

MTI WIRELESS EDGE LTD.

(the "Company")

Form of Proxy

Extraordinary General Meeting

Before completing this form, please read the explanatory notes on the reverse of the form.

I/We _____ being holders of _____ shares appearing on the Company's register of members on 20 June 2018, appoint the chairman of the meeting or _____ (see Note 5) as my/our proxy to attend and vote on my/our behalf at the Extraordinary General Meeting of the Company to be held at 10.00 am (London time) on 18 July 2018 at the office of Allenby Capital Limited, 5 St Helen's Place, London, EC3A 6AB, United Kingdom, and at any adjournment of the meeting.

I/We instruct my/our proxy to vote on the resolution to be proposed at the meeting as indicated below (unless otherwise instructed, the proxy may vote or abstain from voting as he or she sees fit in relation to any business to be considered at the meeting):

Resolution	For	Against	Abstain
To approve the merger of the Company with MTI Computers & Software Services (1982) Ltd. pursuant to the terms of the Merger Agreement.			

Please indicate if you are a controlling shareholder of the Company or have a personal interest in the resolution*.

Yes	No

* 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:.....2018

NOTES:

1. If you do not have a Form of Proxy and believe that you should have one, or if you require additional forms, please contact Computershare Investor Services PLC. All forms must be signed and should be returned together in the same envelope
2. To be valid, a completed and signed Form of Proxy or other instrument appointing a proxy and any power of attorney or other authority under which it is signed, or a notarially certified or office copy of such power or authority, must be received by post or (during normal business hours only) by hand to the Company's registrar, Computershare Investor Services PLC, at The Pavilions, Bridgwater Road, Bristol BS99 6ZY, United Kingdom or to the Company at its registered address, not later than 48 hours before the time fixed for the meeting or any adjourned meeting..
3. The return of a completed Form of Proxy, or other such instrument will not prevent a shareholder attending the EGM and voting in person if he/she wishes to do so. Pursuant to the Israeli Companies Law, to be entitled to attend and vote at the EGM (and for the purpose of the determination by the Company of the votes they may cast), shareholders must be registered in the register of the Company by close of business on 20 June 2018. Changes to the Company's register after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the EGM.
4. The quorum for the EGM shall be two or more shareholders present in person or by proxy and holding shares conferring in the aggregate 25 per cent of the voting power of the Company. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting shall be adjourned to 10:45am on the same day at the same place.
5. If you wish to appoint a proxy other than the chairman of the meeting, please delete the words "the chairman of the meeting or", insert in block letters in the space provided the name of your proxy and initial the alteration.
6. A member who is entitled to attend and vote at the meeting may appoint one or more proxies to attend and vote on his or her behalf, provided that only one proxy may be appointed by a member in respect of a particular share held by him/her. A proxy need not be a member of the Company.
7. In the case of a corporation, this form of proxy must be given under its seal or signed on its behalf by an attorney or duly authorised officer.
8. In the case of joint holders, the vote of the senior holder shall be accepted to the exclusion of the votes of the other joint holder(s). For this purpose, seniority will be determined by the order in which the names appear in the Company's register of members (or the Company's Registrars' records) in respect of the joint holding.
9. Under the Companies Law, the approval of the Resolution requires the affirmative vote of the majority in number of Shareholders attending (in person or by proxy) and voting at the EGM (excluding any abstentions) who shall together hold at least 75 percent of the Ordinary Shares represented and voting on the proposal. In addition, the shareholders' approval for the resolution must either include at least a majority of the Ordinary Shares voted by shareholders who are not controlling shareholders of the Company and who do not have a personal interest in such resolution, or the total Ordinary Shares of non-controlling shareholders and non-interested shareholders voted against the resolution must not represent more than two per cent of the outstanding Ordinary Shares. For this purpose, you are asked to indicate in the Form of Proxy whether you are a controlling shareholder or have a personal interest in the resolution. Any alterations to this proxy must be initialed by you.
10. Your vote will not be counted if you fail to indicate on the Form of Proxy whether you are a controlling shareholder or have a personal interest in the resolution or to specify the nature thereof.