

**ANNUAL GENERAL MEETING OF SHAREHOLDERS OF
BLUEPHOENIX SOLUTIONS LTD.**

December 30, 2010

NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIAL:

The Notice of Meeting, proxy statement and proxy card
are available at www.bphx.com

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

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

00033333030300000000 4

123010

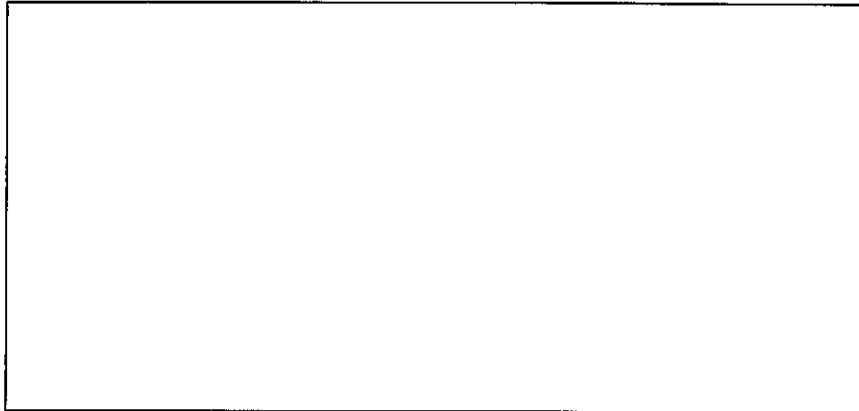
**THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" PROPOSALS 1, 2, 3 & 4.
PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE**

- | | FOR | AGAINST | ABSTAIN |
|---|--------------------------|--------------------------|--------------------------|
| 1. Election of Directors: | | | |
| Eric Green | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Yaron Tchwellia | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Shimon Bar-Kama | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Zvi Peled | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. Reappointment of the Company's auditor, Ziv Haft, as the Company's independent auditor for the period beginning on the Annual General Meeting and ending on the next annual general meeting. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. Approval of the terms of service and compensation of Mr. Gur Shomron for his service as the Chairman of the Board of Directors of the Company during 2010. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. Approval of the terms of employment and compensation of Mr. Yaron Tchwellia, who is nominated to be a director of the Company. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

If you 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.



□



ANNUAL GENERAL MEETING OF SHAREHOLDERS

BLUEPHOENIX SOLUTIONS LTD.

PROXY

THIS PROXY IS BEING SOLICITED ON BEHALF OF BLUEPHOENIX SOLUTIONS LTD. BOARD OF DIRECTORS FOR THE ANNUAL GENERAL MEETING OF SHAREHOLDERS TO BE HELD ON DECEMBER 30, 2010 FOR SHAREHOLDERS OF RECORD ON NOVEMBER 30, 2010.

The undersigned shareholder of BluePhoenix Solutions Ltd. (the "Company") hereby appoints Mr. Arik Kilman and Mr. Gur Shomron, and each of them, the true and lawful attorneys, agents and proxies of the undersigned, with full power of substitution, to vote, as designated on the reverse, all of the Ordinary Shares which the undersigned is entitled to vote at the Annual General Meeting of Shareholders of the Company to be held at the offices of the Company at 8 Maskit Street, Herzlia, Israel on Thursday, December 30, 2010, at 2:00 P.M. (Israel time), and any postponement or adjournment thereof.

THIS PROXY, WHEN PROPERLY EXECUTED, WILL BE VOTED IN THE MANNER DIRECTED HEREIN BY THE UNDERSIGNED STOCKHOLDER(S). THE FAILURE TO FILL IN THE CHOICES INDICATED ON THE REVERSE WILL AUTHORIZE THE PROXIES TO VOTE FOR THE PROPOSALS TO BE BROUGHT BEFORE THE MEETING.

The undersigned hereby acknowledges receipt of the Notice of the Annual General Meeting of Shareholders and the Proxy Statement accompanying such Notice, revokes any proxy or proxies heretofore given to vote upon or act with respect to the same shares and hereby ratifies and confirms all that said proxies, their substitutes, or any of them, may lawfully do by virtue hereof.

(Continued and to be signed on the reverse side)

