

## CAN-FITE BIOPHARMA LTD.

PROXY FOR THE ANNUAL GENERAL MEETING OF SHAREHOLDERS  
TO BE HELD ON JUNE 26, 2024

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

The undersigned hereby appoints Dr. Pnina Fishman, Chairman of the Board and Motti Farbstein, 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 2024 Annual General Meeting of Shareholders (the "Annual Meeting") to be held at the offices of the Company, 26 Ben Gurion Street Ramat Gan 5257346, Israel, on **Wednesday, June 26, 2024** 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.

June 26, 2024, 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 Dr. Ilan Cohn to the Company's Board of Directors as a Class II director, until his term expires in accordance with his class.

FOR  AGAINST  ABSTAIN

---

2. To re-elect Yoseph Bornstein as one of the Company's external directors for a three-year term ending July 29, 2027.

**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, the Company's Chairman of the Board and director, as described in the accompanying proxy statement.

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

4. To approve the grant of options to Dr. Pnina Fishman, the Company's 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 the grant of options to Motti Farbstein, the Company's Chief Executive Officer, 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 an increase to the Company's authorized share capital by 5,000,000,000 shares, such that following the increase, the authorized share capital shall equal to 10,000,000,000 ordinary shares, no par value each, and to approve an amendment to the Company's Articles of Association accordingly.

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

---

7. To ratify an amendment to the Company's compensation policy as proposed within the Board of Directors resolution dated as of November 29, 2023 with respect to the adoption of a new clawback policy, so that when so adopted such clawback policy will be attached as an exhibit to the Company's Compensation Policy and form an integral part thereof, intended to comply with the clawback-related listing standards proposed by The New York Stock Exchange (the "NYSE") and the Israeli Companies Law 5759-1999, as amended, to take effect upon the effective date of the NYSE listing rule;
- 7A. 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**

8. 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, 2024 and until the Company's next annual general meeting of shareholders, and to authorize our 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.

\_\_\_\_\_  
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.

---