

MTI WIRELESS EDGE LTD. (the "Company")
Form of Instruction - Annual and Extraordinary General Meeting

THIS FORM OF INSTRUCTION IS TO BE COMPLETED BY REGISTERED HOLDERS OF DEPOSITARY INTERESTS ("Dis")

I/We

Please insert full name(s) and address(es) in BLOCK CAPITALS

Of

I/we hereby instruct the Custodian, "Computershare Company Nominees Limited" to vote on my/our behalf at the General Meeting of the Company, to be held at 14.00 on 9 March 2022, at the offices of Allenby Capital Limited, 5 St Helen's Place, London, EC3A 6AB or at any adjournment thereof.

Agenda of the General Meeting:	Vote ¹			For the purpose of proposals 8-12 – Are you a controlling shareholder and /or an interested party in the resolution ? ²	
	For	Against	Abstain	Yes	No
1.Presentation of the 2021 financial reports.	(no vote required)				
2.To approve the re-election of Mr. Zvi Borovitz as non-executive chairman of the Company.					
3.To approve the re-election of Mr. Moni Borovitz, the Company's current CEO, as a director of the Company.					
4.To approve the re-election of Mr. Dov Feiner, as a director of the Company.					
5.To approve the re-election of Mr. David Yariv as a non-executive director of the Company.					
6.To approve the re-election of Brigadier General (retired) Amnon Sofrin as a non-executive director of the Company.					
7.To approve the re-appointment of BDO Israel LLP as the Company's auditors for the year 2022 and authorize the Company's board of directors to determine the auditors' remuneration for such year.					
8.To approve the appointment of Mr. Luke Ahern as external director of the Company for three (3) years following his appointment.					
9.To approve the updated policy for officers remuneration.					
10.Subject to the approval of proposals 9 above, to approve the amendments to the management services agreement between the Company and Mokirei Aya Management (2003) Ltd.					

¹ No indication shall be deemed as abstention from voting on that issue.

² The vote of a shareholder who fails to fill-in this column or indicates "yes" and fails to specify shall not be counted.

Signature(s):.....Date:2022

11.To approve issuing an indemnification letter to Mr. Luke Ahern, with effect from the date of the commencement date of his service to the Company.					
12.Subject to the approval of proposal 9 above, to approve the amendments to the compensation package to Mr. Dov Feiner.					

* If you have indicated that you are a controlling shareholder or that you have a personal interest in the resolution, please specify:

Signature(s):.....Date:2022

NOTES:

1. To be effective, a completed and signed Form of Instruction and the power of attorney or other authority (if any) under which it is signed, or a notarially or otherwise certified copy of such power or authority, must be delivered to Computershare Investor Services PLC (the “**Custodian**”) at The Pavilions, Bridgwater Road, Bristol BS99 6ZY, United Kingdom, together with any power of attorney or other authority under which it is signed, by no later than 72 hours before the time fixed for the meeting or any adjourned meeting.
2. In the case of a corporation, the Form of Instruction must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised, stating their capacity (e.g. director, secretary).
3. Please indicate how you wish your votes to be cast by placing “X” in the box provided. On receipt of this form duly signed, you will be deemed to have authorised the Custodian to vote, or to abstain from voting, as per your instructions.
4. If this Form of Instruction is duly signed and returned, but with no specific direction as to how you wish your votes to be cast, the form will be rejected.
5. The Custodian will appoint the Chairman of the meeting as its proxy to cast your votes. The Chairman may also vote or abstain from voting as he or she thinks fit on any other resolution (including amendments to resolutions) which may properly come before the meeting.
6. The ‘Abstain’ option is provided to enable you to abstain from voting on the resolutions. However, it should be noted that an ‘Abstain’ is not a vote in law and will not be counted in the calculation of the proportion of the votes ‘For’ and ‘Against’ a resolution.
7. Any alterations made to this Form of Instruction should be initialled.
8. The completion and return of this Form of Instruction will not preclude a DI holder from virtually attending the meeting and voting in person. Depositary Interest holders wishing to virtually attend and vote at meeting via webcast must notify the Depositary in writing or email UKALLDITeam2@computershare.co.uk to arrange a letter of representation detailing the web address and attendance ID.
9. Entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Depositary Interest register as at close of business on 10 February, 2022.
10. **Quorum**
According to the Company's Articles, two or more holders of Ordinary Shares, present in person or by proxy and holding shares conferring in the aggregate at least 25% of the voting power of the Company, shall constitute a quorum at General Meetings. If within half an hour from the time set for the meeting a quorum is not present, in person or by proxy, the meeting shall stand adjourned to the same day in the next week, at the same time and place. At such adjourned meeting, if a quorum is not present, in person or by proxy, any one (1) shareholder (not in default as aforesaid) present in person or by proxy, shall constitute a quorum (subject to rules and regulations, if any, applicable to the Company).

Required Majority:

In accordance with the provisions of the Israeli Companies Law, the proposed resolutions require an affirmative vote as follows:

- The approval of Proposals **2, 3, 4, 5, 6, 7** are contingent upon the favorable vote of a simple majority of the Company's shareholders attending (in person or by proxy) and voting at the Meeting (excluding any abstentions).
- The approval of Proposals **8, 9, 10, 11, 12** requires the affirmative vote of the Company's shareholders holding at least a majority of the Company's Ordinary Shares present, in person or by proxy, and voting on the matter, provided that one of the following shall be fulfilled: (i) at least a majority of the shares of the voting shareholders who are not controlling shareholders or do not have a personal interest in the approval (in counting the total votes of such shareholders, abstentions shall not be taken into account) or (ii) the total number of votes

Signature(s):.....Date:2022

against the proposal among the shareholders mentioned in paragraph (i) does not exceed two percent (2%) of the aggregate voting power in the Company

Pursuant to the Israeli Companies Law, a "**Personal Interest**" is deemed to be a personal interest in the engagement contemplated by the resolution, including the interest of certain family relatives and of corporations affiliated to any person having such interest, but excluding a personal interest stemming from the fact of a shareholding in the Company, and including a personal interest of a person voting pursuant to a proxy given to him by another person even if the said other person does not have a personal interest.

Pursuant to the Israeli Companies Law, a "**controlling shareholder**" is deemed to be any shareholder that has the ability to direct the activities of the Company, other than such ability resulting only from serving as a director or as another office holder of the Company. Any shareholder holding 50 percent or more of either the voting rights in the Company or the rights to appoint directors or the Company's general manager is presumed to be a controlling shareholder.

For this purpose, in vote with respect to proposals 8-12 (included) you are asked to indicate in the Form of Instruction whether you are a controlling shareholder or have a personal interest in approving the resolution. Any alterations to this form must be initiated by you.

Your vote will not be counted if you fail to indicate on the Form of Instruction whether you are a controlling shareholder or have a personal interest in the resolution or to specify the nature thereof.

Signature(s):.....Date:2022