

Date: 29/5/2019

To:

**SHL Telemedicine Ltd.**

Dear Sirs,

**Re: Declaration of a candidate for the office of director**

Pursuant to section 224.B of the Companies Law, 5759 - 1999 (the "**Companies Law**")

As the matter of my appointment to the office of director of SHL Telemedicine Ltd. (hereinafter - the "**Company**"), I the undersigned do hereby declare in writing as follows:

1. This declaration is being given in compliance with section 224.B. of the Companies Law, and according to the terms and definitions prescribed in the Companies Law.
2. I possess the requisite qualifications and the ability to devote the time needed to carry out the role of director of the Company, considering, inter alia, the Company's particular needs and its size, and inter alia, on the basis of my education, occupation and experience as set forth in the Company Corporate Governance Report for the year 2018.
3. I have not been convicted in the past 5 years:
  - 3.1 of offenses pursuant to sections 290 through 297, 392, 415, 418 through 420 and 422 through 428 of the Penal Law, 5737 - 1977, and pursuant to sections 52.C., 52.D., 53 (a) and 54 of the Securities Law, 5728 - 1968 (the "**Securities Law**");
  - 3.2 of a conviction in a court outside of Israel of offenses of bribery, fraud, offenses by directors of a corporation or offenses of exploitation of insider information;
  - 3.3 of a conviction of another offense that, due to the nature, severity or circumstances of the offense, a court has ruled that I am not permitted to serve as a director of a public company or a debenture company.
4. I hereby affirm and declare that the Administrative Enforcement Tribunal has not imposed any means of enforcement on me that prohibit me from holding office as a director of a public company or a debenture company.

**"Enforcement Means"** - means of enforcement as stated in section 52.56 of the Securities Law, which was imposed pursuant to Chapter H.4. of the Securities Law, pursuant to Chapter G.2. of the Regulation of Engagement in Investment Counseling and in Investment Portfolio Management Law, 5755 - 1995, or pursuant to Chapter J.1. of the Joint Investment Trust Law, 5754 - 1994, as the case may be.

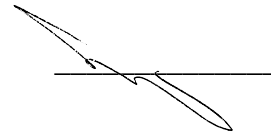
**"Administrative Enforcement Tribunal"** – means the tribunal appointed pursuant to section 52.32.(a) of the Securities Law.

5. I am not a minor, incompetent and not declared as bankrupt (or if I have been declared bankrupt -

I have been dismissed).

6. I am qualified to be appointed as a director of the Company, and I am not under any restriction by law to do so.
7. I undertake to immediately notify the Company if any change shall occur in my above declarations during my incumbency as a director of the Company.
8. I acknowledge that the submission of my candidacy for the approval of the Company's General Meeting is being done relying on this declaration, and that this declaration shall be published in public, and shall be kept at the Company's registered office for the perusal of any individual.

Sincerely,

A handwritten signature in black ink, appearing to read 'Erez Nachtomy', is written over a solid horizontal line.

Erez Nachtomy