

ANNUAL GENERAL MEETING OF SHAREHOLDERS OF

MIND C.T.I. LTD.

June 28, 2010

NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIAL:

The Notice of Meeting, proxy statement and proxy card are available at http://www.mindcti.com/investor/ProxyMaterials.asp

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

Please detach along perforated line and mail in the envelope provided.

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THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" PROPOSALS 1 TO 5. PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE [X]

- 1. TO RE-APPOINT BRIGHTMAN ALMAGOR ZOHAR AS THE COMPANY'S INDEPENDENT AUDITOR.
2. RE-ELECTION OF MRS. MONICA IANCU (formerly EISINGER) AS A CLASS 1 DIRECTOR.
3. RE-ELECTION OF MR. AMNON NEUBACH AS AN EXTERNAL DIRECTOR.
4. ELECTION OF MR. RIMON BEN-SHAOUL AS AN EXTERNAL DIRECTOR.
5. TO APPROVE AN AMENDMENT TO THE COMPANY'S ARTICLES OF ASSOCIATION.

In their discretion, the proxies are authorized to vote upon such other matters as may properly come before the Annual General Meeting or any adjournment or postponement thereof.

The undersigned acknowledges receipt of the Notice of Annual General Meeting of Shareholders and Proxy Statement, dated May 20, 2010.

To change the address on your account, please check the box at right and indicate your new address in the address space above. Please note that changes to the registered name(s) on the account may not be submitted via this method.

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.