

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

PROXY FOR THE ANNUAL GENERAL MEETING

The undersigned hereby appoints Mr./Ms. _____ or Mr. Yossi Vadnagra (CFO) as the undersigned's proxy ("Undersigned's Proxy") for the purpose of the Annual General Meeting of the Shareholders of the Company, to be held on **July 11, 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 "**Annual General Meeting**"), and hereby authorizes the aforementioned proxy to represent the undersigned in the Annual General Meeting and any adjourned meeting and:

to vote [_____] out of [_____] of 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 Annual General Meeting or any adjournment thereof according to the undersigned's following instructions:

Resolution Number	Manner of vote ¹		
	Yes	No	Abstained
Resolution 2² – Re-appointment of Kost, Forer, Gabbay & Kasierer (members of Ernst & Young Global) as the external auditors of the Company and authorization to the Board to determine the terms and conditions of their engagement			
Resolution 3 – The re-election to the Board (until the next Annual General Meeting) of:			
(1) Mr. Yariv Alroy			
(2) Mr. Erez Alroy			
(3) Prof. Amir Lerman			
(4) Mr. Erez Nachtomy			
(5) Mr. Elon Shalev			

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

² The vote on this resolution must be done by attending the meeting in person or by proxy.

to authorize the Undersigned's Proxy to vote [_____] out of [_____] of the ordinary shares of the Company registered in the name of the undersigned according to the Undersigned's Proxy's sole and absolute discretion.

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.