

S H L TELEMEDICINE LTD.
(the "Company")

PROXY FOR THE SPECIAL GENERAL MEETING

The undersigned hereby appoints Mr./Ms. _____ or Mr. Yossi Vadnagra (CFO) as the undersigned's proxy for the purpose of the Special General Meeting of the Shareholders of the Company, to be held on **February 21, 2019 at 13:00** (Israel time) at the Company's registered office, located at 90 Yigal Alon Street, Ashdar Building, Tel-Aviv, and at any adjournment thereof (the "**Special General Meeting**"), and hereby authorizes the aforementioned proxy to represent the undersigned in the Special General Meeting and to vote all the ordinary shares of the Company registered in the name of the undersigned, or on its behalf, with Computershare Schweiz AG, in all votes taken at the Special General Meeting or any adjournment thereof according to the undersigned's following instructions:

Resolution Number	Manner of vote ¹			With respect to the approval of resolutions 1 and 2, pursuant to Section 275 – Are you a controlling shareholder or do you have a personal interest in the resolution? ²	
	Yes	No	Abstained	Yes*	No
Resolution 1 – Grant of a letter of exemption and indemnification to the Company's officers and directors					
Resolution 2 – Grant of 18,000 options to Mr. Erez Nachtomy					
Resolution 3 – Amendment to the Articles of Association of the Company					

*Please describe: _____

¹ Failure to check this box shall be deemed an abstaining vote.

² In the event you either fail to check this box or mark "yes" but fail to describe the nature of your personal interest, your vote shall not be counted.

The appointment of the aforementioned proxy/proxies will not affect the undersigned's right to vote in person, if it is present at the respective meeting.

(Full name of Person registered with Computershare Schweiz AG)

Signature*: _____

Date: _____

Number of Shares: _____

* when signing as attorney, executor, administrator, trustee or guardian, please state your title as such. If a corporation, please sign in full corporate name by president or another authorized officer. If a partnership, please sign in partnership name by authorized person.