

S H L TELEMEDICINE LTD.
(the "Company")

ANNUAL GENERAL MEETING OF THE SHAREHOLDERS
UPDATED WRITTEN BALLOT

April 13, 2017

Written Ballot with respect to Certain Matters on the Agenda of the Company's Annual General Meeting of Shareholders

PART I

This written ballot (this "Ballot") is provided to the holders, at the Record Date, of Ordinary Shares (the "Ordinary Shares"), of SHL Telemedicine Ltd. (the "Company") in connection with the right of such holders to vote on certain matters on the agenda of the Annual General Meeting of the Shareholders to be held on **May 11, 2017** (the "Annual General Meeting" or "AGM"), or at any adjournment thereof, pursuant to the accompanying Notice of Annual General Meeting of Shareholders (the "Notice"), available on Company's website at <http://www.shl-telemedicine.com/about-us/investorrelations/general-meeting>.

Terms used herein shall have the meaning ascribed to them in the Notice.

The Annual General Meeting will be held on **May 11, 2017 at 13:00** (Israel Time), at the Company's registered office, located at 90 Igal Alon Street, Ashdar Building, Tel-Aviv, Israel.

Kindly note that the vote by Ballot is by filling in PART II of this Ballot. This Ballot may be used to vote on all matters on the agenda below.

The agenda of the Annual General Meeting includes the following matters:

1. Presentation and discussion of the Company's financial statements for the fiscal year ending December 31, 2015, as approved by the Board on April 11, 2016.

No resolution is required with respect to this item.

2. The re-appointment of Kost, Forer, Gabbay & Kasierer (members of Ernst & Young Global) as the external auditors of the Company (including for the fiscal year 2016), to serve until the next Annual General Meeting of the Company, and authorization to the Board to determine the remuneration of such external auditors and the other terms and conditions of their engagement.

It is proposed that at the Annual Meeting, the following resolution be adopted:

“RESOLVED:

To approve the re-appointment of Kost, Forer, Gabbay & Kasierer (members of Ernst & Young Global) as the external auditors of the Company (including

for the fiscal year 2016), to serve until the next Annual General Meeting of the Company, and to authorize the Board of Directors to determine the remuneration of such external auditors and the other terms and conditions of their engagement.”

3. Election of Directors: election of up to seven (7) directors to the Board, who shall serve as directors of the Company until the next annual general meeting of the shareholders of the Company. The candidates, by alphabetical order, are: Mr. Ziv Carthy, Mr. Yi He, Prof. Amir Lerman, Mr. Elon Shalev, Mr. Cailong Su, Mr. Xuewen Wu and Ms. Shenlu Xu.

The vote with respect to each of the above shall be conducted separately.

The director nominees have submitted to the Company the declarations required pursuant to Sec. 224b of the Israeli Companies Law – 1999 (the “Companies Law”) with respect to fulfilling the legal requirements to serve as directors of the Company, including as non-dependent directors, as the case may be.

The declarations of the candidates as well as their CVs are available on the Company’s website.

4. Election of two (2) Independent (External) Directors to the Board (out of four (4) candidates), pursuant to Section 239(b) of the Companies Law, each for a three (3) year term. The candidates, by alphabetical order, are: Mr. Yehoshua Abramovich, Ms. Devorah Kimhi, Mr. Gil Sharon and Mr. Xuequn Qian.

The Independent (external) director nominees have submitted to the Company the declarations required pursuant to Sections 224b, 241(a) of the Companies Law with respect to fulfilling the legal requirements to serve as an Independent (external) Directors of the Company.

Pursuant to Section 240 (A1a) of the Companies Law, at least one (1) Independent (external) Director has to have Accounting and Financial Expertise as such term is defined under regulations promulgated under the Companies Law. In addition, pursuant to Section 239 (d) of the Companies Law, in the event at the time of a nomination of an Independent (external) director all board members who are not controlling shareholders or their relatives are of one sex then the nominated Independent (external) Director shall be of the other sex.

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 declarations of the candidates as well as their CVs are available on the Company's website.

Kindly note that, with respect to the election of an Independent (external) director, in Part II of this Ballot you should mark all of the following, as applicable: (a) whether you are a controlling shareholder; (b) whether you are an interested party (as defined under Israeli law); (c) whether you have a personal interest in the election (excluding a personal interest that is not a result of your business connection with a controlling shareholder); (d) whether you are a senior office holder; and (e) whether you are an institutional investor (both as defined under applicable Israeli law). In addition, you should describe the nature of such interest and/ or the relevant affiliation with the Company. Votes pursuant to a Ballot not properly filled in (including where the relevant interest and/ or affiliation is marked but not described) shall not be counted.

5. Following recommendation and approval by the Company's Compensation Committee and Board - approval of a New Office Holder Compensation Policy.

Further information with respect to item 5:

The Company's 2014 Office Holder Compensation Policy expired on January 6th, 2017. The Company's Compensation Committee has recommended to the Board to approve and adopt the 2017 Officer Holder Compensation Policy, made available to shareholders of the Company on Company's website (the "New Compensation Policy"), and the Board has unanimously approved and adopted the New Compensation Policy, all pursuant to Section 267A (a) of the Companies Law.

It is proposed that at the Annual Meeting, the following resolution be adopted:

"WHEREAS, the Company's Office Holder Compensation Policy expired on January 6, 2017, and the Company's Compensation Committee has recommended to the Board to approve and adopt the New Officer Holder Compensation Policy, made available to shareholders of the Company on Company's website prior to this Annual General Meeting, and the Board has approved and adopted the New Compensation Policy, all pursuant to Section 267A (a) of the Companies Law; and

WHEREAS, pursuant to Section 267A(b) of the Companies Law, the adoption of the New Compensation Policy requires the affirmative vote of a majority of shares present at the Annual 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 Annual General Meeting and who are not the controlling shareholders of the Company or shareholders having a personal interest in the approval of the New Compensation Policy (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; and that prior to voting, shareholders (or

their representatives) are required to disclose whether they are controlling shareholders or whether they have a personal interest in the adoption of the resolution.

Appendix A includes declarations by each shareholder indicating whether he/she /it is or is deemed to be considered a controlling shareholder for the purpose of this item on the agenda, or his/hers/its personal interest in the adoption of the said resolution; all pursuant to Sec.1, Sec. 267A (b)1 and Sec. 276 of the Companies Law.

NOW THEREFORE, upon motion duly made

With ___ Ordinary Shares out of _____ Ordinary Shares represented at the meeting and entitled to vote thereon voting for (with _____ votes against); and

With _____ Ordinary Shares out of _____ Ordinary Shares represented at the meeting and entitled to vote thereon and who are not the controlling shareholders of the Company or shareholders having a personal interest in the approval of the New Compensation Policy voted for the adoption of the Compensation Policy (with ___ votes against of such shareholders); it is hereby

RESOLVED:

Further to recommendation by the Compensation Committee and approval by the Board, to approve the adoption the New Compensation Policy, a copy of which is attached as Exhibit A.”

Kindly note that, with respect to the approval of this item 5, in Part II of this Ballot you should mark all of the following, as applicable: (a) whether you are a controlling shareholder of the Company; (b) whether you have a personal interest in the resolution; (c) whether you are a senior office holder of the Company (as defined under Israeli law); and (d) whether you are an institutional investor (as defined under applicable Israeli regulations). In addition, you should describe the nature of such interest and/or the relevant affiliation with the Company. Votes pursuant to a Ballot not properly filled in (including where the relevant interest and/ or affiliation is marked but not described) shall not be counted (except for purposes of determining the quorum for the Annual Meeting).

- 6. Following recommendation and approval by the Company’s Compensation Committee and Board - approval of Option Grant to the newly elected Independent (External) Director.**

Further information with respect to item 6:

Each of the Company’s currently serving Independent (external) Director, as well as the former Independent (external) Director was granted 18,000 options to purchase 18,000 ordinary shares of the Company at the time of his or her election. Pursuant to applicable regulations, the compensation granted to

Independent (external) Directors shall be identical and it is therefore proposed that the newly elected Independent (external) Director shall be granted the same number of options, such option grant further to approval by the Compensation Committee and the Board, and subject to shareholder approval of the Company, pursuant to Sections 270(3), 273(a) of the Companies Law. The Compensation Committee and the Board previously approved the proposed option grant.

It is proposed that at the AGM, the following resolution be adopted:

“RESOLVED:

Further to approval by the Compensation Committee and the Board of Directors of the Company, [and following the approval of the New Compensation Policy] to approve and authorize in all respects the grant to the newly appointed Independent (external) Director, of 18,000 options to purchase 18,000 ordinary shares of the Company (the “Options”), under Section 102 or Section 3(9) of the Israeli Tax Ordinance, as the case may be, under the Company's 2015 Key Employee Option Plan (the “Plan”), all as of the Annual General meeting at an exercise price equal to the average trading price of the Company's Ordinary Shares during the thirty (30) trading days prior to the date of approval by the Board (i.e. CHF 7.01), and subject to the Company's procurement of all approvals and permits required by applicable law or regulatory authorities having jurisdiction over the Plan, the Options and the shares issued pursuant to it, and subject to the completion of any procedure required by applicable law; all pursuant to Sections 270(3) and 273(a) of the Companies Law;

That the aforesaid resolutions are in the best interest of the Company.”

The approval of resolutions 2 and 3 requires the consent of the holders of a simple majority of the voting power represented at the Annual Meeting in person or by proxy or ballot, as the case may be, and voting thereon.

Pursuant to Section 239 (b) of the Companies Law, the approval of resolution 4 requires the affirmative vote of a majority of shares present at the Annual 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 Annual 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 (for either a “regular” or Independent (external) director position), 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 Section 267A(b) of the Companies Law, the approval of resolution 5 requires the affirmative vote of a majority of shares present at the Annual 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 Annual General Meeting and who are not the controlling shareholders of the Company or shareholders having a personal interest in the approval of resolution 5 (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.

Pursuant to Sections 270(3), 273(a) of the Companies Law, the approval of resolution 6 requires the consent of the holders of a simple majority of the voting power represented at the Annual General meeting in person or by proxy or ballot, as the case may be, and voting thereon.

The full versions of the resolutions proposed for the Annual 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; Fax: #972-3-6242414), 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). This Ballot, the form of Proxy and the Notice to Shareholders are also available on the 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.**

Due to a holiday in Switzerland, and for the convenience of shareholders, the record date for the right to participate and vote in the Annual General Meeting was re-set and shall be **April 18, 2017** (the "Record Date").

The Ballot must be delivered to the registered office of the Company (for the attention of Mr. Yoav Rubinstein) not later than **4 hours** prior to the Annual General Meeting (i.e. **not later than on May 11, 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 Computershare Schweiz AG must enclose a written confirmation from it as to its ownership of the voting shares.

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. Yoav Rubinstein) not later than on **May 2, 2017**. 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>, 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, no later than on **May 7, 2017**.

Any shareholder may revoke his/hers/its Ballot by submitting a cancellation notice (the "Cancellation Notice"). The Cancellation Notice together with sufficient proof as to the identity of such canceling shareholder, to the absolute discretion of Mr. Yoav Rubinstein, must be delivered to the registered office of the Company (for the attention of Mr. Yoav Rubinstein) not later than **24 hours** prior to the Annual General Meeting. Any such shareholder submitting a Cancellation Notice may only vote by attending the Annual General Meeting in person or by Proxy.

One or more shareholders holding, at the Record Date, shares representing five percent (5%) or more of the total voting power in the Company, as well as any holder of such percentage out of the total voting power not held by controlling shareholder(s), as such term is defined under Section 268 of the Companies Law, may, following the Annual General Meeting, in person or by proxy, inspect the Ballots and the record thereof 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). The competent court may, at the request of any shareholder who does not hold, at the Record Date, the aforementioned percentage, instruct the Company to allow the inspection of said documents and records, in whole or in part, on terms and conditions determined by the court. **You are kindly requested to indicate the number of shares held by you representing the aforementioned percentage.**

If within half an hour from the time appointed for the Annual 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 Annual General Meeting shall stand adjourned on **May 18, 2017** at 13:00 (Israel Time), at the same place.

SHL TELEMEDICINE LTD.

S H L TELEMEDICINE LTD.
(the "Company")

**ANNUAL GENERAL MEETING OF THE SHAREHOLDERS
WRITTEN BALLOT**

PART II

Company:

Name of the Company: SHL Telemedicine Ltd.
Address: 90 Igal Alon Street, Ashdar Building, Tel-Aviv, Israel
Company Registration No.: 511149874
Meeting Date and Time: **May 11, 2017 at 13:00 Israel time**
Type of Meeting: Annual General Meeting
Record Date: **April 18, 2017**

Shareholder:

Name: _____

Israeli ID Number: _____

For a non-Israeli shareholders:

a) Passport number: _____

b) Issued in (indicate country): _____

c) Valid until (add date): _____

For a shareholder who is a corporate entity:

a) Company Registration No. _____

b) State of Incorporation: _____

Number of Shares: _____

VOTE:

Resolution Number	Manner of vote ¹			With respect to the approval of items 4 (a) - (d) (election of Independent (external) directors) - pursuant to Sec. 239 (b) – Are you a controlling shareholder? Are you an interested party? Do you have a personal interest in the election? Are you a senior office holder or an institutional investor? ²		With respect to the approval of the Item 5 (adoption of a new compensation plan)- pursuant to Sections 267A(b) of the Companies Law Are you a controlling shareholder? Do you have a personal interest in the relevant transaction? Are you a senior office holder or an institutional investor? ²	
	Yes	No	Abstained	Yes*	No	Yes*	No
Item 3 (a) election of Mr. Ziv Carthy							
Item 3 (b) election of Mr. Yi He							
Item 3 (c) election of Prf. Amir Lerman							
Item 3 (d) election of							

¹ Failure to check this box shall be deemed an abstaining vote.

² In the event you either fail to check this box or mark "yes" but fail to describe the nature of your personal interest or affiliation, your vote shall not be counted. With respect to election of an independent (external) director, you need not mark a personal interest that is not a result of your relationship with a controlling shareholder.

Mr. Elon Shalev					
Item 3 (e) election of Mr. Cailong Su					
Item 3 (f) election of Mr. Xuewen Wu					
Item 3 (g) election of Ms. Shenlu Xu					
Item 4–(a) Election of Mr. Yehoshua Abramovich as Independent (external) Director					
Item 4–(b) Election of Ms. Devorah Kimhi as Independent (external) Director					
Item 4–(c) Election of Mr. Gil Sharon as Independent (external) Director					
Item 4–(d) Election of Mr. Xuequn Qian as Independent (external) Director					
Item 5 – adoption of new compensation policy					
Item 6 – option grant					

