

S H L TELEMEDICINE LTD.

(the "Company")

SPECIAL GENERAL MEETING OF THE SHAREHOLDERS

WRITTEN BALLOT

July 31, 2019

Written Ballot with respect to the Agenda of the Company's Special General Meeting of Shareholders

PART I

This written ballot (this "**Ballot**") is provided to the holders, at the Record Date, of Ordinary Shares (the "**Ordinary Shares**"), of S H L Telemedicine Ltd. (the "**Company**") in connection with the right of such holders to vote on the matters on the agenda of the Special General Meeting of the Shareholders to be held on **September 4, 2019** (the "**Special General Meeting**" or "**SGM**"), or at any adjournment thereof, pursuant to the accompanying Notice of Special General Meeting of Shareholders (the "**Notice**"), available on Company's website at <http://www.shl-telemedicine.com/about-us/investorrelations/general-meeting>.

Terms used herein shall have the meaning ascribed to them in the Notice.

The Special General Meeting will be held on **September 4, 2019 at 13:00** (Israel Time), at the Company's registered office, located at 90 Yigal Alon Street, Ashdar Building, Tel-Aviv, Israel.

Kindly note that the vote by Ballot is by filling in PART II of this Ballot. This Ballot may be used to vote on all resolutions on the agenda of the SGM.

The agenda of the Special General Meeting that this Ballot may be used to vote, includes the following matters:

1. Following the approval of the Compensation Committee and of the board of directors of the Company (the "**Board**") – the approval of the grant of the annual bonus for the year 2018 in an in an aggregate amount of 3.84 monthly gross salaries to the Company's CEO, Mr. Yoav Rubinstein.
2. Following the recommendation and approval of the Company's Compensation Committee and of the Board – amendment to the Compensation Policy of the Company regarding the compensation of an active Chairman of the Board as set forth in **Exhibit A** attached to the Notice (the "**Amended Compensation Policy**"). The proposed amendment to the current Compensation Policy is marked.

3. Following the approval of the Company's Compensation Committee and of the Board – the approval of an additional remuneration to Mr. Yariv Alroy, the active Chairman of the Board, in the amount of NIS 18,000 + VAT per month, subject to the approval of the Amended Compensation Policy.

Further information with respect to item 3:

Whereas Mr. Yariv Alroy serves as an active chairman of the Board as of December 13, 2018, and subject to the approval of the Amended Compensation Policy, it is proposed to approve an additional remuneration to Mr. Yariv Alroy in the amount of NIS 18,000 + VAT per month (the "**Chairman's Additional Compensation**"). The Chairman Additional Compensation will be paid to Mr. Yariv Alroy in addition to the annual fee and the participation fee paid to him (as well as to the other directors of the Company) in accordance with the Companies Regulations (Rules Regarding the Compensation and Expenses of an External Director), 5760-2000. Mr. Yariv Alroy will be entitled to the Chairman's Additional Compensation retroactively as of his appointment as the Chairman of the Board (December 13, 2018).

All as more fully set forth in the Notice to the Shareholders.

Kindly note that, with respect to each of resolutions 1-3 in Part II of this Ballot you should mark whether you are a controlling shareholder of the Company, or whether you have a personal interest in the resolution. In addition, you should describe the nature of such interest and/or the relevant affiliation. Votes pursuant to a Ballot not properly filled in (including where the relevant interest and/or affiliation is marked but not described) shall not be counted.

The record date for the right to participate and vote in the Special General Meeting was set as **August 7, 2019** (the "**Record Date**").

The Ballot is also available on the Company's website at <http://www.shl-telemedicine.com/about-us/investorrelations/general-meeting>.

The Ballot must be delivered to the Registered Office of the Company (for the attention of Mr. Yossi Vadnagra - CFO) not later than 4 hours prior to the Special General Meeting. A shareholder whose shares are not registered with Computershare Schweiz AG will not be entitled to vote. Thus, the shareholder must enclose a written confirmation from Computershare Schweiz AG as to its ownership of the shares on the Record Date. 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 - CFO) not later than ten (10) days prior to the Special General Meeting. A shareholder submitting the Shareholder Statement, who acts in concert 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 concert. 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 five (5) days prior to the Special General Meeting.

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 concert 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 concert. Any shareholder (as well as any shareholder acting in concert 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 - CFO) 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 shares representing at least one percent (1%) of the voting rights at the General Meeting may request the Board, in writing, not later than seven (7) days from the date of the invitation to the Special General Meeting, to include an item on the agenda of the Special General Meeting to be held. Such item shall be included on the Special General Meeting's agenda, provided that the Board found it to be suitable for discussion at the Special General Meeting. Should there be any changes in the agenda of the Special General Meeting due to such shareholder's request, amended Ballot and Notice shall be available on the Company's website at <http://www.shl-telemedicine.com/about-us/investorrelations/general-meeting> not later than fourteen (14) days from the date of the invitation to the Special General Meeting.

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 (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.

In accordance with Article 21 of the Company's Articles of Association, two or more shareholders present in person or by proxy and holding shares conferring in the aggregate thirty three and one third percent (33 $\frac{1}{3}$ %) or more of the voting power of the Company, shall constitute a quorum at the Special General Meeting. If within half an hour from the time appointed for the Special General Meeting, a quorum is not present, the Special General Meeting shall stand adjourned immediately thereafter (i.e. on the same day, at 13:30 (Israel time), at the same place) and in the adjourned meeting any two shareholders shall constitute a quorum.

SHL TELEMEDICINE LTD.

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(the “Company”)

SPECIAL GENERAL MEETING OF THE SHAREHOLDERS

WRITTEN BALLOT

PART II

Company:

Name of Company: SHL Telemedicine Ltd.
Address: 90 Yigal Alon Street, Ashdar Building, Tel-Aviv, Israel
Company Registration No.: 511149874
Meeting Date and Time: September 4, 2019 at 13:00 Israel Time
Type of Meeting: Special General Meeting
Record Date: August 7, 2019

Shareholder:

Name:

Israeli ID Number:

For a non-Israeli shareholder:

(a) Passport Number:

(b) Issued in (indicate country):

(c) Valid until (add date):

For a shareholder who is an entity:

(a) Entity Registration No.:

(b) State of registration:

Number of Shares:

Resolution Number	Manner of vote ¹			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 annual bonus for the year 2018 to the Company’s CEO, Mr. Yoav Rubinstein					
Resolution 2 – Amendment to the Compensation Policy of the Company					
Resolution 3 – Additional remuneration to Mr. Yariv Alroy, the active Chairman of the Board, subject to the approval of the amendment to the Compensation Policy 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.