

## CAN-FITE BIOPHARMA LTD.

**PROXY FOR THE SPECIAL GENERAL MEETING OF SHAREHOLDERS  
TO BE HELD ON FEBRUARY 21, 2023**

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

The undersigned hereby appoints Ilan Cohn, Chairman of the Board and Dr. Pnina Fishman, Chief Executive Officer 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 in Can-Fite BioPharma Ltd. (the "Company") which the undersigned is entitled to vote at the Special General Meeting of Shareholders (the "Special Meeting") to be held at the offices of the Company, 10 Baraket Street, Petach Tikva, Israel, on **Tuesday, February 21, 2023** at 3:00 P.M. (Israel time), and at any adjournments or postponements thereof, upon the following matters, which are more fully described in the Notice of Special General Meeting of Shareholders (the "Notice") and Proxy Statement relating to the Special Meeting ("Proxy Statement").

The undersigned acknowledges receipt of the Notice and Proxy Statement of the Company relating to the Special Meeting. All terms that are not defined in this Proxy shall have the same meaning of such terms in the Notice and/or the Proxy Statement.

This Proxy, when properly executed, will be voted in the manner directed herein by the undersigned. If no direction is made with respect to any matter, this Proxy will be voted FOR such matter. Any and all proxies heretofore given by the undersigned are hereby revoked.

(Continued and to be signed on the reverse side)

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**SPECIAL GENERAL MEETING OF SHAREHOLDERS OF  
CAN-FITE BIOPHARMA LTD.**

**February 21, 2023, 3:00 P.M. (Israel time)**

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

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" EACH OF THE PROPOSALS FOR THE MEETING**

**PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE.**

**PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE ☒**

1. To approve a renewed version of the Company's Compensation Policy, in accordance with the requirements of the Israeli Companies Law 5759-1999, a copy of which is attached as Annex A in the accompanying proxy statement.

☐ **FOR**                      ☐ **AGAINST**                      ☐ **ABSTAIN**

Are you a controlling shareholder in the Company, or have a personal interest in the said Proposal, as such terms are defined in the Proxy Statement of the Company? Please note: If you do not mark either Yes or No, your shares will not be voted for this Proposal.

☐ **YES**                      ☐ **NO**

2. To approve the cancellation of the par value of the Company's ordinary shares, such that the Company's authorized share capital will be equal to NIS 1,250,000,000 divided into 5,000,000,000 ordinary shares with no par value, and to amend the Company's articles of association accordingly.

☐ **FOR**                      ☐ **AGAINST**                      ☐ **ABSTAIN**

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

\_\_\_\_\_  
SIGNATURE                      Date: \_\_\_\_, 2023

\_\_\_\_\_  
SIGNATURE                      Date: \_\_\_\_, 2023


Please sign exactly as your name appears on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, trustee or guardian, please give full title as such. If the signed is a corporation, please sign 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.

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**Special General Meeting of Shareholders of  
Can-Fite BioPharma Ltd.**

Date: February 21, 2023

See Voting Instructions On Reverse Side.

Please make your marks like this:  Use pen only

1. To approve a renewed version of the Company's Compensation Policy, in accordance with the requirements of the Israeli Companies Law 5759-1999, a copy of which is attached as Annex A in the accompanying proxy statement.

For ☐ Against ☐ Abstain ☐

- 1A. Are you a controlling shareholder in the Company, or have a personal interest in the said Proposal, as such terms are defined in the Proxy Statement of the Company? Please note: If you do not mark either Yes or No, your shares will not be voted for this Proposal.

Yes ☐ No ☐

2. To approve the cancellation of the par value of the Company's ordinary shares, such that the Company's authorized share capital will be equal to NIS 1,250,000,000 divided into 5,000,000,000 ordinary shares with no par value, and to amend the Company's articles of association accordingly.

For ☐ Against ☐ Abstain ☐

**Special General Meeting of Shareholders of  
Can-Fite BioPharma Ltd.  
to be Held on February 21, 2023  
for Holders as of January 19, 2023**



- Mark, sign and date your Voting Instruction Form.
- Detach your Voting Instruction Form.
- Return your Voting Instruction Form in the postage-paid envelope provided.

**All votes must be received by 12:00 p.m. E.S.T. on February 16, 2023**

**PROXY TABULATOR FOR**  
CAN-FITE BIOPHARMA LTD.  
P.O. BOX 8016  
CARY, NC 27512-9903

↑ Please separate carefully at the perforation and return just this portion in the envelope provided. ↑



**EVENT #**

**CLIENT #**

**Authorized Signatures - This section must be  
completed for your instructions to be executed.**

Please Sign Here

Please Date Above

Please Sign Here

Please Date Above

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**Can-Fite BioPharma Ltd.**  
**Instructions to The Bank of New York Mellon, as Depositary**  
**(Must be received prior to 12:00 p.m. E.S.T. on February 16, 2023)**

The undersigned registered owner of American Depositary Shares hereby requests and instructs The Bank of New York Mellon, as Depositary, to endeavor, in so far as practicable, to vote or cause to be voted the amount of Shares or other Deposited Securities represented by such Shares of **Can-Fite BioPharma Ltd.** (the "Company"), registered in the name of the undersigned on the books of the Depositary as of the close of business on **January 19, 2023** at the **Special General Meeting of Shareholders** of the Company to be held on **February 21, 2023**, at the offices of the Company, located at 10 Bareket Street, Petach Tikva, Israel, and at any adjournments or postponements thereof, in respect of the resolutions specified on the reverse side.

**THE BOARD OF DIRECTORS RECOMMENDS**  
**A VOTE "FOR" ON EACH OF THE PROPOSALS AT THE MEETING**

**NOTE:**

1. Please direct the Depositary how to vote by placing an X in the box opposite each agenda item.
2. It is understood that, if this form is signed and returned but no instructions are indicated in the boxes, then a discretionary proxy will be given to a person designated by the Company.
3. If no voting instructions are received by the Depositary from a Holder (either because no voting instructions are returned to the Depositary by a Holder or because the voting instructions are incomplete, illegible, or unclear), the Depositary shall have no obligation to, and shall not, exercise any voting rights attaching to such Deposited Shares.

(Continued and to be marked, dated and signed, on the reverse side)

PROXY TABULATOR FOR  
Can-Fite BioPharma Ltd.  
P.O. Box 8016  
CARY, NC 27512-9903