

**MIND C.T.I. LTD.**

**PROXY**

**THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS.**

The undersigned hereby appoints Arie Abramovich, Chief Financial Officer of the Company, and Oded Oz, legal counsel of the Company, and each of them, attorneys, agents and proxies of the undersigned, with full power of substitution to each of them, to represent and to vote on behalf of the undersigned all the Ordinary Shares of Mind C.T.I. Ltd. (the "Company") which the undersigned is entitled to vote at the Annual General Meeting of Shareholders (the "Meeting") to be held at the offices of the Company, HaCarmel 2, Yoqneam 2066724, Israel on May 9, 2023 at 10:00 A.M. (local time), and at any adjournments or postponements thereof, upon the following matters, which are more fully described in the Notice of Annual General Meeting of Shareholders and Proxy Statement, dated March 22, 2023.

**This Proxy, when properly executed, will be voted in the manner directed herein by the undersigned. If no direction is made, this Proxy will be voted FOR each Proposal. Any and all proxies heretofore given by the undersigned are hereby revoked.**

**(CONTINUED AND TO BE SIGNED ON THE REVERSE SIDE)**

**ANNUAL GENERAL MEETING OF SHAREHOLDERS OF  
MIND C.T.I. LTD.**

**May 9, 2023**

**NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIAL**

The Notice of Meeting, proxy statement and proxy card  
are available at [www.mindcti.com/aggm](http://www.mindcti.com/aggm)

Please sign, date and mail  
your proxy card in the  
envelope provided as soon  
as possible.

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" EACH OF THE LISTED PROPOSALS.  
PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK YOUR VOTE IN BLUE OR  
BLACK INK AS SHOWN HERE .**

1. TO RE-APPOINT INDEPENDENT AUDITOR

FOR                       AGAINST                       ABSTAIN

2. TO RE-ELECT MR. JOSEPH TENNE AS A CLASS II DIRECTOR

FOR                       AGAINST                       ABSTAIN

3. TO RE-ELECT MR. ITAY BARZILAY AS A CLASS II DIRECTOR

FOR                       AGAINST                       ABSTAIN

The undersigned acknowledges receipt of the Notice of Annual General Meeting of Shareholders and Proxy Statement, dated March 22, 2023.

Signature of Shareholder  Date:  Signature of Shareholder  Date:

**Note:** Please sign exactly as your name or names appear on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign in full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.