

S H L TELEMEDICINE LTD.
NOTICE OF A SPECIAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT a Special General Meeting of the Shareholders (the "Special General Meeting" or "SGM") of S H L Telemedicine Ltd. (the "Company") will be held on **January 5, 2017 at 13:00** p.m. (Israel Time), at the Company's registered office, located at 90 Yigal Alon Street, Ashdar Building, Tel-Aviv, Israel, the agenda of which shall include the following matters:

1. Election of one (1) Independent (External) Director to the Board of Directors for a three (3) year term. The current candidates are: Mr. Ronen Harel and Mr. Gil Sharon.

The vote with respect to each of the above shall be conducted separately. Pursuant to the Company's Articles of Association, in the event that the number of candidates who receive the requisite majority votes exceeds the number of vacancies, then the candidate who receives the higher number of votes shall be so elected, and to the extent two (2) or more of said candidates receive an equal number of votes, then a second vote shall be conducted solely with respect to such candidates. The Independent (external) director nominees have submitted to the Company the declarations required pursuant to Sections 224b, 241(a) of the Israeli Companies Law of 1999 (the "Companies Law") with respect to fulfilling the legal requirements to serve as an Independent (external) Director of the Company.

2. Following recommendation and approval by the Company's Compensation Committee and Board - Approval of Option Grant of 18,000 Options to the newly elected Independent (external) Director.
3. Following recommendation and approval by the Company's Compensation Committee and Board - Approval of Option Grants of 18,000 Options to each "Other" Director as such term is defined under applicable law.
4. Following recommendation and approval by the Company's Compensation Committee and Board - Approval of Option Grants of 50,000 Options to the Chairman of the Board, Mr. Uzi Blumensohn.
5. Following recommendation and approval by the Company's Compensation Committee and Board - Approval of Updated Terms of Engagement Mr. Yoav Rubinstein, the Company's Senior Vice President, Head of Global Business Development (via his wholly owned company)..

Pursuant to Section 239 (b) of the Companies Law, the approval of resolution 1 requires the affirmative vote of a majority of shares present at the Special General Meeting, in person or by proxy or ballot, as the case may be, and voting thereon, provided however, that either (i) the majority vote in favor of the resolution includes the consent of a majority of the shareholders voting power represented at the Special General Meeting who are not controlling shareholders of the Company or have a personal interest in the appointment (excluding a personal interest that is not a result of a connection with a controlling shareholder) - abstaining votes not being counted; or (ii) the total shares of the aforementioned shareholders who voted against the resolution do not represent more than two percent (2%) of the voting rights in the Company.

Pursuant to the Company's Articles of Association, in the event that the number of candidates who receive the requisite majority votes exceeds the number of vacancies, then the candidate who receives the higher number of votes shall be so elected, and to the extent two (2) or more of said candidates receive an equal number of votes, then a second vote shall be conducted solely with respect to such candidates.

Pursuant to Sections 270(3), 273(a) of the Companies Law, the approval of resolutions 2-4 requires the consent of the holders of a simple majority of the voting power represented at the Special General Meeting in person or by proxy or ballot, as the case may be, and voting thereon.

Pursuant to Sections 270 (2), 272 (c) (2), and 267A(b) of the Companies Law, the approval of resolution 5 requires the affirmative vote of a majority of shares present at the Special General Meeting, in person or by proxy or ballot, and voting thereon, provided however, that either (i) the majority vote at the general meeting includes a majority of the shareholders voting power represented at the Special General Meeting and who are not the controlling shareholders of the Company or shareholders having a personal interest in the in the approval of the item (without abstaining votes); or (ii) the total number of objecting votes of those shareholders who are listed under (i) and who participate in the vote does not exceed two percent (2%) of all of the voting rights in the Company.

For further details regarding the agenda items kindly refer to the Notice to Shareholders and form Ballot available on the Company's website at <http://www.shl-telemedicine.com/about-us/investorrelations/general-meeting>. For biographies of the Independent (external) Director nominees please see Notice to Shareholders (available on Company's website at <http://www.shl-telemedicine.com/about-us/investorrelations/general-meeting>). Kindly note that no hard copies shall be mailed to shareholders; however should a shareholder so request, Company shall mail same to him/her/it.

The full versions of the resolutions proposed for the Special General Meeting and the underlying materials referenced hereunder are available for inspection at the Company's registered office, located at 90 Yigal Alon Street, Ashdar Building, Tel-Aviv, Israel (Tel: #972-3-5633888), Sunday to Thursday, between 9:00 to 17:00 (Israel Time) or at the Company's Swiss investor relations representative, IRF Communications AG, located at Raemistrasse 4, 8024 Zurich, Monday to Friday, between 9:00 to 17:00 (CET). The Notice to Shareholders, the form of Proxy and the form of Ballot are also available on the Company's website at <http://www.shl-telemedicine.com/about-us/investorrelations/general-meeting>.

The record date for the right to participate and vote in the Special General Meeting was set as **December 8, 2016** (the "Record Date"). All shareholders at the Record Date may participate and vote in the Special General Meeting by attending the Meeting in person or by proxy (the "Proxy"). Pursuant to the regulations promulgated under the Companies Law, shareholders **may** also vote on all matters on the agenda of the Special General Meeting by submitting a written ballot with respect thereto (the "Ballot"). **Kindly note that the vote by Ballot is by filling in PART II of the Ballot.**

Each Proxy must be delivered to the registered office of the Company (for the attention of Mr. Ehud Ben Yair) or to SIX SAG AG, Baslerstrasse 90, CH-4600 Olten, Switzerland (for the attention of Mr. Adriano Aversa) not later than **48 hours** prior to the Special General Meeting. A specimen of the Proxy is available on the Company's website at <http://www.shl-telemedicine.com/about-us/investorrelations/general-meeting> and additional copies can be obtained at the Company's registered office, from SIX SAG AG, Baslerstrasse 90, CH-4600 Olten, Switzerland or at the Company's website (as stated above). Kindly note that the Proxy, if executed and sent, should be in the name of a person who is attending the Special General Meeting.

The Ballot must be delivered to the registered office of the Company (for the attention of Mr. Ehud Ben Yair or to SIX SAG AG, Baslerstrasse 90, CH-4600 Olten, Switzerland (for the attention of Mr. Adriano Aversa) not later than **4 hours** prior to the Special General Meeting (i.e. **not later than on January 5, 2017 at 8 a.m. CET/ 9 a.m. Israel time**). For the Ballot to become effective: (i) any shareholder whose shares are registered with the Company's registrar of shareholders must enclose a copy of such shareholder's identity card, passport or certificate of incorporation, as the case may be; and (ii) any shareholder whose shares are registered with SAG must enclose a written confirmation from SAG as to its ownership of the voting shares. A specimen of the Ballot is posted on the

Company's website and additional copies can be obtained at the Company's registered office or from SIX SAG AG, Baslerstrasse 90, CH-4600 Olten, Switzerland. **Kindly note that the vote by Ballot is by filling in part II of the Ballot.**

A shareholder electing to distribute a shareholder statement (a "Shareholder Statement"), must deliver same to the registered office of the Company (for the attention of Mr. Ehud Ben Yair) or to SIX SAG AG, Baslerstrasse 100, CH-4601 Olten, Switzerland (for the attention of Mr. Adriano Aversa) not later than on **December 27, 2016**. A shareholder submitting the Shareholder Statement, who acts in consort with others with respect to voting in shareholder meetings, whether in general or with respect to certain matter(s) on the agenda, shall indicate so in the Shareholder Statement, and shall describe the aforementioned arrangements and the identity of the shareholders so acting in consort. Copies of any Shareholder Statement shall be available at the Company's registered office, on the Company's website at <http://www.shl-telemedicine.com/about-us/investorrelations/general-meeting> and such can also be obtained at the offices of SIX SAG AG, Baslerstrasse 90, CH-4600 Olten, Switzerland, commencing no later than **one (1) business day** following receipt thereof. Should the Company elect to state its position with respect to such Shareholder Statement, copies of such position (the "Company Statement") shall be available at the Company's registered office, on the Company's website and at the offices of SIX SAG AG (as stated above), no later than on **January 1, 2017**.

One or more shareholders holding at least one percent (1%) of the voting rights at the Special General Meeting may request the Board to add an item to the agenda to the extent such is fit to be discussed thereat. Such request shall be made no later than seven (7) days from the invitation to the Special General Meeting (i.e. **November 29, 2016**). A request to include a proposed candidate for External Director shall include the details set forth under Section 26 of the Securities Regulations (Periodical and Immediate Reports) – 1970, as well as the declaration pursuant to Sections 224B and 241 of the Companies Law. The Company will publish an updated agenda and ballot (in the event items are added per a shareholder's request), not later than on **December 6, 2016** on the Company's website at <http://www.shl-telemedicine.com/about-us/investorrelations/general-meeting> and such can also be obtained at the offices of SIX SAG AG, Baslerstrasse 90, CH-4600 Olten, Switzerland.

If within half an hour from the time appointed for the Special General Meeting, a quorum is not present (according to Article 21 of the Articles of Association of the Company and the decision of the Board of Directors), the Special General Meeting shall stand adjourned on **January 12, 2017** at 13:00 (Israel Time), at the same place.

S H L Telemedicine Ltd.