

November 6, 2018

To:
The Shareholders of SHL Telemedicine Ltd.

Ladies and Gentlemen,

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

NOTICE IS HEREBY GIVEN THAT the agenda of the Rescheduled Special General Meeting of the Shareholders (the "Special General Meeting" or "SGM") of S H L Telemedicine Ltd. (the "Company") that will be held on **December 10, 2018, at 13:00** (Israel Time) at the Company's registered office, located at 90 Yigal Alon Street, Ashdar Building, Tel-Aviv, Israel, shall be as follows:

1. Per the request of Nehama and Yoram Alroy Investment Ltd, to terminate the office of the following board members: (a) Mr. Xuewen Wu, (b) Mr. Cailong Su, (c) Mr. Yi He, (d) Ms. Yirong Qian, (e) Dr. Yuan-Hsun Lo, and (f) Ms. Hava Shechter; the votes with respect to each such Director shall be conducted separately;

According to Article 33 (a) of the Company's Articles of Association (the "AOA"):

"Directors shall be elected at the Annual General Meeting by the vote of the holders of a simple majority of the voting power represented at such meeting in person or by proxy and voting on the election of directors. The Directors so elected shall hold office until the next Annual General Meeting. The holders of a simple majority of the voting power represented at a General Meeting and voting thereon shall be entitled to remove any Director(s) from office, to elect directors in place of the Director(s) so removed or to fill any vacancy, however created, on the Board of Directors."

2. If and to the extent all or part of the above directors are removed from office at the SGM pursuant to resolution 1 then the following item shall be deemed hereby added to the agenda of the Special General Meeting:
 - (i) Per the request of Nehama and Yoram Alroy Investment Ltd, to elect the following candidates in place of the directors so removed: (a) Elon Shalev, (b) Erez Alroy, (c) Yariv Alroy, and (d) Erez Nachtomy.
 - (ii) Per the request of GZ Asset Management Ltd. to elect Mr. Ziv Carthy as a board member.

In the event that as a result of the above resolution 1 all six (6) Directors are removed from office, resulting in the number of Directors falling below the statutory number under the Company's AOA (three (3) directors), then such item 2 shall also be, as a cautionary note, deemed part of a new Special General Meeting ("2018 SGM III") that is deemed hereby convened, which shall take place immediately following resolution 1 and shall include this item 2. In such event, items 3-6 on the agenda of the originally convened SGM shall be deemed resumed immediately after the 2018 SGM III.

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

The Director nominees have submitted to the Company the declarations required pursuant to Sec. 224b of the Companies with respect to fulfilling the legal requirements to serve as directors of the Company. The declarations of the candidates as well as their CVs are available on the Company's website.

Any such newly elected Director shall serve until the next Annual General Meeting.

3. Election of one (1) Independent (External) Director to the Board of Directors of the Company, pursuant to Section 239(b) of the Israeli Companies Law, for a three (3) year term.

The Independent (external) director nominees have submitted 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 of the Company.

The names of the candidates, by alphabetical order, are: (1) Ms. Ruth Gal; (2) Ms. Dvora Kimhi; (3) Ms. Nomi Sandhaus; and (4) Ms. Eti Vidavsky.

4. Following recommendation and approval by the Company's Compensation Committee and Board - approval of Option Grant to Ms. Shechter, who was appointed as a Board member in May 2018 (to the extent Ms. Shechter's office is not terminated under item 1).

Further information with respect to item 4:

Pursuant to the Company's policy its Independent (external) Director, as well as Board members who are included under the definition of "Other" directors under applicable law, (i.e. *inter alia* not part of the controlling shareholders), were granted 18,000 options to purchase 18,000 Ordinary Shares of the Company at the time of his or her election. It is therefore proposed to grant to Ms. Shechter who was elected on May 23, 2018 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.

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

“RESOLVED:

Further to approval by the Compensation Committee and the Board of Directors of the Company, to approve and authorize in all respects the grant to Ms. Shechter, 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 or any replacement thereof (the "Plan"), all as of her appointment, 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 7.7), 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 and in accordance with its Compensation Policy."

5. Following recommendation and approval by the Company's Compensation Committee and Board - approval of an annual bonus for the year 2017 to the current Chief Executive Officer (the "CEO") in a sum equal to 3.5 monthly salaries (gross).

Further information with respect to item 5:

The Company's Compensation Committee and Board have approved, subject to shareholder approval, and based on the CEO's performance and achievement of quantitative and qualitative goals set forth pursuant to the Company's Compensation Policy, a grant to the CEO of an annual bonus for the year 2017, in a sum voluntarily capped by the CEO, equal to 3.5 monthly salaries (gross). The calculation of the sum is available at the Company's offices within regular office hours and shall be forwarded by e-mail to shareholders entitled to vote thereon upon demand.

Pursuant to section 272(C1)(1) the Companies Law the adoption of the resolution 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 approval of the resolution (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.

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

“RESOLVED:

“WHEREAS, the Company’s Compensation Committee and the Board have approved, subject to shareholder approval, the grant of an annual bonus for the year 2017 to the CEO, in a sum equal to 3.5 monthly salaries (gross); and

WHEREAS, pursuant to Section 272(C1)(1) (also referring to Section 267A (b)) of the Companies Law), the grant of a bonus to a CEO, being part of the terms and conditions of employment of a CEO, 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 approval of said terms (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 bonus to the CEO (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 grant of an annual bonus for the year 2017 to the CEO, in a sum equal to 3.5 monthly salaries (gross); and

That the above is in compliance with the Company's Compensation Policy and for the benefit of the Company."

6. Following recommendation and approval by the Company's Compensation Committee and Board - approval of the payment of a one-time special retirement bonus to the Company's former Chief Executive Officer, as more fully set forth below.

Further information with respect to item 6:

The Compensation Committee had approved and recommended that the Board approve, subject to shareholder approval, the payment of a one-time special retirement grant to the former CEO, in a reduced sum equal to 2.153 monthly salaries (gross), (in lieu of 3 salaries not approved in the previous SGM), such a grant permissible under the Company's Compensation Policy (when the reason for the resignation was the result of a change in control). The calculation of the sum is available at the Company's offices within regular office hours and shall be forwarded by e-mail to shareholders entitled to vote thereon upon demand.

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

"RESOLVED:

WHEREAS, the Company's Compensation Committee and the Board have approved the payment of a one-time special retirement grant to the former CEO, equal to 2.153 times the amount of the former CEO's gross monthly salary; and

WHEREAS the terms of retirement of a CEO are, under law, considered part of his or her employment terms and therefore subject to approval pursuant to Section 272(C1)(1) (also referring to Section 267A (b)) of the Companies Law; and

WHEREAS, pursuant to the above Sections of the Companies Law, the adoption of the terms and conditions of employment of a CEO 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 approval of said terms (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 terms of the former CEO voted for the approval the terms of the former CEO (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 grant of a one-time special retirement bonus of 2.153 monthly salaries (gross) to the former CEO;

That the above is in compliance with the Compensation Policy and for the benefit of the Company.”

The background material for all of the above items is available on the website or in the Company's offices, or will be forwarded by e-mail upon request of any shareholder entitled to vote thereon.

The approval of resolutions 1 and 2 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 Section 239 (b) of the Companies Law, the approval of resolution 3 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.

Pursuant to Sections 270(3), 273(a) of the Companies Law, the approval of resolution 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 Section 272(C1)(1) (also referring to Section 267A (b)) of the Companies Law, the approval of resolutions 5 and 6 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 approval of resolution 5 or 6 (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. 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 applicable resolution.

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.**

For details regarding the compensation of the Company's senior management in 2017, please refer the 2017 Corporate Governance Report, posted on the Company's website at www.shl-telemedicine.com.

The record date for the right to participate and vote in the Special General Meeting was set as **December 3, 2018** (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 **items 1-6** 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 – 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 December 10, 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, +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 **November 30, 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 **December 6, 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.

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 **December 17, 2018** at 13:00 (Israel Time), at the same place.

S H L Telemedicine Ltd.