

MIND C.T.I. LTD.

PROXY

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

The undersigned hereby appoints Ran Mendelaw, Chief Financial Officer of the Company, and Oded Oz, legal counsel of the Company, 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, Industrial Park, Building 7, Yoqneam 2069202, Israel on August 14, 2018 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 June 25, 2018.

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 (except no. 2). 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.

August 14, 2018

NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIAL

The Notice of Meeting, proxy statement and proxy card
are available at www.mindcti.com/agm

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 BRIGHTMAN ALMAGOR ZOHAR (MEMBER OF DELOITTE TOUCHE TOHMATSU) AS
THE COMPANY'S INDEPENDENT AUDITOR

FOR AGAINST ABSTAIN

2. TO APPROVE AN AMENDMENT TO THE COMPANY'S COMPENSATION POLICY

FOR AGAINST ABSTAIN

- 2A. CHECK "YES" TO CONFIRM YOU ARE NOT A "CONTROLLING SHAREHOLDER" OF THE COMPANY
UNDER THE ISRAELI COMPANIES LAW AND DO NOT HAVE A "PERSONAL INTEREST" IN THE
APPROVAL OF MATTER 2, AS DESCRIBED IN THE COMPANY'S PROXY STATEMENT.

YES NO

3. TO APPROVE THE RE-ELECTION OF MR. MEIR NISSENSOHN AS A CLASS III DIRECTOR

FOR AGAINST ABSTAIN

**Under Israeli law, your vote on Matter 2 will not be counted unless you check "YES" in Matter 2A. If you are unable to
make this confirmation, please check "NO".** 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
June 25, 2018.

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.