

# S H L TELEMEDICINE LTD.

(the "Company")

## ANNUAL GENERAL MEETING OF THE SHAREHOLDERS

### WRITTEN BALLOT

September 3, 2020

Written Ballot with respect to the Agenda of the Company's Annual 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 Annual General Meeting of the Shareholders to be held on **October 8, 2020** (the "**Annual General Meeting**" or "**AGM**"), or at any adjournment thereof, pursuant to the accompanying Notice of Annual 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 Annual General Meeting will be held on **October 8, 2020 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 resolution 3 on the agenda below, only. Vote on resolution 2 on the agenda (Re-appointment of Kost, Forer, Gabbay & Kasierer as the external auditors of the Company) must be done by attending the meeting in person or by proxy.**

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

- Item 3 – The re-election to the Board of the current directors of the Company (excluding the external directors that have been elected for a term of 3 years), who shall serve as directors of the Company until the next Annual General Meeting of the Shareholders of the Company. The aforesaid current directors, by alphabetical order, are: (1) Mr. Yariv Alroy, (2) Mr. Erez Alroy, (3) Prof. Amir Lerman, (4) Mr. Erez Nachtomy, and (5) Mr. Elon Shalev.

The director nominees have submitted to the Company the declarations required pursuant to Section 224b of the Israeli Companies Law, 5759-1999 (the "**Companies Law**") with respect to fulfilling the legal requirements to serve as directors of the Company. Said declarations are available on the Company's website. For the CV of the candidates, please refer to section 3.1 of the Company's Corporate Governance Report for the year 2019 (pp. 23-25).

The vote with respect to each of the candidates shall be conducted separately.

The approval of this resolution requires the consent of the holders of a simple majority of the voting power represented at the Annual General Meeting and voting thereon.

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

The record date for the right to participate and vote in the Annual General Meeting was set as **September 10, 2020** (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 Annual 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](mailto: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 Annual 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 Annual 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 Annual General Meeting. Any such shareholder submitting a Cancellation Notice may only vote by attending the Annual 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 Annual General Meeting, to include an item on the agenda of the Annual General Meeting to be held. Such item shall be included on the Annual General Meeting's agenda, provided that the Board found it to be suitable for discussion at the Annual General Meeting. Should there be any changes in the agenda of the Annual 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 Annual 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 Annual 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 Annual General Meeting. If within half an hour from the time appointed for the Annual General Meeting, a quorum is not present, the Annual 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.**

(the “Company”)

**ANNUAL 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:** October 8, 2020 at 13:00 Israel Time  
**Type of Meeting:** Annual General Meeting  
**Record Date:** September 10, 2020

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 <sup>1</sup>		
	Yes	No	Abstained
<b>Resolution 2<sup>2</sup></b> – 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			
<b>Resolution 3</b> – 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			

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<sup>1</sup> Failure to check this box shall be deemed an abstaining vote.

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