

MAGIC SOFTWARE ENTERPRISES LTD.**THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS**

The undersigned hereby appoints Asaf Berenstein, attorney of the undersigned, for and in the name(s) of the undersigned, with power of substitution and revocation to vote any and all ordinary shares, par value NIS 0.1 per share, of Magic Software Enterprises Ltd. (the “Company”), which the undersigned would be entitled to vote as fully as the undersigned could if personally present at the 2023 Annual General Meeting of Shareholders of the Company to be held on Monday, May 13, 2024 at 10:00 a.m. (Israel time) at the offices of the Company, 1 Yahadut Canada Street, Or-Yehuda, Israel 6037501, and at any adjournment or adjournments thereof, hereby revoking any prior proxies to vote said shares, upon the following items of business more fully described in the notice of and proxy statement for such 2023 Annual General Meeting (receipt of which is hereby acknowledged):

THIS PROXY WHEN PROPERLY EXECUTED WILL BE VOTED AS SPECIFIED. IN THE ABSENCE OF SUCH SPECIFICATION, THE SHARES REPRESENTED BY THIS PROXY CARD WILL BE VOTED FOR EACH OF THE PROPOSALS SET FORTH ON THE REVERSE SIDE AND AS DIRECTED BY THE NAMED PROXY HOLDER ON ANY OTHER BUSINESS THAT MAY PROPERLY COME BEFORE THE 2023 ANNUAL GENERAL MEETING.

IMPORTANT NOTE: BY VOTING USING THIS PROXY CARD, THE UNDERSIGNED SHAREHOLDER IS DEEMED TO ACKNOWLEDGE THAT HE, SHE OR IT IS NOT A “CONTROLLING SHAREHOLDER” AND LACKS A “PERSONAL INTEREST” (EACH, AS DEFINED UNDER THE ISRAELI COMPANIES LAW) (OTHER THAN A PERSONAL INTEREST NOT ARISING FROM A RELATIONSHIP WITH A CONTROLLING SHAREHOLDER) IN THE APPROVAL OF PROPOSAL 3. TO THE EXTENT A SHAREHOLDER IS A “CONTROLLING SHAREHOLDER” OR POSSESSES SUCH A “PERSONAL INTEREST” IN SUCH RE-ELECTION, HE, SHE OR IT SHOULD NOT VOTE VIA THIS PROXY CARD AND SHOULD INSTEAD CONTACT ASAF BERENSTEIN, CFO OF THE COMPANY, ABERENSTEIN@MAGICSOFTWARE.COM, FOR INSTRUCTIONS HOW TO VOTE.

(Continued and to be signed on the reverse side)

**2023 ANNUAL GENERAL MEETING OF SHAREHOLDERS OF
MAGIC SOFTWARE ENTERPRISES LTD.**

April 5, 2024

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

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

THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" EACH OF PROPOSALS 1 THOROUGH 4. 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 three directors for terms expiring at the Company's 2024 Annual General Meeting of Shareholders.

	FOR	AGAINST	ABSTAIN
GUY BERNSTEIN	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
NAAMIT SALOMON	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
AVI ZAKAY	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

- (2) To re-elect Mr. Sami Totah as an unaffiliated director (as defined under the Israeli Companies Law) and an independent director (as defined under the Nasdaq Listing Rules) for a term expiring at the Company's 2024 Annual General Meeting of Shareholders.

	FOR	AGAINST	ABSTAIN
SAMI TOTAH	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

- (3) To re-elect Mr. Ron Ettlinger as an external director (as defined under the Israeli Companies Law) for an additional one-year term.

	FOR	AGAINST	ABSTAIN
RON ETTLINGER	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Are you (a) a controlling shareholder of the Company; or (b) do you have a personal interest in the re-election of Mr. Ron Ettlinger to serve as an external director (as such term is defined in the Israeli Companies Law)? for an additional one-year term.

	YES	NO
	<input type="checkbox"/>	<input type="checkbox"/>

- (4) To ratify and approve the re-appointment of Kost Forer Gabbay & Kasierer, registered public accounting firm, a member firm of Ernst & Young Global, as our independent registered public accounting firm for the year ended December 31, 2023 and the additional period until the Company's 2024 annual general meeting of shareholders and to authorize the Board of Directors to delegate to its audit committee the authority to fix the compensation for such independent registered public accounting firm in accordance with the volume and nature of its services..

☐ **FOR**

☐ **AGAINST**

☐ **ABSTAIN**

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. If the signer 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.