

**MODSYS INTERNATIONAL LTD.
6600 LBJ Freeway, Suite 210
Dallas, Texas 75240**

PROXY

The undersigned hereby appoints Regina O'Connor and Brandon Edenfield and each of them, as the attorneys and proxies of the undersigned, with power of substitution, to vote all ordinary shares and preferred shares of ModSys International Ltd., an Israeli company, which the undersigned is entitled to vote at the Extraordinary and the 2019 Annual General Meeting (the "Meeting") of Shareholders to be held at the offices of the Company, at 6600 LBJ Freeway, Suite 210, Dallas, TX 75240 on May 21, 2019, at 10:00 local time and via teleconference 719-325-2556 Passcode 902 937 0611, and at any continuation or adjournment thereof, with the same force and effect as the undersigned might or could do if personally present thereat, as set forth below and in their discretion upon any other business that may properly come before the meeting. At the Meeting, separate votes of the holders of the ordinary shares and the preferred shares will be held and will be deemed as separate meetings of the shareholders, and this proxy shall extend to each of those separate meetings.

1. **(a) To approve the agreement and plan of merger dated April 3, 2019 (the "Merger Agreement"), by and among, the Company, Transoft Group Limited ("Parent"), a company organized under the laws of England and Wales and a wholly owned subsidiary of Advanced Computer Software Group Limited, and an Israeli merger subsidiary of Parent ("Merger Sub"), and thereby the approval of the transaction whereby Merger Sub will merge with and into the Company (the "Merger") and the other transactions contemplated by the Merger Agreement; and (b) to determine that the foregoing is in the best interest of the Company and its shareholders.**

FOR AGAINST ABSTAIN

By marking your vote above, authorize the designated attorneys and proxies to vote your shares as indicated in each of separate votes of the holders of the ordinary shares and the preferred shares.

Indicate by check-mark, all of the following that apply:

- MY SHARES ARE BENEFICIALLY OWNED BY MERGER SUB OR PARENT.
- I HOLD 25% OR MORE OF ANY MEANS OF CONTROL OF MERGER SUB.

2. **To approve of, subject to and effective upon the consummation of the Merger, the purchase by the Company of liability and a "tail" insurance**

policy for directors and officers of the Company in accordance with the terms of the Merger Agreement.

- FOR AGAINST ABSTAIN

Indicate by check-mark, all of the following that apply:

- I AM A “CONTROLLING SHAREHOLDER” (AS DEFINED IN PROPOSAL 2 OF THE PROXY STATEMENT) OF THE COMPANY, OR ACTING ON BEHALF OF A CONTROLLING SHAREHOLDER.
- I HAVE A PERSONAL INTEREST IN THIS RESOLUTION 2.

3. To reelect Syver Norderhaug to serve as a director of the Company until the earlier of the next annual general meeting and the lawful termination of his office or his resignation.

- FOR AGAINST ABSTAIN

4. To reelect Scott Miller to serve as a director of the Company until the earlier of the next annual general meeting and the lawful termination of his office or his resignation.

- FOR AGAINST ABSTAIN

5. To elect Carla Corkern to serve as an outside director of the Company for a three-year term commencing on April 10, 2019 or until her lawful termination.

- FOR AGAINST ABSTAIN

Indicate by check-mark, all of the following that apply:

- I AM A “CONTROLLING SHAREHOLDER” (AS DEFINED IN PROPOSAL 4 OF THE PROXY STATEMENT) OF THE COMPANY, OR ACTING ON BEHALF OF A CONTROLLING SHAREHOLDER.
- I HAVE A PERSONAL INTEREST IN THIS RESOLUTION 5, OTHER THAN INTERESTS THAT DO NOT STEM FROM CONNECTIONS WITH THE CONTROLLING SHAREHOLDERS.

6. To approve certain compensation terms to the members of the Company's directors.

FOR AGAINST ABSTAIN

Indicate by check-mark, all of the following that apply:

- I AM A "CONTROLLING SHAREHOLDER" (AS DEFINED IN PROPOSAL 5 OF THE PROXY STATEMENT) OF THE COMPANY, OR ACTING ON BEHALF OF A CONTROLLING SHAREHOLDER.
- I HAVE A PERSONAL INTEREST IN THIS RESOLUTION 6.

7. To approve certain compensation terms to the Company's outside directors.

FOR AGAINST ABSTAIN

Indicate by check-mark, all of the following that apply:

- I AM A "CONTROLLING SHAREHOLDER" (AS DEFINED IN PROPOSAL 6 OF THE PROXY STATEMENT) OF THE COMPANY, OR ACTING ON BEHALF OF A CONTROLLING SHAREHOLDER.
- I HAVE A PERSONAL INTEREST IN THIS RESOLUTION 7.

8. To approve and ratify an amendment to Brandon Edenfield's compensation agreement as the Chief Executive Officer of the Company.

FOR AGAINST ABSTAIN

Indicate by check-mark, all of the following that apply:

- I AM A "CONTROLLING SHAREHOLDER" (AS DEFINED IN PROPOSAL 7 OF THE PROXY STATEMENT) OF THE COMPANY, OR ACTING ON BEHALF OF A CONTROLLING SHAREHOLDER.
- I HAVE A PERSONAL INTEREST IN THIS RESOLUTION 7.

9. To re-appoint BDO Ziv Haft as our independent auditor for the periods ending on the date of our next annual general meeting of shareholders.

FOR

AGAINST

ABSTAIN

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS. SHARES REPRESENTED BY THIS PROXY WILL BE VOTED IN ACCORDANCE WITH SPECIFICATIONS MADE HEREIN. IF NO SPECIFICATION IS MADE AS TO ANY INDIVIDUAL ITEM HEREIN, IT IS INTENDED THAT SHARES REPRESENTED BY THIS PROXY WILL BE VOTED FOR THE ELECTION OF THE NAMED DIRECTOR NOMINEES AND FOR THE OTHER PROPOSALS SPECIFIED HEREIN. IF NO SPECIFICATION IS MADE AS TO IF YOU ARE A “CONTROLLING SHAREHOLDER” RELATED TO ANY PROPOSAL HEREIN, IT IS INTENDED THAT YOU HAVE REPRESENTED THAT YOU ARE NOT A CONTROLLING SHAREHOLDER FOR SUCH PROPOSAL. IF NO SPECIFICATION IS MADE AS TO IF YOU HAVE A PERSONAL INTEREST IN ANY PROPOSAL HEREIN, IT IS INTENDED THAT YOU HAVE REPRESENTED THAT YOU DO NOT HAVE A PERSONAL INTEREST IN SUCH PROPOSAL. Both of said attorneys and proxies or their substitutes as shall be present and act at the meeting, or if only one be present and act then that one, shall have and may exercise all of the powers of both of said attorneys and proxies hereunder.

The undersigned hereby acknowledges receipt of (a) the Notice of Extraordinary and the 2019 Annual General Meeting and class meetings to be held on May 21, 2019 and (b) the accompanying Proxy Statement.

WITNESS the signature of the undersigned this _____ day of _____, 2019.

Name

Signature

Title, if applicable

NUMBER OF SHARES HELD OF RECORD ON MAY 13, 2019:

Ordinary Shares: _____

Preferred Shares: _____