

**MTI Wireless Edge Ltd. (the "Company")**

**Written Ballot in accordance with the Israeli Companies Regulations (Voting in Writing and Position Statements), 5766-2005 (the "Regulations")**

**Part A**

1. **Name of Company:** MTI Wireless Edge Ltd.

**Type of Meeting:** Extraordinary General Meeting

**Date and time of Meeting:** Wednesday, 18 July 2018, at 10:00am (London time)

**Location of Meeting:** Offices of Allenby Capital Limited, 5 St. Helen's Place, London, EC3A 6AB, United Kingdom

2. **Issue on the Agenda to be Voted on with this Written Ballot:**

Capitalised terms used in this Written Ballot and not otherwise defined herein, shall have the meaning given to them in the shareholder circular dated 12 June 2018 accompanying this Written Ballot (the "**Circular**").

On 2 May 2018, the boards of directors of the Company and MTIC announced that they had entered into the Merger Agreement, pursuant to which, and in accordance with the provisions of Sections 350-351 of the Israeli Companies Law, as a court approved Scheme of Arrangement between the Company, MTIC and their shareholders, MTIC will be merged into the Company in a statutory merger. As part of the Merger MTIC will be dissolved and all of its activities, assets and liabilities, subject to certain qualifications, will be transferred to the Company in consideration for the allotment of the Allotted Shares and the transfer of the MTIC Holdings, pro rata to all of the MTIC Shareholders.

As consideration for the Merger, the Company will allocate to the MTIC Shareholders the 31,600,436 Allotted Shares, subject to adjustment in accordance with the Conversion Ratio Mechanism. In addition, the MTIC Holdings in the Company (being 29,510,716 Ordinary Shares) will be transferred to all of the MTIC Shareholders, pro rata to their holdings of shares in MTIC. Further details of the Merger are set out in the Circular.

A notice convening an Extraordinary General Meeting is set out at the end of the Circular to consider and if thought fit to pass a resolution approving the Merger.

3. **Inspection of Documents:**

Copies of the Circular, the Merger Agreement (together with its English translation, not including its appendices) and additional documents relevant to the Merger are available on the Company's website (<http://www.mtiwe.com>) and at the offices of Allenby Capital Limited, 5 St. Helen's Place London, EC3A 6AB during normal business hours on business days up until the date of the Extraordinary General Meeting.

4. **Required Majority:**

In accordance with the provisions of the Israeli Companies Law, the proposed Resolution requires the affirmative vote of the majority in number of shareholders attending (in person or by proxy) and voting at the Extraordinary General Meeting (excluding any abstentions) who shall together hold at least 75 percent of the Ordinary Shares represented and voting on the proposal. In addition, the proposed resolution requires the approval of the Shareholders at the Extraordinary General Meeting, provided that one of the following conditions is satisfied: (a) the majority of votes in favour includes the majority of the Ordinary Shares of Shareholders who are not "controlling shareholders" or have no "personal interest" in the approval of the proposed resolution (excluding a personal interest that does not result from connections with the "controlling shareholder"), and who participate in the vote; or (b) the total number of Ordinary Shares of Shareholders who are not "controlling shareholders" or have no "personal interest" and who vote against the proposed resolution does not exceed 2 percent of the issued share capital of 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.

5. **Note on a Shareholder being a Controlling Shareholder of the Company or having a Personal Interest:**

A Shareholder participating in the vote regarding the proposed Resolution, whether in person or by proxy, will notify the Company before voting at the meeting, or – if the vote is via written ballot – on the written ballot by indicating on Part B, in the space designated therefor, whether or not he is deemed a controlling shareholder of the Company and/or has a personal interest in the approval of the Resolution on the agenda of the meeting, and will describe the relevant connection.

The vote of a shareholder who fails to indicate the existence or absence of a personal interest and/or his being a controlling shareholder of the Company (or indicates that he has a personal interest but fails to specify the nature thereof), shall not be counted.

6. **Validity of Written Ballot:**

A Written Ballot shall only be valid for use by a holder of Ordinary Shares whose name appears on the Company's Shareholders' register by close of business on the Record

Date (as defined in Part B below) , and only if a copy of an identity card, a passport or a certificate of incorporation together with any power of attorney or other authority under which it is signed, or a notarially certified or office copy of such power or authority is attached thereto.

7. **Method of Voting:**

The Written Ballot of a Shareholder must be delivered to the Company together with the ownership confirmation, such that the Written Ballot will reach the Company's registered office no later than four (4) hours before the time at which the meeting is convened (i.e. – no later than 6:00am on 18 July 2018).

8. **Dates for Delivery of Position Statements and the Board of Directors' Response to Position Statements:**

The last date for the delivery of position statements (as defined under section 88 of the Israeli Companies Law) to the Company is up to ten (10) days before the date of the meeting.

The last date for the delivery of the Board's response to position statements, if and insofar as Shareholders' position statements are submitted and the Board chooses to submit its response to such position statements, shall be no later than five (5) days before the date of the meeting.

9. **Address for Delivery of Written Ballots and Position Statements:**

The Company's offices at MTI Wireless Edge Ltd., 11 HaMelacha St., New Industrial Zone, Rosh HaAyin or by fax to +972 (0)3 900 8901 (attention: Moshe Borovitz).

10. **Inspection of Written Ballots:**

One or more Shareholders holding on the Record Date (as defined in Part B below) Ordinary Shares representing five percent (5%) or more of the total of all voting rights of the Company, and also the holder or holders of Ordinary Shares representing five percent (5%) or more out of the total of all voting rights not held by a controlling shareholder of the Company, as defined in Section 268 of the Israeli Companies Law, is entitled, in person or by a proxy on his behalf, after the convening of the Extraordinary General Meeting, to inspect the Written Ballots (as specified in Regulation 10(a) of the Regulations) during normal business hours, at the offices of the Company.

The number of Ordinary Shares representing 5% of the total of all voting rights of the Company is 2,846,915.

The number of Ordinary Shares representing 5% of the total of all voting rights of the Company not held by the Controlling Shareholder, including through institutional bodies controlled thereby, is 1,317,995.

11. **Changes in the Agenda of the Meeting:**

Following delivery of the Written Ballot, there may be changes to the agenda, including an addition of an issue or release of position statements. The up-to-date agenda and any released position statements will be available on the Company's website, the address of which was specified in paragraph 3 above.

12. **Last Date for Delivery of an Amended Written Ballot:**

If a new issue is added to the agenda and the Company releases an updated Written Ballot (which includes such additional issue), the Company shall release such updated Written Ballot on the date of release of the updated agenda of the Extraordinary General Meeting, which shall be in accordance with the timetables prescribed by Regulation 5B of the Israeli Companies Regulations (Notice and Announcement of General Meetings and Class Meetings in Public Companies and the Addition of Issue to the Agenda), 5760-2000.

**Part B**

**Written Ballot**

**Name of Company:** MTI Wireless Edge Ltd

**Company Number** 51-271930-3

**Offices of the Company:** (for delivery of written ballot and position statements) MTI Wireless Edge Ltd., 11 HaMelacha Street, New Industrial Zone, Rosh HaAyin or by fax to: +972 (0)3 900 8901 (attention: Moshe Borovitz)

**Date and time of Meeting:** Wednesday, 18 July 2018 at 10:00am (London time).

**Location of Meeting:** Offices of Allenby Capital Limited, 5 St. Helen's Place, London, EC3A 6AB, United Kingdom.

**Type of Meeting:** Extraordinary General Meeting

**Record Date:** Wednesday, 20 June 2018

**Details of the Shareholder:**

Name of the shareholder: \_\_\_\_\_

Identification number: \_\_\_\_\_

*If the shareholder does not have an Israeli identity card –*

Passport number \_\_\_\_\_

The country in which it was issued: \_\_\_\_\_

Valid until: \_\_\_\_\_

*If the shareholder is a corporation –*

Corporation number: \_\_\_\_\_

Country of incorporation: \_\_\_\_\_

**Vote:**

Issue(s) on the Agenda	Vote <sup>1</sup>			For the purpose of approving the Merger Agreement according to Sections 350 and 275 to the Israeli Companies Law – Are you a controlling shareholder and/or an interested party in the resolution? <sup>2</sup>	
	For	Against	Abstain	No	Yes*
To approve the merger of the Company with MTI Computers & Software Services (1982) Ltd. pursuant to the terms of the Merger Agreement.					

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

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_  
**Date**

\_\_\_\_\_  
**Signature**

To shareholders registered in the Company's shareholders register – the written ballot is only valid with the attachment of a photocopy of the identity card / passport / certificate of incorporation together with any power of attorney or other authority under which it is signed, or a notarially certified or office copy of such power or authority.

<sup>1</sup> No indication shall be deemed as abstention from voting on that issue.

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