

May 24, 2017

To:
The Shareholders of SHL Telemedicine Ltd.

Ladies and Gentlemen,

Re: Notice of a Special General Meeting of the Shareholders of S H L Telemedicine Ltd.

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 **Wednesday, June 28, 2017, at 13:00** (Israel Time) at the Company's registered office, located at 90 Yigal Alon Street, Ashdar Building, Tel-Aviv, Israel.

The Agenda of the Special General meeting includes the following matter:

1. Election of two (2) Independent (External) Directors to the Board of Directors of the Company, pursuant to Section 239(b) of the Israeli Companies Law, 1999 (the "Companies Law"), each for a three (3) year term.

The Independent (external) director nominee(s) will have to submit 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 Independent (external) Director(s) 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.

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 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.

The 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.**

The record date for the right to participate and vote in the Special General Meeting was set as **June 1, 2017** (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 matter 1 on the agenda of the Special General meeting by submitting a written ballot with respect thereto (the "Ballot").

Each Proxy must be delivered to the registered office of the Company (for the attention of Mr. Yossi Vadnagra – Acting CFO), located at 90 Yigal Alon Street, Ashdar Building, Tel-Aviv, Israel (Tel: #972-3-5633888; Fax: :#972-3-6242414) 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>. 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. Yossi Vadnagra) not later than **4 hours** prior to the Special General meeting (i.e. **not later than on June 28, 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. Confirmations regarding share registration can be obtained at Computershare Schweiz AG, P.O. Box, 4601 Olten, Switzerland, share.register@computershare.ch, +41 62 205 77 00.

A specimen of the Ballot is posted on the Company's website. **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. Yossi Vadnagra) not later than on **June 19, 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 and on the Company's website, no later than on **June 23, 2017**.

Any Shareholder Statement must be written in a clear and simple language, and shall include no more than 500 words per subject matter. A Shareholder Statement shall detail the identity of such shareholder, as well as his percentage interest in the Company; a shareholder who is a corporate entity shall detail the identity of its controlling shareholder(s), as well as additional holdings (if any) of such controlling shareholder(s) in shares of the Company, to the best knowledge of the shareholder submitting the Shareholder Statement. 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 agendas, shall indicate so in the Shareholder Statement, and shall describe the aforementioned arrangements and the identity of the shareholders so acting in consort. Any shareholder (as well as any shareholder acting in consort with such shareholder) having a personal interest in any matter on the agendas, shall describe the nature of such personal interest.

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. **May 31, 2017**). A request to include a proposed candidate for an Independent (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 of such candidate 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 **June 7, 2017** on the Company's website at <http://www.shl-telemedicine.com/about-us/investorrelations/general-meeting>.

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. Yossi Vadnagra, must be delivered to the registered office of the Company (for the attention of Mr. Yossi Vadnagra) not later than **24 hours** prior to the Special General meeting. Any such shareholder submitting a Cancellation Notice may only vote by attending the Special 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 Special 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 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 **July 5, 2017** at 13:00 (Israel Time), at the same place.

S H L Telemedicine Ltd.