

ELECTRONICS LINE 3000 LTD.

("Company")

ISIN: IL0010905052

2 Granit Street, Kiryat ArieH, Petach Tikva, Israel

Telephone: +972-3- 9181333, Fax: +972-3-9212225

www.electronics-line.com

NOTICE OF AN ANNUAL GENERAL MEETING OF SHAREHOLDERS

Petach Tikva, Israel

April 29, 2010

Dear Shareholder,

You are hereby invited to attend the Annual General Meeting of Shareholders ("the Meeting") of Electronics Line 3000 Ltd. (the "Company") to be held at 14:30 on Monday, June 7, 2010, at the Company's offices at 2 Granit Street, Kiryat ArieH, Petach Tikva, Israel.

The purpose of this Meeting is to set forth in the accompanying "Statement of the Company" for voting by means of Proxy. For the reasons set forth in the Statement of the Company, the Company's Board of Directors recommends that you vote "FOR" the proposals set forth and specified on the enclosed form for voting by means of Proxy (Attachment B).

A copy of the Proxy is also available on the Company's web site: www.electronics-line.com

The determining date with regard to the eligibility of shareholders to vote at the Meeting, as stated in Section 182 of the Israeli *Companies Law, 1999*, is the end of the day of trading in Frankfurt, Germany, the exchange on which the shares of the Company are traded, on May 6, 2010. If no trading of the Company's shares takes place on such date the determining date shall be the last day of trading preceding such date ("Record Date").

Shareholders, whose shares are securitized by a global share certificate deposited at Clearstream Banking AG, and who wish to exercise their voting rights, may choose one of the following two alternative voting procedures approved by a recognized financial institution:

1. To send their Ownership Certificate in the form attached hereto as Attachment A ("Ownership Certificate") confirming their ownership of shares of the Company on the Record Date approved by a recognized financial institution together with the notice of appointment and instructions for voting by means of Proxy in the form attached hereto as Attachment B ("Proxy") directly to the Company. The Ownership Certificate and the Proxy must be received by the Company at its offices no later than 48 hours before the Meeting, via the Company's fax number, +972-3-9212225 or mail as an alternative, or
2. To send their Ownership Certificate approved by a recognized financial institution together with the notice of appointment and instructions for voting by means of Proxy via their depository bank to BANKHAUS NEELMEYER AG, Am Markt 14-16, 28195 Bremen, GERMANY, fax number +49-(0) 421-3603-153, no later than 48 hours before the Meeting. BANKHAUS NEELMEYER AG will forward the shareholders' Proxies together with the Ownership Certificate to the Company.

Shareholders who wish to vote in person shall arrive the Meeting at the said time and place with their original Ownership Certificate, provided that they have delivered their Ownership Certificate approved by a recognized financial institution directly to the Company and that their Ownership Certificate was received by the Company at its offices no later than 48 hours before the Meeting, via the said Company's fax number or mail as an alternative.

By Order of the Board,

Mr. Moshe Alkelai
Chairman of the Board

ELECTRONICS LINE 3000 LTD.

STATEMENT OF THE COMPANY

The enclosed Statement is solicited on behalf of the Board of Directors (the "Board") of Electronics Line 3000 Ltd. (the "Company") for use at the Company's Annual General Meeting of Shareholders (the "Meeting") to be held at 14:30 on Monday, June 7, 2010, at the Company's offices at 2 Granit Street, Kiryat Arieh, Petach Tikva, Israel or at any adjournment or postponement thereof, for the purposes set forth herein.

It is proposed that at the Meeting, the shareholders of the Company ("Shareholders") approve the following resolutions:

- (1) To appoint Mr. Moshe Alkelai, Ms. Mazal Alkelai, Mr. Lior Meidan and Mr. Oded Tik to serve as directors of the Company until the next Annual General Meeting.
- (2) To appoint Mr. Dan Elnathan as an external director of the Company with accounting and financial expertise commencing as of the date of the Meeting, in addition to Mr. Rafi Durst who shall continue to serve as an external director of the Company with accounting and financial expertise;
- (3) To re-appoint the accounting firm of Kost, Forer, Gabbay & Kasierer (Ernst & Young Group), as the Company's auditor until the next Annual Meeting, and to authorize the Board to determine the auditor's fees.
- (4) To discuss the Company's 2009 financial reports and the Board's report on the annual business affairs of the Company for 2009.

The Board decided, after due consideration, for the benefit of the Company's growth, that for the fiscal year 2009, no dividends will be paid.

The approval of proposals 1 and 3 requires the affirmative vote of at least a majority of the votes of shareholders present and voting at the Meeting in person or by proxy.

The approval of proposal 2 requires the affirmative vote of at least a majority of the votes of shareholders who participate in the voting at the Meeting in person or by proxy. In addition, such majority must include one of the following:

- (a) At least one third (1/3) of shareholders present at the time of voting, who are not holders of control in the Company or representatives of such persons; in counting the total votes of such shareholders, abstentions shall not be taken into account;
- (b) The total number of votes of the shareholders mentioned in clause (a) above that vote against such proposal does not exceed one percent (1%) of the total voting rights in the Company.

Only shareholders of record at the close of business on the Record Date will be entitled to a notice of and to vote at the Meeting, provided that such shareholders sent their Ownership Certificate and Proxy to the offices of the Company, no later than 48 hours before the Meeting, as detailed in the notice.

Shareholders may revoke the authority granted by their execution of proxies at any time before the effective exercise thereof, by filing with the Company a written notice of revocation or a duly executed proxy bearing a later date, or by voting in person at the Meeting.

In order for there to be a legal quorum at the Meeting, there must be present, in person or by proxy, no less than two (2) shareholders holding or representing at least one-quarter (1/4) of the voting rights in the Company. If after half an hour of the commencement of the Meeting no legal quorum is present, the Meeting will automatically be adjourned for one week and shall reconvene at the same time and location, unless notified otherwise by the Board. At such adjourned Meeting the same agenda will be applicable and the legal quorum will be two (2) shareholders.

The share capital of the Company at the point of time of the notice of the Annual General Meeting of Shareholders is NIS (New Israeli Shekel) 50,814,240 and is divided into 10,162,848 ordinary shares. The total number of voting rights at the point of time of notice of the Annual General Meeting of Shareholders is 10,162,848.

The financial statements for the financial year 2009 can be downloaded from the web site of the Company (www.electronics-line.com). The financial statements are also available during business hours in the office of the Company at 2 Granit Street, Kiryat Arie, Petach Tikva, Israel and can be reviewed by the shareholders during the annual general meeting. Copies of the financial statements will be made available to the shareholders on demand free of charge.

ITEM 1 – APPOINTMENT OF DIRECTORS

The Board has recommended appointing Mr. Moshe Alkelai, Ms. Mazal Alkelai, Mr. Lior Meidan and Mr. Oded Tik, as Directors on the Company's Board.

Proxies (other than those directing the proxy holders not to vote for all or certain of the listed nominees) will be voted for the election of each of the four (4) nominees, to hold office until the next Annual Meeting and until its successor shall have duly taken office, or such earlier time as it shall resign or be removed from the Board pursuant to the terms of the Articles of Association of the Company or the Companies Law. The Company is unaware of any reason why any of the nominees, if elected, should not be able to serve as a Director.

It is proposed that at the Meeting, the following resolution be adopted:

1 “RESOLVED, that Mr. Moshe Alkelai, Ms. Mazal Alkelai, Mr. Lior Meidan and Mr. Oded Tik, be and hereby are, appointed as Directors on the Company's Board of Directors.”

The Board recommends a vote FOR the approval of this proposed resolution.

ITEM 2 – APPOINTMENT OF EXTERNAL DIRECTOR WITH ACCOUNTING AND FINANCIAL EXPERTISE

The Board has recommended appointing Mr. Dan Elnathan as an external director of the Company with accounting and financial expertise, commencing as of the date of the Meeting for a three-year-term in accordance with the provision of the *Companies Law, 1999*.

It is proposed that at the Meeting, the following Resolution be adopted:

2 “RESOLVED, that Mr. Dan Elnathan is appointed as an external director of the Company with accounting and financial expertise, commencing as of the date of the

Meeting for a three-year-term in accordance with the provision of the *Companies Law, 1999*.”

The Board recommends a vote FOR the approval of this proposed resolution.

The statement of the external director, as required by the *Companies Law, 1999*, is available for review at the Company’ offices.

Mr. Dan Elnathan, the external director, shall be entitled to his fees in the fixed amount as set forth in the *Companies Regulations (Rules regarding Fees and Expenditures for External Directors), 2000*;

All the Board members shall receive from the Company indemnification and exemption letters and shall be included in the Company’s Directors and Officers Liability Insurance, according to the accepted policies of the Company.

ITEM 3 - APPROVAL OF REAPPOINTMENT OF AN AUDITOR

The Board has recommended to reappoint Kost, Forer Gabbay & Kasierer as the auditor of the Company until the next Annual General Meeting and to authorize the Board to determine the auditor’s fees.

It is proposed that at the Meeting, the following resolution be adopted:

3 “RESOLVED, to reappoint Kost Forer Gabbay & Kasierer as the auditor of the Company until the next Annual General Meeting, and that the Board of Directors, hereby is, authorized to determine the fees of the said auditor.”

The Board recommends a vote FOR the approval of this proposed resolution.

By Order of the Board of Directors,

Mr. Moshe Alkelai

Chairman of the Board

Dated: April 29, 2010

Attachment A

Electronics Line 3000 Ltd.

Ownership Certificate

Company Name: Electronics Line 3000 Ltd.

Company Registration Number: 51-3342535

We, the undersigned, hereby certify, as of May 6, 2010, as follows:

Details of Shareholder:

(If there are several joint owners of the shares, their details should all be included)

(1) Name of shareholder _____

(2) Nationality of shareholder _____

(3) I.D. No. _____

If shareholder does not hold an Israeli I.D. –

Passport No. _____ The Country of issuance _____

If shareholder is a corporation –

Corporate identity number _____

Country of incorporation _____

Details on the Shares:

(4) Name of the security – Ordinary Share;

Par value – N.I.S 5.00;

ISIN code – IL0010905052

(5) Number of Shares - _____

(6) Type of Shares: Ordinary

Approval by the recognized financial institution:

By: _____

Date: _____

Attachment B

ELECTRONICS LINE 3000 LTD.

**THIS NOTICE OF APPOINTMENT AND INSTRUCTIONS FOR VOTING BY
MEANS OF PROXY (“PROXY”) IS SOLICITED BY THE BOARD OF
DIRECTORS
FOR THE ANNUAL GENERAL MEETING OF SHAREHOLDERS
TO BE HELD ON JUNE 7, , 2010**

KNOW ALL PERSONS BY THESE PRESENTS, that the undersigned hereby constitutes Yonit Kam and Yaron Herman, each of them, the true and lawful attorneys, agents and proxies of the undersigned, with full power of substitution, to vote with respect to all the Ordinary Shares of ELECTRONICS LINE 3000 LTD. (the “**Company**”), standing in the name of the undersigned at the close of trading on Thursday May 6, 2010, at the Annual General meeting of Shareholders of the Company to be held at 14:30 on Monday, June 7, 2010, at the Company’s offices at 2 Granit Street, Kiryat ArieH, Petach Tikva, Israel and any and all adjournments thereof, with all power that the undersigned would possess if personally present and especially (but without limiting the general authorization and power hereby given) to vote as follows:

1. To appoint Mr. Moshe Alkelai, Ms. Mazal Alkelai, Mr. Lior Meidan and Mr. Oded Tik as Directors on the Company’s Board of Directors.

FOR

AGAINST

ABSTAIN

2. To appoint Mr. Dan Elnathan to serve as an external director of the Company with accounting and financial expertise for a three-year-term commencing as of the date of the Meeting.

FOR

AGAINST

ABSTAIN

3. To reappoint Kost Forer Gabbay & Kasierer as the auditor of the Company until the next Annual General Meeting, and that the Board of Directors, hereby is, authorized to determine the fees of the said auditor.

FOR

AGAINST

ABSTAIN

The shares represented by the Proxy will be voted in the manner directed, and if no instructions to the contrary are indicated, will be voted “FOR” in all Proposals listed above.

Dated: April 29, 2010,

Name

Signature

Please sign exactly as name appears at the Ownership Certificate. Each joint owner should sign. Executors, administrators, trustees, etc. should indicate the capacity in which they sign.