance
Mail Stop 3628
100 F Street, N.E.
Washington, D.C. 20549

Re: Micronet Enertec Technologies, Inc. (formerly known as Lapis Technologies, Inc.)
Registration Statement on Form S-1
File No. 333-185470

Dear Ms. Ravitz:

On behalf of Micronet Enertec Technologies, Inc. ("Micronet Enertec"), transmitted herewith is Amendment No. 2 ("Amendment No. 2") to the above-referenced filing (the "Registration Statement"). We acknowledge receipt of the comment letter of the Staff (the "Staff") of the U.S. Securities and Exchange Commission dated February 22, 2013 (the "Staff Letter") with regard to Amendment No. 1 to the Registration Statement. For your convenience, we have enclosed a courtesy package that includes a copy of Amendment No. 2, which has been marked to show changes from Amendment No. 1 to the Registration Statement. In addition to addressing the comments raised by the Staff in the Staff Letter, Micronet Enertec has revised the Registration Statement to update other disclosures.

We have reviewed the Staff Letter with Micronet Enertec and the following are its responses to the Staff Letter. For ease of reference, the responses are numbered to correspond to the numbering of the comments in the Staff Letter and the comments are reproduced in italicized form below. Unless specifically stated otherwise, the page numbers in the responses refer to pages of Amendment No. 2 and the defined terms used herein have the definitions given to them in Amendment No. 2.

Prospectus Summary, page 1

1. *We note your response to our prior comment number 3. Please revise further to clarify whether you manufacture and own the intellectual property related to all of your products. Your disclosure throughout suggests that you do not seek patent protection and may also license in some of your intellectual property. Please describe whether you believe that your products represent proprietary technology.*

Micronet Enertec acknowledges the Staff's comment. Micronet Enertec believes that its disclosure on page 43 sufficiently describes its belief that Micronet's manufacturing processes, and therefore its products, incorporate and benefit from proprietary information and technology. Micronet Enertec has revised the Registration Statement to describe whether it believes Enertec's products represent proprietary technology. See page 36.

2. *Please revise further your discussion on the second paragraph under "Our Business" to discuss the factors affecting your decision regarding whether to exercise your option to purchase additional Micronet ordinary shares and to disclose whether any third parties continue to hold similar options.*

Micronet Enertec acknowledges the Staff's comment and has revised the Registration Statement to discuss the factors affecting its decision whether to exercise such option and the extent to which third parties hold similar stock options that could dilute Micronet Enertec's percentage interest in Micronet. See pages 1, 23 and 32.

Risk Factors, page 9

Micronet may cease to be eligible for, or receive reduced, tax benefits under Israeli law, page 11

3. *We note your response to our prior comment number 11. Please revise further so that investors can understand what factors are considered in determining whether you are an "industrial company."*

Micronet Enertec acknowledges the Staff's comment and has revised the Registration Statement to further explain such factors. See page 11.

Special Note Regarding Forward-Looking Statements, page 17

4. *We note your response to our prior comment number 12. Please revise to remove the final sentence on page 17.*

Micronet Enertec acknowledges the Staff's comment. The subject sentence has been deleted from the Registration Statement.

* * *

March 18, 2013

Page 3

The Staff is invited to contact me at (212) 451-2327 with any comments or questions it may have.

Sincerely,

/s/ Kenneth M. Silverman
Kenneth M. Silverman

cc: David L. Lucatz
Guy Eyal, Adv.
Steve Wolosky, Esq.
Oded Har-Even, Esq.
