

July 31, 2019

To:
The Shareholders of S H L Telemedicine Ltd.

Ladies and Gentlemen,

Re: Notice of a Special General Meeting of the Shareholders of S H L Telemedicine Ltd.

NOTICE IS HEREBY GIVEN THAT the agenda of the Special General Meeting of the Shareholders (the “**Special General Meeting**”) of S H L Telemedicine Ltd. (the “**Company**”) that 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 (the “**Company's Registered Office**”), shall be as follows:

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 aggregate amount of 3.84 monthly gross salaries to the Company’s CEO, Mr. Yoav Rubinstein (the “**Bonus**”).

Further information with respect to item 1:

Whereas Mr. Yoav Rubinstein serves as the Company’s CEO, and following the approval of the Compensation Committee and the Board, it is proposed to approve the grant of the Bonus to the Company’s CEO, Mr. Yoav Rubinstein. The Bonus amount is in accordance with the Company’s Compensation Policy and the CEO’s KPIs for the year 2018.

The calculation of the Bonus is available at the Company's offices within regular office hours and will be forwarded by e-mail upon request of any shareholder entitled to vote thereon.

It is proposed that at the Special General Meeting, the following resolution be adopted:

*“WHEREAS, the Company’s Compensation Committee and the Board have approved the grant of the annual bonus for the year 2018 in an aggregate amount of 3.84 monthly gross salaries to the Company’s CEO, Mr. Yoav Rubinstein (the “**Bonus**”); and*

WHEREAS, pursuant to Sections 270(2) and 272(C1)(1) of the Companies Law, the approval of the grant of Bonus, requires the affirmative vote of a majority of shares present at the General Meeting, in person or by proxy or ballot, and voting thereon, provided however, that either (i) the majority vote at the general meeting includes a majority of the shareholders voting power represented at the General Meeting and who are not the controlling shareholders of the Company or shareholders having a personal interest in the grant of Bonus and voting thereon (without abstaining votes); or (ii) the total number of objecting votes of those shareholders who are listed under (i) and who participate in the vote does not exceed two percent (2%) of all of the voting

rights in the Company; and that prior to voting, shareholders (or their representatives) are required to disclose whether they are controlling shareholders or whether they have a personal interest in the adoption of the resolution.

***Appendix A** includes the declarations provided by each shareholder indicating whether he/she/it is or is deemed to be considered a controlling shareholder for the purpose of this item on the agenda, or his/hers/its personal interest in the adoption of the said resolution; all pursuant to Section 270(2), Section 272(C1) and section 267A(b) of the Companies Law.*

NOW THEREFORE, upon motion duly made

With ___ Ordinary Shares out of _____ Ordinary Shares represented and voting at the meeting (without abstaining votes) voting for (with ___ votes against); and with ___ Ordinary Shares out of _____ Ordinary Shares represented and voting at the meeting (without abstaining votes) and who are not the controlling shareholders of the Company or shareholders having a personal interest in the approval of the said resolution voting for (with ___ votes against of such shareholders); it is hereby

RESOLVED:

Following the approval of the Compensation Committee and the approval of the Board, to approve grant of Bonus.

It should be noted that pursuant to Section 272(C1)(1)(C) of the Companies Law, the Board may approve the grant of Bonus to the Company's CEO notwithstanding the General Meeting's disapproval thereof, provided, however, that both the Compensation Committee of the Company and thereafter the Board had resolved, based on detailed grounds, and after deliberations, that such approval is for the benefit of the Company.

2. Following recommendation and approval of the Company's Compensation Committee and the Board – approval of an amendment to the Compensation Policy of the Company regarding the compensation on an active Chairman of the Board, as set forth in **Exhibit A** attached hereto (the proposed amendment vis-à-vis the current Compensation Policy of the Company is marked) (the “**Amended Compensation Policy**”).

Further information with respect to item 2:

The current Compensation Policy is in effect until May 11, 2020. The Compensation Committee has recommended to the Board to approve and adopt an amendment to the current Compensation Policy regarding the compensation on an active Chairman of the Board, and the Board has approved

and adopted the Amended Compensation Policy. The Amended Compensation Policy will be in effect until the lapse of the original term of the current Compensation Policy (May 11, 2020).

It is proposed that at the Special General Meeting, the following resolution be adopted:

*“WHEREAS, the Company’s Compensation Committee and the Board have approved the adoption of an amendment to the Compensation Policy of the Company as set forth in **Exhibit A** attached hereto (the “Amended Compensation Policy”); and*

WHEREAS, pursuant to Sections 267A of the Companies Law 5759-1999 (the “Companies Law”), the approval of the Amended Compensation Policy, requires the affirmative vote of a majority of shares present at the General Meeting, in person or by proxy or ballot, and voting thereon, provided however, that either (i) the majority vote at the general meeting includes a majority of the shareholders voting power represented at the General Meeting and who are not the controlling shareholders of the Company or shareholders having a personal interest in the approval of the Amended Compensation Policy and voting thereon (without abstaining votes); or (ii) the total number of objecting votes of those shareholders who are listed under (i) and who participate in the vote does not exceed two percent (2%) of all of the voting rights in the Company; and that prior to voting, shareholders (or their representatives) are required to disclose whether they are controlling shareholders or whether they have a personal interest in the adoption of the resolution.

***Appendix A** includes the declarations provided by each shareholder indicating whether he/she/it is or is deemed to be considered a controlling shareholder for the purpose of this item on the agenda, or his/hers/its personal interest in the adoption of the said resolution; all pursuant to Section 267A and Section 276 of the Companies Law.*

NOW THEREFORE, upon motion duly made

With ___ Ordinary Shares out of _____ Ordinary Shares represented and voting at the meeting (without abstaining votes) voting for (with ___ votes against); and with ___ Ordinary Shares out of _____ Ordinary Shares represented and voting at the meeting (without abstaining votes) and who are not the controlling shareholders of the Company or shareholders having a personal interest in the approval of the said resolution voting for (with ___ votes against of such shareholders); it is hereby

RESOLVED:

*Following the approval of the Compensation Committee and the approval of the Board, to approve and adopt the Amended Compensation Policy, a copy of which is attached hereto as **Exhibit A.**”*

It should be noted that pursuant to Section 267A(c) of the Companies Law, the Board may approve and adopt the Compensation Policy of the Company notwithstanding the General

Meeting's disapproval thereof, provided, however, that both the Compensation Committee of the Company and thereafter the Board had resolved, based on detailed grounds, and after deliberations, that such approval is for the benefit of the Company.

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), 5760-2000¹. 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).

It is proposed that at the Special General Meeting, the following resolution be adopted:

*“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, the Company's Compensation Committee and the Board have approved 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); and*

WHEREAS, pursuant to Sections 270(4) and 275 of the Companies Law, the approval of such Chairman's Additional Compensation, being a transaction between the Company and its director, who may be deemed a controlling shareholder, requires the affirmative vote of a majority of shares present at the General Meeting, in person or by proxy or ballot, and voting thereon, provided

¹ As of the date hereof, the directors, other than the Independent (External) directors, receive an annual fee and a meeting participation fee of NIS 56,703 and NIS 2,961, respectively. The Independent (External) directors of the Company receive an annual fee and a meeting participation fee of NIS 66,938 and NIS 3,510, respectively.

however, that either (i) the majority vote at the general meeting includes a majority of the shareholders voting power represented at the General Meeting and who are not the controlling shareholders of the Company or shareholders having a personal interest in the transaction and voting thereon (without abstaining votes); or (ii) the total number of objecting votes of those shareholders who are listed under (i) and who participate in the vote does not exceed two percent (2%) of all of the voting rights in the Company; and that prior to voting, shareholders (or their representatives) are required to disclose whether they are controlling shareholders or whether they have a personal interest in the adoption of the resolution.

Appendix A includes the declarations provided by each shareholder indicating whether he/she/it is or is deemed to be considered a controlling shareholder for the purpose of this item on the agenda, or his/hers/its personal interest in the adoption of the said resolution; all pursuant to Section 270(4), Section 275 and Section 276 of the Companies Law.

NOW THEREFORE, upon motion duly made

With ___ Ordinary Shares out of _____ Ordinary Shares represented and voting at the meeting (without abstaining votes) voting for (with ___ votes against); and with ___ Ordinary Shares out of _____ Ordinary Shares represented and voting at the meeting (without abstaining votes) and who are not the controlling shareholders of the Company or shareholders having a personal interest in the approval of the said resolution voting for (with ___ votes against of such shareholders); it is hereby

RESOLVED:

Following the approval of the Compensation Committee and the approval of the Board, 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)."

The record date for the right to participate and vote in the Special General Meeting was set as **August 7, 2019** (the "**Record Date**"). All shareholders at the Record Date who are entitled to vote may participate and vote in the Special General Meeting by attending the meeting in person or by proxy (the "**Proxy**"). Pursuant to the regulations promulgated under the Companies Law, shareholders may also vote on resolutions 1-3 on the agenda of the Special General Meeting by submitting a written ballot with respect thereto (the "**Ballot**").

The Ballot, the form of Proxy and the Notice to Shareholders are also available on the Company's website at <http://www.shl-telemedicine.com/about-us/investorrelations/general-meeting>. Kindly note that no hard copies shall be mailed to shareholders, however should a shareholder so request, Company shall mail same to him/her/it.

Each Proxy must be delivered to the Company's Registered Office (for the attention of Mr. Yossi Vadnagra - CFO), not later than 48 hours prior to the Special General Meeting. A specimen of the Proxy is available on the Company's website at <http://www.shl-telemedicine.com/about-us/investorrelations/general-meeting>. The Proxy, if executed and sent, should be in the name of a person who is attending the Special 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.

S H L Telemedicine Ltd.

Exhibit A – Amended Compensation Policy

[kindly see attached]