

Date: April 20, 2020

To:

SHL Telemedicine Ltd.

Dear Sirs,

Re: Declaration of a candidate for the office of independent (external) director

Pursuant to sections 224.B and 249.B of the Companies Law, 5759 - 1999 (the "**Companies Law**")

As the matter of my appointment to the office of independent (external) 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 sections 224.B. and 249.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 2019.
3. In view of my education, my experience, my past and present employment and my skills, I have: [*check the appropriate box(es)*]
 - ✓ Professional Qualifications¹
 - ✓ Accounting and Financial Expertise²

as such terms are defined and set forth in the Israeli Companies Regulations (Conditions And Criteria For Directors With Accounting And Financial Expertise And Directors With Professional Expertise) 5766-2005, all based on the relevant diplomas, certificates, documents etc., copies of which were provided to the Company.

4. I have not been convicted in the past 5 years:
 - 4.1 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**");

¹ A director with "Professional Qualifications" - A director with professional qualifications is a person who fulfills one of the following conditions: (1) holds an academic degree in one of the following professions: economics, business administration, accounting, law, public administration; (2) holds another academic degree or has completed other higher education studies, all within the Company's main field of business or in a field relevant to the position; (3) has at least five years' experience in one of the following, or has cumulative experience of at least five years in two or more of the following: (a) in a senior position in the field of business management of a corporation with a significant business volume; (b) in a senior public office or in a senior position in the civil service; (c) in a senior position in the Company's main field of business.

² A director with "Accounting and Financial Expertise" - A director with accounting and financial expertise is a person who, due to his/her education, experience and skills, is highly proficient in and has understanding of business - accounting matters and financial statements in a manner which allows him/her to understand the financial statements of the Company in depth and to stimulate a discussion on the manner of presentation of the financial information (the accounting and financial proficiency of a director shall be assessed by the board of directors, and the considerations shall include, *inter alia*, his/her education, experience and knowledge on the following matters: (1) accounting issues and accounting control issues which are specific to the industry in which the Company operates and to companies of the size and complexity of the Company; (2) the roles of the auditor and the duties imposed upon him/her; (3) preparation and approval of financial statements according to the Companies Law and the Securities Law).

- 4.2 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;
- 4.3 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.
5. I hereby affirm and declare that the Administrative Enforcement Tribunal³ has not imposed any Enforcement Means⁴ on me that prohibit me from holding office as a director of a public company or a debenture company.
6. I am not a Relative⁵ of the controlling shareholder of the Company.
7. I am not a minor, incompetent and not declared as bankrupt (or if I have been declared bankrupt - I have been dismissed).
8. I am qualified to be appointed as a director of the Company, and I am not under any restriction by law to do so.
9. Neither I, my Relatives, partners, employers, any person to whom I report, either directly or indirectly, nor a corporation of which I am a controlling shareholder, on the date of my appointment or in the two years preceding the date of my appointment, have any Link⁶ to the Company, to the Company's controlling shareholder or to a Relative of the Company's controlling shareholder, on the date of my appointment, or to an "Other Corporation".⁷
10. My other positions or occupations neither create nor may create a conflict of interest with my position as a director, nor do they restrict and/or prejudice my ability to act as Independent Director of the Company and/or as a member of a committee of the Company's board of directors.
11. To the best of my knowledge, I do not act as a director of another company in which one of the members of the Company's board of directors acts as an external director.
12. I am not an employee of the Israel Securities Authority or of a stock exchange in Israel.
13. I have not served as a director of the Company for more than 9 years.
14. Neither I, my Relatives, partners, any person to whom I report, either directly or indirectly, nor a corporation of which I am a controlling shareholder have any business or professional connections to whom a Link is forbidden as mentioned in Section 9 above, on the date of my appointment, or to an "Other Corporation", even if those connections are not common, but excluding negligible connections.
15. I am aware that I am not entitled to receive, in addition to the compensation to which I will be entitled to in accordance with applicable law and to a recovery of expenses, any reward, directly or indirectly, resulting

³ "**Administrative Enforcement Tribunal**" – means the tribunal appointed pursuant to section 52.32.(a) of the Securities Law.

⁴ "**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.

⁵ "**Relative**" - spouse, sibling, parent, grandparent, descendant as well as a descendant, sibling, spouse's parent or spouse of any of said persons.

⁶ "**Link**" - The existence of employment relations, the existence of regular business or professional ties or control, as well as office as an Officer, with the exception of the office of a director who shall have been appointed in order to serve as an outside director of a company which is about to launch an IPO.

⁷ "**Other Corporation**" - A corporation whose controlling shareholder, on the date of the appointment or in the two years preceding the date of the appointment, is the Company or its controlling shareholder.

my serving as a director of the Company (excluding the granting of exculpation, an undertaking to indemnify, indemnification or insurance), in accordance with the Section 244(b) of the Companies Law.

16. I am aware that should any connections exist or any reward is received (as mentioned above) during my term as an Independent Director, it shall be viewed as a violation of one of the necessary requirements for my appointment or my service as an Independent Director.
17. I am familiar with the Companies Regulations (Rules on the Compensation and Expenses of an Outside Director), 5760-2000 (the "**Regulations**") and:
 - (a) I am aware that the annual compensation and the participation compensation which I will be entitled to receive from the Company will be in such amounts as shall be determined by the Company from time to time, subject to the Company's ranking as specified in the Regulations.
 - (b) The annual compensation and the participation compensation for an Independent Director were brought to my attention prior to receipt of my consent to serve in the position.
18. After having read and understood all of the aforesaid, I hereby declare that all of the aforesaid is true and that all of the information and details included in this declaration are accurate and complete. I further declare that I am not aware of any material detail which does not appear in this declaration which may affect my service as an Independent Director and/or the determination of the Company's board of directors regarding my meeting the conditions and criteria for eligibility to serve as an Independent Director with Accounting and Financial Expertise and/or as an Independent Director with Professional Qualifications (as the case may be).
19. Insofar as a change shall occur in the aforesaid, including that a condition which is required pursuant to applicable law for my serving as an Independent Director shall cease to be satisfied, I undertake to immediately give notice thereof to the Company.
20. 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,



Yehoshua Abramovich