

To:  
The Shareholders of SHL Telemedicine Ltd.

March 9, 2018

Ladies and Gentlemen,

**Re: Notice of an Annual General Meeting of the Shareholders of S H L Telemedicine Ltd.**

NOTICE IS HEREBY GIVEN THAT an Annual General Meeting of the Shareholders (the “Annual General Meeting” or “AGM”) of S H L Telemedicine Ltd. (the “Company”) will be held on **Thursday, April 12, 2018 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 Annual General meeting includes the following matters:**

1. Presentation and discussion of the Company’s financial statements for the fiscal year ending December 31, 2016, as approved by the Board on July 31, 2017, as well as the presentation and discussion of the Company’s financial statements for the fiscal year ending December 31, 2017, to be approved by the Board on March 26, 2018.

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, 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 General 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, 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 director nominees will have to submit 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, if applicable, as the case may be.

The vote with respect to each of the candidates 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 approval of resolutions 2 and 3 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.

For further details regarding the agenda items kindly refer to the form of Ballot available on the Company's website at <http://www.shl-telemedicine.com/about-us/investorrelations/general-meeting>.

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), Sunday to Thursday, between 9:00 to 17:00 (Israel Time) or at the Company's Swiss investor relations representative, The Investor Relations Firm AG, located at Raemistrasse 4, 8024 Zurich, Monday to Friday, between 9:00 to 17:00 (CET). The Ballot, the form of Proxy and this 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 Annual General Meeting was set as **March 19, 2018** (the "Record Date"). All shareholders at the Record Date may participate and vote in the Annual 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 3 on the agenda of the Annual General Meeting by submitting a written ballot with respect thereto (the "Ballot"). **Vote on matter 2 must be done by attending the meeting in person or by Proxy. 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. Yossi Vadnagra – 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 Annual 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 April 12, 2018 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](mailto: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 **April 3, 2018**. 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 **April 8, 2018**.

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 Annual 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 Annual General Meeting (i.e. **March 16, 2018**). A request to include a proposed candidate for a 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 Section 224B of the Companies Law (and pursuant to Section 241 of the Companies Law for a non-dependent director, if applicable). The Company will publish an updated agenda and ballot (in the event items and names of candidates are added per a shareholder's request), not later than on **March 23, 2018**, 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 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 **April 19, 2018**, at 13:00 (Israel Time), at the same place.

S H L Telemedicine Ltd.