



Press release

## **SHL announces the agenda for the rescheduled Special General Meeting**

**Tel Aviv / Zurich November 6, 2018** – SHL Telemedicine Ltd. (SIX Swiss Exchange: SHLTN) (“SHL”), a leading provider and developer of advanced personal telemedicine solutions, announced today that the agenda for the Special General Meeting of the Shareholders that was rescheduled to be held on **December 10, 2018** at 13:00 p.m. (Israel Time), at the Company’s registered office, located at 90 Yigal Alon Street, Ashdar Building, Tel-Aviv, Israel shall be the agenda of the originally convened Special General meeting, which, for the sake of good order, is elaborated below:

1. Per the request of Nehama and Yoram Alroy Investment Ltd, to terminate the office of the following board members: (a) Mr. Xuwen 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;
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 2018 SGM III.

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, 1999 (the “Companies Law”), for a three (3) year term.

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 Independent (external) Director of the Company.



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

4. Following recommendation and approval by the Company's Compensation Committee and Board – grant of 18,000 options to Ms. Shechter who was appointed as a Director in May 2018 (to the extent Ms. Shechter's office is not terminated under item 1).
5. Following recommendation and approval by the Company's Compensation Committee and Board - approval of an annual bonus for the year 2017 to the Company's Chief Executive Officer;
6. Following recommendation and approval by the Company's Compensation Committee and Board - approval of the payment of a one-time reduced special retirement bonus to the Company's former Chief Executive Officer;

All of the above as well as the proposed resolutions as more fully set forth in the Notice to Shareholders available on the Company's website.

The record date was set for **December 3, 2018**.

The invitation to the SGM shall not be published in newspapers. The full invitation to the SGM can be downloaded on <http://www.shl-telemedicine.com/about-us/investorrelations/general-meeting/>. The background material is available on the website or in the Company's offices, or will be forwarded upon request, all as indicted in the Notice to Shareholders.

**For further information, please contact:**

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**About SHL Telemedicine**

SHL Telemedicine is engaged in developing and marketing personal telemedicine systems and the provision of medical call centre services, with a focus on cardiovascular and related diseases, to end users and to the healthcare community. SHL Telemedicine offers its services and personal telemedicine devices to subscribers utilizing telephonic and Internet communication technology. SHL is listed on the SIX Swiss Exchange (SHLTN, ISIN: IL0010855885, Security No.: 1128957). For more information, please visit the web site at [www.shl-telemedicine.com](http://www.shl-telemedicine.com).

Some of the information contained in this press release contains forward-looking statements. Readers are cautioned that any such forward-looking statements are not guarantees of future performance and involve risks and uncertainties, and that actual results may differ materially from those in the forward-looking statements as a result of various factors. SHL Telemedicine undertakes no obligation to publicly update or revise any forward-looking statements.