

To: SHL Telemedicine Ltd.

**Re: Director Declaration**

*Pursuant to Section 224B of the Companies Law, 5759-1999*

I, the undersigned, Ziv Carthy, agree to serve as a director of SHL Telemedicine Ltd. (the "**Company**") and hereby declare as follows:

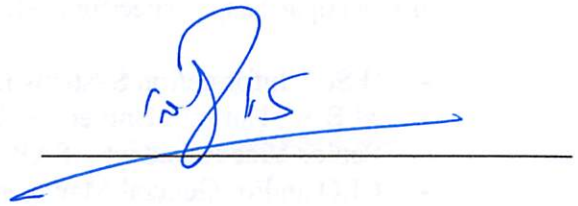
1. This declaration is being made by me pursuant to Section 224B of the Israeli Companies Law, 5759-1999 (the "**Companies Law**") and in accordance with the terms and definitions set forth in the Companies Law.
2. I have the qualifications required and the ability to dedicate the appropriate amount of time for the performance of my duties as a director of the Company, *inter alia* considering the Company's special needs and its size and based, *inter alia*, on my education, my skills and my occupations, as specified below:
  - B.Sc., Information Systems Engineering, Israel Institute of Technology, Israel
  - M.B.A., Harvard University, USA
  - Senior Vice President – SAP AG – software company
  - CEO and/or General Manager of technology companies
  - Experience as past director of SHL Telemedicine, and other private and public companies.
3. During the five years prior to the date of this declaration:
  - a. I have not been convicted of any offence pursuant to Sections 290 to 297, 392, 415, 418 to 420 and 422 to 428 of the Israeli Penal Law, 5737-1977, and pursuant to Sections 52C, 52D, 53(a) and 54 of the Israeli Securities Law, 5728-1969 (the "**Securities Law**");
  - b. I have not been convicted by a court outside of Israel of offenses of bribery, fraud, corporate manager offenses or offenses of use of inside information;
  - c. No Enforcement Measures have been imposed upon me by the Administrative Enforcement Committee which prohibit me from serving as a director of a Public Company or a Bonds Company;<sup>1</sup>
  - d. I have not been convicted by a court of an offense which is not provided for in clauses a.-b., and where the court determined that due to its nature, gravity or circumstances thereof, I am unfit to serve as a director of a Public Company or a Bonds Company.

---

<sup>1</sup> "**Enforcement Measures**" is defined as enforcement means as contemplated by Section 52(56) of the Israel Securities Law, 5728 – 1968, imposed as per Chapter 8'4 of the Israel Securities Law, 5728 – 1968, per Chapter 7'2 of the Investment Advice and Investment Portfolio Management Law, 1995 or Chapter 10'1 of The Joint Investments in Trust Law, 1994, as applicable; "**Administrative Enforcement Committee**" is defined as the committee appointed pursuant to Section 52(32)(a) of the Israel Securities Law, 5728 – 1968; "**Bonds Company**" is defined as a company whose bonds are listed for trade on a stock exchange, or have been offered to the public pursuant to a prospectus as defined in the Israeli Securities Law, or which were offered to public outside of Israel pursuant to an offering document to the public pursuant to the requirements of non-Israeli law, and which are held by the public; "**Public Company**" is defined as a company whose shares are listed for trade on a stock exchange, or have been offered to the public pursuant to a prospectus as defined in the Israeli Securities Law, or which were offered to public outside of Israel pursuant to an offering document to the public pursuant to the requirements of non-Israeli law. and which are held by the public.

4. I am an adult, I have not been declared incapacitated nor have I been declared bankrupt, and I undertake to notify the Company in the event that I shall be declared any of the same.
5. After having read and understood all of the aforesaid, I hereby declare that all of the aforesaid is true and that all of the information and details included in this declaration are accurate and complete. I further declare that I am not aware of any material detail which does not appear in this declaration which may affect my service as director and/or the determination of the Company's board of directors regarding my meeting the conditions and criteria for eligibility to serve as a director.
6. Insofar as a change shall occur in the aforesaid, including that a condition which is required pursuant to applicable law for my serving as a director shall cease to be satisfied, I undertake to immediately give notice thereof to the Company.

Date: April 11, 2017



Ziv Carthy