



## Press Release

---

MediVision Medical Imaging Ltd.

☎ + (972) 4-989-4884

☎ + (972) 4-989-4883

✉ P.O. Box 45, Hermon Building, Industrial Park, Yokneam Elit 20692, Israel

📧 noam@medivision-ois.com

**FOR IMMEDIATE RELEASE**

### ***OPHTHALMIC IMAGING SYSTEMS TO MERGE with MEDIVISION***

#### ***MEDIVISION SHARES TO BE CONVERTED TO OIS STOCK***

Yokneam Elit, Israel, MediVision Medical Imaging Ltd. ("MV", EURO.NM: MEDV) announced today, March 26, 2007 that it signed a Merger agreement with Ophthalmic Imaging Systems ("OIS", OTC BB:OISI), MV's US Subsidiary, under which MV will become a subsidiary of OIS in a stock transaction.

According to the Merger agreement and subject to the conditions of the agreements as defined hereinafter, MV ACQUISITIONS Ltd ("MVA"), an Israeli company under incorporation and a wholly-owned subsidiary of OIS, and MV intend to effect the merger of MVA with and into MV (the "Merger"), following which, MVA will cease to exist, MV's outstanding shares will be converted into shares of OIS common stock, and MV will become a wholly-owned subsidiary of OIS.

At the effective time of the merger each MediVision ordinary share will be converted into 1.66 shares of OIS common stock, for a total of approximately 11.3 million shares of OIS common stock ("OIS Shares"). OIS Shares will be listed for trade on the NASDAQ OTC Bulletin Board under the ticker symbol 'OISI'.

This ratio takes in account the approximately 9.4 million OIS shares held by MediVision and an additional aggregate amount of approximately 1.9 million shares of OIS common stock (taking into account MediVision's current outstanding share capital), reflecting the following assets and liabilities including:

- MediVision's product pipeline;
- MediVision's research and development capabilities;
- MediVision's sales and distribution capabilities;
- MediVision's German-based subsidiary; and
- MediVision's debt of approximately \$2.85 million

In addition, outstanding options and warrants to purchase MV shares shall also be converted into options or warrants in the same exchanged ratio, as the case may be, to purchase shares of OIS Common Stock. The Merger agreement also includes additional provisions regarding certain rights of major shareholders of MV, voting arrangements, registration rights and provisions applicable to share transfers.

The respective valuations of both MediVision and OIS for the purpose of the merger were not determined by the market prices of the shares (which are not indicative of economical value of both companies) but rather were based upon fairness opinions, prepared by independent third parties, taking into account the respective assets, liabilities, business plans, products and technologies, prospects and various other considerations.

Noam Allon, MediVision's President and Chief Executive Officer will retain his position and is expected to also become Active Vice Chairman of the Board of Directors of OIS and serve as CTO of OIS; OIS's Chief Executive Officer, Gil Allon and OIS's Chief Financial Officer, Ariel Shenhar will continue as Chief Executive Officer and Chief Financial Officer of OIS, respectively.

MediVision is intended to remain based in Yokneam-Elit, Israel with approximately 30 employees including sales office in Belgium and a subsidiary in Germany. The company is expected to benefit

from improved operating efficiencies, including improved marketing capabilities and market position. The addition of MediVision's new product pipeline is expected to help increase OIS' footprint in the market, while the transfer of a strategic relationship with Agfa, will deepen OIS' PACS capabilities in the ophthalmology arena.

"This Merger which has been consummated over a long period of time is an important element in the mutual history of MediVision and OIS", said Noam Allon, MediVision's Chief Executive Officer. "It will contribute to stronger marketing of our existing and upcoming products and solutions. It should result in one united share for shareholders of both companies. The Merger will reduce the maintenance costs of two separate publicly traded companies into one company. MediVision will enjoy the benefits of being a subsidiary company of a bigger sized company with a well spread Selling force that will contribute the promotion of both companies pipeline of future ophthalmic products."

"This transaction will clearly be a win-win situation for both companies' customers while significantly enhancing value for all shareholders," said Yigal Berman, chairman of OIS. "The merger of MediVision will strengthen operational capabilities and product offerings, while enhancing capacity to continue to grow to serve the needs of existing OIS and MediVision customers. "

The Merger which was unanimously approved by both companies' Boards of Directors, OIS' special independent committee and MediVision's audit committee, is expected to close by the end of the third quarter of 2008 and will be subject to approval by OIS and MV's shareholders in special shareholders meeting, as well as securing all other approvals and consents which are legally required. The Company will publish a detailed description of OIS, MediVision, the terms of the transaction, the basis for determining the respective valuations of OIS and MediVision for the purpose of the merger, and the procedures for approval and consummation of the transaction, prior to convening a meeting of MV shareholders for approval of the Merger. Following this press release, OIS is required under US law to publish the main documents of the merger with a short summary of each in an 8-K form. MediVision will make such form available to the public on MediVision web-site: [www.medivision-ois.com](http://www.medivision-ois.com).

---

**About MediVision** - MediVision specializes in digital imaging devices for medical ophthalmic applications with an emphasis on diagnostics related to the eye retina. MediVision's products are designed to provide digital upgrades for a range of ophthalmic imaging systems, thus significantly enhancing imaging capability and providing its users with advanced diagnostic tools. The company has significant market share and is a market leader in the ophthalmic digital imaging field. As of the balance sheet date, the Company owns 56% interest in Ophthalmic Imaging Systems Inc. based in Sacramento, California, USA and 63% interest in CCS Pawlowski GmbH based in Jena, Germany.

**About Ophthalmic Imaging Systems** - Ophthalmic Imaging Systems ([www.oisi.com](http://www.oisi.com)), a majority-owned subsidiary of MediVision, is the leading provider of ophthalmic digital imaging systems. The Company designs, develops, manufactures and markets digital imaging systems and informatics solutions for the eye care market. With over twenty years in the ophthalmic imaging business, the Company has consistently introduced new, innovative technology. The Company, together with MediVision, co-markets and supports their products through an extensive network of dealers, distributors, and direct representatives.

OIS is a registered member Company listed on [www.OTCVillage.com](http://www.OTCVillage.com).

---

This Release contains certain forward-looking statements and information relating to the Company that are based on the beliefs of the Management of the Company as well as assumptions made by and information currently available to the Management of the Company. Such statements reflect the current views of the Company with respect to future events, the outcome of which is subject to certain risks and other factors, which may be outside of the Company's control. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results of outcomes may vary materially from those described herein as projected, anticipated, believed, estimated, expected or intended.

---

For more information, please contact: **Noam Allon**

President, Chief Executive Officer

Tel. +972-4-9894884; Fax +972-4-9894883

E-mail: [noam@medivision-ois.com](mailto:noam@medivision-ois.com)