

Notice is hereby given that the Annual General Meeting of MTI Wireless Edge Ltd. (the “Company”) will be held at the offices of Execution Noble & Company Limited, 120 Old Broad Street, London EC2N 1AR, on Thursday, 13 May, 2010 at 3pm (GMT) for the following purposes:

1. To present the accounts and the reports of the directors and the auditors for the year ended 31 December 2009;
2. To re-elect Mr. Zvi Borovitz as a non-executive chairman of the Company;
3. To re-elect Mr. Dov Feiner, the Company’s CEO, as a director of the Company;
4. To re-elect Mr. Moni Borovitz, the Company’s CFO, as a director of the Company;
5. To re-appoint BDO Israel LLP as the Company’s auditors for the year 2010 and to authorize the directors to determine the auditors’ remuneration for the year 2010;

Note: Shareholders should note that Mrs. Hanna Lerman and Mr. Stewart Millman will remain in their position as non executive external directors due to the fact that their appointment was for three years from March 2009.

By Order of the Board

Moni Borovitz

FINANCE DIRECTOR & COMPANY SECRETARY

NOTES

(a) A member entitled to attend and vote at the meeting may appoint one or more proxies to attend and, on a poll, vote on his or her behalf.

(b) A form of proxy is enclosed which, to be effective, must be completed and delivered to the Registrars of the Company, Computershare Investor Services PLC, PO Box 82, The Pavilions, Bridgwater Road, Bristol BS99 7NH, together with any power of attorney or other authority under which it is executed (or a notarially certified copy of such authority), so as to be received by no later than 48 hours before the time the meeting is scheduled to begin. The completion and return of the form of proxy will not affect the right of a member to attend and vote at the meeting.

(c) Pursuant to regulation of 41 of the Uncertificated Securities Regulations 2001, the time by which a person must be entered on the register of members of the Company in order to have the right to attend and vote at the meeting is 15:00 on 11 May, 2010 (being not more than 48 hours prior to the time fixed for the meeting) or, if the meeting is adjourned, such time being not more than 48 hours prior to the time fixed for the adjourned meeting. Changes to entries on the register of members after that time will be disregarded in determining the right of any person to attend or vote at the meeting.

RESOLUTION 1

THE REPORT AND ACCOUNTS - The Directors will present their report and the audited accounts for the year ended 31 December, 2009 together with the auditors' report thereon.

RESOLUTION 2 - 4

ELECTION OF DIRECTORS - Article 43 of the Company's articles of association states that the shareholders would appoint a person to the board at the annual general meeting. Accordingly, the five Directors offer themselves for re-election. Directors' biographical details are shown on page 6 of the Annual report of 2009 as the directors have served the Company in the past year.

RESOLUTION 5

APPOINTMENT OF AUDITORS - The Company is required to appoint auditors at each general meeting at which accounts are laid before shareholders, to hold office until the next such meeting. The resolution proposes that BDO Israel LLP be re-appointed as auditors for the current year and that the Directors are authorized to set their fees.

I/We (block capitals please)
of
being member(s) of MTI Wireless Edge Ltd., hereby appoint
.....

or failing him/her the Chairman of the meeting to be my/our proxy and vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held on 13 May 2010, notice of which was sent to shareholders with the Directors' report and the accounts for the year ended 31 December 2009, and at any adjournment thereof. The proxy will vote as indicated below in respect of the resolutions set out in the notice of meeting:

Resolution Number	Issue	For	Against	Withheld
1	Presentation of the accounts and the reports of the directors and the auditors for the year ended 31 December 2009.	No vote needed		
2	To re-elect Mr. Zvi Borovitz as the non-executive chairman.			
3	To re-elect Mr. Dov Feiner, the Company's CEO as a director of the Company.			
4	To re-elect Mr. Moni Borovitz, the Company's CFO as a director of the Company.			
5	To re-appoint BDO Israel LLP as auditors and to authorize the Directors to determine the auditors remuneration			

Signed: Dated:2010

NOTES

1. A member wishing to appoint a person other than the Chairman of the meeting as proxy should insert the name and address of such person in the space provided.
2. Use of this form of proxy does not preclude a member from attending and voting in person.
3. Where this form of proxy is executed by a corporation it must be either under its seal or under the hand of an officer or attorney duly authorised.
4. In the case of joint holders, the signature of any one holder will be sufficient, but the names of all joint holders should be stated. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority shall be determined by the order in which the names of the holders stand in the Company's register of members in respect of the joint holding.
5. If this form of proxy is signed and returned without any indication as to how the proxy shall vote, the proxy will exercise his/her discretion as to whether and how he/she votes.
6. To be valid, this form of proxy duly completed together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) must be received by the Registrars, Computershare Investor Services PLC, PO Box 82, The Pavilions, Bridgwater Road, Bristol BS99 7NH no later than 48 hours before the commencement of the meeting.