

**XTL Biopharmaceuticals Ltd.**

**PROXY FOR THE ANNUAL AND EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS  
TO BE HELD ON JULY 22, 2024**

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

The undersigned hereby appoints Shlomo Shalev, Chief Executive Officer, attorney, agent and proxy 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 XTL Biopharmaceuticals Ltd. (the “**Company**”) which the undersigned is entitled to vote at the annual and extraordinary general meeting of shareholders (the “**Annual Meeting**”) to be held at the offices of the Company’s attorneys, Doron Tikotzky Kantor Gutman & Amit Gross., at 7 Metsada St., B.S.R Tower 4, Bnei Brak, Israel, on July 22, 2024 at 15:00 PM (Israel time), and at any adjournments or postponements thereof, upon the following matters, which are more fully described in the Notice of Annual and Extraordinary General Meeting of Shareholders (the “**Notice**”) and proxy statement relating to the Annual Meeting (the “**Proxy Statement**”).

The undersigned acknowledges receipt of the Notice and Proxy Statement of the Company relating to the Annual 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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ANNUAL AND EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF  
XTL BIOPHARMACEUTICALS LTD.

July 22, 2024, 15:00 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 appoint Somekh Chaikin, Certified Public Accountants in Israel and a member firm of KPMG as the Company's independent auditors for the fiscal year ending December 31, 2023.

☐ FOR ☐ AGAINST ☐ ABSTAIN

2. To re-elect Alexander Rabinovitch to the Company's Board of Directors for a term expiring at the Company's next annual general meeting of shareholders.

☐ FOR ☐ AGAINST ☐ ABSTAIN

3. To re-elect Shlomo Shalev to the Company's Board of Directors for a term expiring at the Company's next annual general meeting of shareholders.

☐ FOR ☐ AGAINST ☐ ABSTAIN

4. To re-elect Doron Turgeman to the Company's Board of Directors for a term expiring at the Company's next annual general meeting of shareholders.

☐ FOR ☐ AGAINST ☐ ABSTAIN

5. To approve the terms and provisions of the acquisition of The Social Proxy Ltd. ("Social Proxy"), as more fully detailed in the Company's Form 6-K dated June 5, 2024 (the "Transaction") which includes (a) the issuance to the shareholders of Social Proxy such number of ADS's of the Company which represent 44.6% of the issued and outstanding share capital of the Company and (b) the payment of US\$430,000 in cash to the shareholders of Social Proxy.

☐ FOR ☐ AGAINST ☐ ABSTAIN

Are you a controlling shareholder of the Company, or do you have a personal interest in the approval of terms and provisions of the Transaction, other than a personal interest unrelated to relationships with a controlling shareholder 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

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6. To approve the consummation of the Transaction by the Company and to authorize, empower and direct Chief Executive Officer of the Company, in the name and on behalf of the Company, to take or cause to be taken any and all such further actions and to prepare, execute, deliver and file, or cause to be prepared, executed, delivered and filed any documents and such other reports, schedules, statements, consents, documents, agreements, certificates, undertakings in the name of and on behalf of the Company as he shall in his judgment, with the advice of counsel, determine to be necessary, proper or desirable to carry out fully the intent and purposes of the foregoing resolutions in order to consummate the transactions contemplated by the Transaction (the “**Consummation**”).

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

Are you a controlling shareholder of the Company, or do you have a personal interest in the approval of Consummation of the Transaction, other than a personal interest unrelated to relationships with a controlling shareholder 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**

7. To elect, conditional upon the Consummation of the Transaction, Tal Klinger to the Company’s Board of Directors for a term expiring at the Company’s next annual general meeting of shareholders.

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

8. To elect, conditional upon the Consummation of the Transaction, Yair Redl to the Company’s Board of Directors for a term expiring at the Company’s next annual general meeting of shareholders.

☐ **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.

\_\_\_\_\_  
SIGNATURE                      Date: \_\_\_\_\_, 2024

\_\_\_\_\_  
SIGNATURE                      Date: \_\_\_\_\_, 2024

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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Annual and Extraordinary General Meeting of Shareholders of XTL Biopharmaceuticals Ltd.

Date: July 22, 2024  
See Voting Instruction On Reverse Side.  
Please make your marks like this: ☒ Use pen only

- Annual and Extraordinary General Meeting of Shareholders:**
- |   | For                      | Against                  | Abstain                  |
|---|--------------------------|--------------------------|--------------------------|
| 1. To appoint Somekh Chaikin, Certified Public Accountants in Israel and a member firm of KPMG as the Company's independent auditors for the fiscal year ending December 31, 2023.  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. To re-elect Alexander Rabinovitch to the Company's Board of Directors for a term expiring at the Company's next annual general meeting of shareholders.  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. To re-elect Shlomo Shalev to the Company's Board of Directors for a term expiring at the Company's next annual general meeting of shareholders.  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. To re-elect Doron Turgeman to the Company's Board of Directors for a term expiring at the Company's next annual general meeting of shareholders.   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5. To approve the terms and provisions of the acquisition of The Social Proxy Ltd. ("Social Proxy"), as more fully detailed in the Company's Form 6-K dated June 5, 2024 (the "Transaction") which includes (a) the issuance to the shareholders of Social Proxy such number of ADS's of the Company which represent 44.6% of the issued and outstanding share capital of the Company and (b) the payment of US\$430,000 in cash to the shareholders of Social Proxy.   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Are you a controlling shareholder of the Company, or do you have a personal interest in the approval of terms and provisions of the Transaction other than a personal interest unrelated to relationships with a controlling shareholder of the Company? Please note: If you do not mark either Yes or No, your shares will not be voted for this proposal.   | <input type="checkbox"/> | <input type="checkbox"/> |                          |
| To approve the consummation of the Transaction by the Company and to authorize, empower and direct Chief Executive Officer of the Company, in the name and on behalf of the Company, to take or cause to be taken any and all such further actions and to prepare, execute, deliver and file, or cause to be prepared, executed, delivered and filed any documents and such other reports, schedules, statements, consents, documents, agreements, certificates, undertakings in the name of and on behalf of the Company as he shall in his judgment, with the advice of counsel, determine to be necessary, proper or desirable to carry out fully the intent and purposes of the foregoing resolutions in order to consummate the transactions contemplated by the Transaction (the "Consummation"). | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6. Are you a controlling shareholder of the Company, or do you have a personal interest in the approval of Consummation of the Transaction, other than a personal interest unrelated to relationships with a controlling shareholder of the Company? Please note: If you do not mark either Yes or No, your shares will not be voted for this proposal.   | <input type="checkbox"/> | <input type="checkbox"/> |                          |
| 7. To elect, conditional upon the Consummation of the Transaction, Tal Klingler to the Company's Board of Directors for a term expiring at the Company's next annual general meeting of shareholders.   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 8. To elect, conditional upon the Consummation of the Transaction, Yair Reul to the Company's Board of Directors for a term expiring at the Company's next annual general meeting of shareholders.  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

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

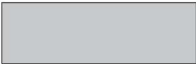
Annual and Extraordinary General Meeting of Shareholders of XTL Biopharmaceuticals Ltd.  
to be Held on July 22, 2024  
for Holders as of June 24, 2024



- 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 July 16, 2024

PROXY TABULATOR FOR  
XTL BIOPHARMACEUTICALS LTD.  
P.O. BOX 8016  
CARY, NC 27512-9903



EVENT #

CLIENT #

## XTL Biopharmaceuticals Ltd.

### Instructions to The Bank of New York Mellon, as Depositary (Must be received prior to 12:00 p.m. E.S.T. on July 16, 2024)

The undersigned Holder of American Depositary Receipts ("ADRs") hereby acknowledges receipt of a Notice to Holders from the Depositary and 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 number of shares or other Deposited Securities represented by such ADRs of **XTL Biopharmaceuticals Ltd.** (the "Company") registered in the name of the undersigned on the books of the Depositary as of the close of business, **June 24, 2024** at the **Annual and Extraordinary General Meeting of Shareholders** of the Company, to be held on **July 22, 2024 at 15:00 p.m. (Israel time)**, at the offices of the Company's attorneys, Doron Tikotzky Kantor Gutman & Amit Gross, at 7 Metsada St., B.S.R Tower 4, Bnei Brak, Israel, or at any adjournment thereof, in respect to the resolutions specified on the reverse side.

#### NOTE:

1. Please direct the Depositary how it is to vote by placing "X" in the appropriate box opposite each agenda item.
2. This voting Instruction Card, when properly executed and returned, will be a request to the Depositary to vote or cause to be voted the shares or other Deposited Securities represented by your ADRs as directed herein.
3. The Depositary shall not vote or attempt to exercise the right to vote that attaches to the shares or other Deposited Securities, other than in accordance with such instructions.

To review materials for the meeting, please visit: [www.xtlbio.com](http://www.xtlbio.com)

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

PROXY TABULATOR FOR  
XTL BIOPHARMACEUTICALS LTD.  
P.O. Box 8016  
CARY, NC 27512-9903