

EX-99.2 3 ea180805ex99-2_canfitebio.htm PROXY CARD FOR HOLDERS OF ORDINARY SHARES WITH RESPECT TO
THE COMPANY'S ANNUAL GENERAL MEETING OF SHAREHOLDERS

Exhibit 99.2

CAN-FITE BIOPHARMA LTD.

**PROXY FOR THE ANNUAL GENERAL MEETING OF SHAREHOLDERS
TO BE HELD ON JULY 31, 2023**

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

The undersigned hereby appoints Ilan Cohen, 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 2023 Annual General Meeting of Shareholders (the "Annual Meeting") to be held at the offices of the Company, 10 Bareket Street, Petach Tikva, Israel, on **Monday, July 31, 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 Annual General Meeting of Shareholders (the "Notice") and Proxy Statement relating to the Annual Meeting, or Proxy Statement.

The undersigned acknowledges receipt of the Notice of the Annual General Meeting of Shareholders and Proxy Statement of the Company relating to the 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)

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

July 31, 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 re-elect Abraham Sartani to the Company’s Board of Directors as a Class I director, until his term expires in accordance with his class.

FOR **AGAINST** **ABSTAIN**

2. To re-elect Yaakov Goldman as one of the Company’s external directors for a three-year term ending July 24, 2026.

FOR **AGAINST** **ABSTAIN**

- 2A. Please mark **YES** if you are a controlling shareholder or have a personal interest in the said resolution, as such terms are defined in the Proxy Statement of the Company. Please mark **NO** if you are not. **IF YOU DO NOT MARK ONE OF THE BOXES YOUR VOTE SHALL NOT BE COUNTED.**

YES **NO**

3. To approve the grant of options to each of the Company’s directors, excluding Dr. Pnina Fishman as described in the accompanying proxy statement.

FOR **AGAINST** **ABSTAIN**

4. To approve the grant of options to Dr. Pnina Fishman, the Company’s incoming Chairman of the Board, as described in the accompanying proxy statement.

FOR **AGAINST** **ABSTAIN**

- 4A. Please mark **YES** if you are a controlling shareholder or have a personal interest in the said resolution, as such terms are defined in the Proxy Statement of the Company. Please mark **NO** if you are not. **IF YOU DO NOT MARK ONE OF THE BOXES YOUR VOTE SHALL NOT BE COUNTED.**

YES **NO**

5. To approve amendments to the terms of employment for Dr. Pnina Fishman as the Company’s incoming Chairman of the Board of Directors, as described in the accompanying proxy statement.

FOR **AGAINST** **ABSTAIN**

5A. Please mark **YES** if you are a controlling shareholder or have a personal interest in the said resolution, as such terms are defined in the Proxy Statement of the Company. Please mark **NO** if you are not. **IF YOU DO NOT MARK ONE OF THE BOXES YOUR VOTE SHALL NOT BE COUNTED.**

YES **NO**

6. To approve amendments to the terms of employment for Mr. Moti Farbstein as the Company's incoming Chief Executive Officer, as described in the accompanying proxy statement.

FOR **AGAINST** **ABSTAIN**

6A. Please mark **YES** if you are a controlling shareholder or have a personal interest in the said resolution, as such terms are defined in the Proxy Statement of the Company. Please mark **NO** if you are not. **IF YOU DO NOT MARK ONE OF THE BOXES YOUR VOTE SHALL NOT BE COUNTED.**

YES **NO**

7. To approve the re-appointment of Kost Forer Gabbay & Kasierer, registered public accounting firm, a member firm of Ernst & Young Global, as the Company's registered public accounting firm for the year ending December 31, 2023 and until the Company's next annual general meeting of shareholders, and to authorize the audit committee to fix such accounting firm's compensation.

FOR **AGAINST** **ABSTAIN**

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

Date: _____, 2023

SIGNATURE

Date: _____, 2023

SIGNATURE

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.