

**MTI WIRELESS EDGE LTD. (the "Company") - Form of Proxy****Annual and Extraordinary General Meeting ("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 10 March 2024, appoint the chairman of the meeting or \_\_\_\_\_ (see Note 5) as my/our proxy to attend and vote on my/our behalf at the General Meeting of the Company, to be held at 14.00 on 20 March 2024, at the offices of Allenby Capital Limited, 5 St Helen's Place, London, EC3A 6AB or at any adjournment thereof.

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):

Agenda of the General Meeting:	Vote <sup>1</sup>			For the purpose of proposals 8-9 – Are you a controlling shareholder and /or an interested party in the resolution ? <sup>2</sup>	
	For	Against	Abstain	Yes	No
1. Presentation of the 2023 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 Mr. Michael Yehezkel Karo 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 2024 and authorize the Company's board of directors to determine the auditors' remuneration for such year.					
8. To approve the appointment of Mrs. Hani Lerman as external director of the Company for three (3) years following his appointment.					
9. To approve issuing an indemnification letter to Mrs. Hani Lerman, with effect from the date of the commencement date of her service to the Company.					

**Vote:**

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

<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.

Signature(s):.....Date:.....2024

**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. Pursuant to the Israeli Companies Law and the Company's articles of association, to be entitled to attend and vote at the General Meeting (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 10 March, 2024. 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 General Meeting.
4. The quorum for the General Meeting shall be two or more holders of Ordinary Shares 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 14:45 on the same day at the same 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).
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.

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

Signature(s):.....Date:.....2024

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 8,9 you are asked to indicate in the Form of Proxy whether you are a controlling shareholder or have a personal interest in approving the resolution. Any alterations to this proxy must be initiated by you.
- 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.

Signature(s):.....Date:.....2024