



# Letter to Shareholders

## Dear Shareholders

The first half of 2020 was marked by the disruptive acceleration in the adaptation of telemedicine, with the outbreak of the global COVID-19 pandemic serving as a catalyst. Our Company, as a leading provider and developer with vast experience in the field of telemedicine, is well positioned to leverage its assets and know-how and benefit from this change.

Although the pandemic, being a rolling event, impacts our financial results with decline in revenues and increased costs, the Company is building a valuable pipeline of customers and potential deals which is expected to materialize into significant business in the mid-term.

During the period, we experienced decreased operational efficiency and increased costs due to measures that were implemented to allow the Company to continue to operate safely and seamlessly and providing protected working environment to our employees.

Revenues during the period were USD 19.5 m compared to USD 19.9 m in constant currency<sup>1</sup> in the first half of 2019. EBITDA for the period was USD 2.8 m, compared to an EBITDA of USD 6.0 m in constant currency in the first half of 2019 (*which included a performance-based income of USD 2.0 m generated from cost savings delivered under a Chronic Disease Telehealth contract in Germany relating to the years 2015 and 2017*). Net income for the period was USD 0.1 m compared to

a net income of USD 3.9 m in constant currency in the first half of 2019 (*which included the performance-based income of USD 2.0 m*). The Company generated an operational free cash flow of USD 1.4 m during the period.

In Germany, revenues for the period were USD 8.1 m, down by 11% compared to the first half of 2019 in constant currency, as a result of longer decision making cycles of institutional customers, delays in launch of new programs and slower recruitment of patients to Chronic Disease Telehealth Programs, along with a decline in service utilization by one of the institutional payors with whom the engagement will end this year.

In Israel, revenues were USD 11.0 m, slightly up by 3% compared to the first half of 2019 in constant currency, and the Israeli operation continued to contribute profitability to the Group.

Telemedicine is at a tipping point and has come of age. Our employees, management team and Board of Directors are excited about the opportunities ahead.

On behalf of the Board of Directors and the management team, we thank all employees for their hard work and our business partners and shareholders for the trust they have placed in SHL.

Sincerely,



**Yariv Alroy**  
Chairman of the Board



**Erez Nachtony**  
CEO

<sup>1</sup> Constant Currency – to enable meaningful comparison between 1HY2020 and 1HY2019 results, 1HY2019 results are also presented at 1HY2020 constant currency exchange rates. Management believes that this presentation enables a more meaningful comparison between the periods due to the significant fluctuations in NIS/USD/EUR exchange rates during the period.



SHL Telemedicine Ltd.  
1 January - 30 June

# Half-Year Report 2020

# INDEX

5	Review of Interim Condensed Consolidated Financial Statements
6	Consolidated Balance Sheets
8	Consolidated Statements of Comprehensive Income
9	Consolidated Statements of Changes in Equity
10	Consolidated Statements of Cash Flows
12	Notes to Interim Condensed Consolidated Financial Statements

# The Shareholders and Board of Directors SHL Telemedicine Ltd.

## Auditors' review report to the shareholders and board of directors of SHL Telemedicine Ltd.

### Introduction

We have reviewed the accompanying interim condensed consolidated financial statements of SHL Telemedicine Ltd. ("the Company") and its subsidiaries as of June 30, 2020, which comprise the interim consolidated balance sheet as of June 30, 2020, and the related interim consolidated statements of comprehensive income, changes in equity and cash flows for the six month period then ended and explanatory notes. Management is responsible for the preparation and presentation of this interim financial information in accordance with International Accounting Standard 34, "Interim Financial Reporting" ("IAS 34"). Our responsibility is to express a conclusion on this interim financial information based on our review.

### Scope of review

We conducted our review in accordance with International Standard on Review Engagements 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity". A review of interim financial information consists of making inquiries, primarily of persons responsible

for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with International Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

### Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the accompanying interim condensed consolidated financial statements are not prepared, in all material respects, in accordance with IAS 34.

Tel-Aviv, Israel

September 24, 2020

*Kost Forer Gabbay and Kasierer*

**KOST FORER GABBAY & KASIERER**

A Member of Ernst & Young Global

## CONSOLIDATED BALANCE SHEETS U.S. dollars in thousands

	June 30,		December 31,
	2020	2019	2019
	Unaudited		Audited
<b>ASSETS</b>			
<b>CURRENT ASSETS:</b>			
Cash and cash equivalents	5,030	4,531	6,076
Short-term investments	3,948	-	-
Trade receivables	5,398	4,477	5,660
Inventory	925	1,246	1,136
Other accounts receivable	602	7,344	743
	<b>15,903</b>	<b>17,598</b>	<b>13,615</b>
<b>NON-CURRENT ASSETS:</b>			
Prepaid expenses	3,642	3,253	3,440
Long-term deposits	403	123	403
Right-of-use assets	11,624	3,000	12,052
Deferred taxes	4,278	2,808	4,484
	<b>19,947</b>	<b>9,184</b>	<b>20,379</b>
<b>PROPERTY AND EQUIPMENT, NET:</b>	<b>2,988</b>	<b>3,255</b>	<b>3,287</b>
<b>GOODWILL</b>	<b>16,808</b>	<b>16,462</b>	<b>16,853</b>
<b>INTANGIBLE ASSETS, NET</b>	<b>4,911</b>	<b>6,640</b>	<b>5,666</b>
<b>Total assets</b>	<b>60,557</b>	<b>53,139</b>	<b>59,800</b>

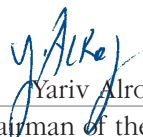
The accompanying notes are an integral part of the consolidated financial statements.

# CONSOLIDATED BALANCE SHEETS U.S. dollars in thousands

	June 30,		December 31,
	2020	2019	2019
	Unaudited		Audited
<b>LIABILITIES AND EQUITY</b>			
<b>CURRENT LIABILITIES:</b>			
Credit from banks and current maturities	2,164	1,460	-
Current maturities of lease liabilities	1,180	315	1,321
Deferred revenues	1,480	1,489	1,438
Income taxes payable	1,875	1,518	1,956
Trade payables	1,098	1,005	1,122
Other accounts payable	5,541	10,486	6,437
	<b>13,338</b>	<b>16,273</b>	<b>12,274</b>
<b>NON-CURRENT LIABILITIES:</b>			
Deferred revenues	84	161	114
Deferred taxes	292	444	365
Lease liabilities	10,744	2,712	10,955
Employee benefit liabilities	1,232	933	1,349
	<b>12,352</b>	<b>4,250</b>	<b>12,783</b>
<b>Total liabilities</b>	<b>25,690</b>	<b>20,523</b>	<b>25,057</b>
<b>EQUITY:</b>			
Issued capital	31	31	31
Additional paid-in capital	96,722	96,647	96,731
Treasury shares	(2,347)	(2,347)	(2,347)
Foreign currency translation reserve	(816)	(1,339)	(701)
Capital reserve for remeasurement gains on defined benefit plans	375	508	195
Accumulated deficit	(59,098)	(60,884)	(59,166)
<b>Total equity</b>	<b>34,867</b>	<b>32,616</b>	<b>34,743</b>
<b>Total liabilities and equity</b>	<b>60,557</b>	<b>53,139</b>	<b>59,800</b>

The accompanying notes are an integral part of the interim condensed consolidated financial statements.

September 24, 2020  
Date of approval of the  
financial statements

  
Yariv Alroy  
Chairman of the Board

  
Erez Nachomy  
CEO

# CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

U.S. dollars in thousands (except per share data)

	Six months ended June 30,		Year ended
	2020	2019	December 31,
	Unaudited		2019
			Audited
Revenues for the period	19,493	21,814	41,884
Cost of revenues	9,651	8,850	18,422
Gross profit	9,842	12,964	23,462
Research and development costs	1,335	1,126	2,511
Selling and marketing expenses	3,852	3,732	7,337
General and administrative expenses	3,664	3,812	7,899
Other expenses	585	108	634
Operating profit	406	4,186	5,081
Financial income	79	251	258
Financial expenses	(293)	(262)	(567)
Profit before taxes on income	192	4,175	4,772
Taxes on income (tax benefit)	124	198	(923)
<b>Net profit</b>	<b>68</b>	<b>3,977</b>	<b>5,695</b>
Other comprehensive income:			
Other comprehensive income not to be reclassified to profit or loss in subsequent periods:			
Re-measurement gain (loss) on defined benefit plans	180	-	(313)
	180	-	(313)
Other comprehensive income (loss) to be reclassified to profit or loss in subsequent periods:			
Foreign currency translation reserve	(115)	1,314	1,952
	(115)	1,314	1,952
<b>Total other comprehensive income</b>	<b>65</b>	<b>1,314</b>	<b>1,639</b>
<b>Total comprehensive income</b>	<b>133</b>	<b>5,291</b>	<b>7,334</b>
Earnings per share:			
<b>Basic and diluted earnings</b>	<b>0.01</b>	<b>0.38</b>	<b>0.54</b>

The accompanying notes are an integral part of the interim condensed consolidated financial statements.



# CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

U.S. dollars in thousands

	Issued capital	Additional paid-in capital	Treasury shares	Foreign currency translation reserve	Capital reserve for remeasurement gains on defined benefit plans	Accumulated deficit	Total
Balance as of January 1, 2020	31	96,731	(2,347)	(701)	195	(59,166)	34,743
Share-based payments	-	(9)	-	-	-	-	(9)
Net profit	-	-	-	-	-	68	68
Total other comprehensive income	-	-	-	(115)	180	-	65
<b>Balance as of June 30, 2020 (unaudited)</b>	<b>31</b>	<b>96,722</b>	<b>(2,347)</b>	<b>(816)</b>	<b>375</b>	<b>(59,098)</b>	<b>34,867</b>
Balance as of January 1, 2019	31	96,503	(2,347)	(2,653)	508	(54,358)	37,684
Share-based payments	-	144	-	-	-	-	144
Dividend paid	-	-	-	-	-	(10,503)	(10,503)
Net profit	-	-	-	-	-	3,977	3,977
Total other comprehensive income	-	-	-	1,314	-	-	1,314
<b>Balance as of June 30, 2019 (unaudited)</b>	<b>31</b>	<b>96,647</b>	<b>(2,347)</b>	<b>(1,339)</b>	<b>508</b>	<b>(60,884)</b>	<b>32,616</b>
Balance as of January 1, 2019	31	96,503	(2,347)	(2,653)	508	(54,358)	37,684
Share-based payments	-	228	-	-	-	-	228
Dividend paid	-	-	-	-	-	(10,503)	(10,503)
Net profit	-	-	-	-	-	5,695	5,695
Total other comprehensive income	-	-	-	1,952	(313)	-	1,639
<b>Balance as of December 31, 2019</b>	<b>31</b>	<b>96,731</b>	<b>(2,347)</b>	<b>(701)</b>	<b>195</b>	<b>(59,166)</b>	<b>34,743</b>

The accompanying notes are an integral part of the interim condensed consolidated financial statements.

# CONSOLIDATED STATEMENTS OF CASH FLOWS

U.S. dollars in thousands

	Six months ended		Year ended
	June 30,		December 31,
	2020	2019	2019
	Unaudited		Audited
<b>Cash flows from operating activities:</b>			
Net profit	68	3,977	5,695
<b>Adjustments required to reconcile net profit to net cash provided by operating activities:</b>			
Income and expenses not involving operating cash flows:			
Depreciation and amortization	2,362	1,825	3,919
Capital loss from sale of property and equipment	-	3	57
Reversal of impairment of property, and equipment	-	(88)	(28)
Impairment of intangible assets	-	-	389
Change in employee benefit liabilities, net	68	65	137
Financial expenses, net	108	(93)	106
Cost of share-based payments	(9)	144	228
Taxes on income (tax benefit)	124	198	(923)
	2,653	2,054	3,885
Changes in operating assets and liabilities:			
Decrease in trade receivables, net	245	2,726	1,371
Decrease in inventory	202	148	232
Increase in prepaid expenses	(209)	(18)	(99)
Decrease (increase) in other accounts receivable	139	(1,092)	5,384
Decrease in trade payables	(22)	(104)	(7)
Increase (decrease) in deferred revenues	14	(160)	(247)
Decrease in other accounts payable	(858)	(996)	(4,982)
	(489)	504	1,652
Cash paid and received:			
Interest received	18	22	51
Interest paid	(187)	(20)	(146)
Income taxes paid	(84)	(208)	(287)
	(253)	(206)	(382)
<b>Net cash provided by operating activities</b>	<b>1,979</b>	<b>6,329</b>	<b>10,850</b>

The accompanying notes are an integral part of the interim condensed consolidated financial statements.

# CONSOLIDATED STATEMENTS OF CASH FLOWS

U.S. dollars in thousands

	Six months ended		Year ended
	June 30,		December 31,
	2020	2019	2019
	Unaudited		Audited
<b>Cash flows from investing activities:</b>			
Purchase of property and equipment	(260)	(146)	(768)
Investment in intangible assets	(319)	(656)	(1,206)
Proceeds from (Purchase of) long-term deposit	-	94	(188)
Proceeds from short-term deposit	-	992	1,007
Purchase of short-term investments	(3,941)	(244)	(248)
Proceeds from sale of short-term investments	82	3,818	3,877
<b>Net cash provided by (used in) investing activities</b>	<b>(4,438)</b>	<b>3,858</b>	<b>2,474</b>
<b>Cash flows from financing activities:</b>			
Dividend paid	-	(10,503)	(10,503)
Payment of lease liabilities	(686)	(160)	(407)
Payment of long-term loans	-	(822)	(977)
Short-term loans, net	2,137	1,294	(5)
<b>Net cash provided by (used in) financing activities</b>	<b>1,451</b>	<b>(10,191)</b>	<b>(11,892)</b>
Effect of exchange rate changes on cash and cash equivalents	(38)	107	216
Increase (decrease) in cash and cash equivalents	(1,046)	103	1,648
Cash and cash equivalents at the beginning of the period	6,076	4,428	4,428
<b>Cash and cash equivalents at the end of the period</b>	<b>5,030</b>	<b>4,531</b>	<b>6,076</b>
<b>Significant Non-cash transactions:</b>			
Right-of-use asset recognized with corresponding lease liability	374	1,036	10,403

The accompanying notes are an integral part of the interim condensed consolidated financial statements.

# NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands

## NOTE 1 | GENERAL

a. These consolidated financial statements have been prepared in a condensed format as of June 30, 2020 and for the six months then ended. These condensed consolidated financial statements should be read in conjunction with the annual consolidated financial statements and accompanying notes of SHL Telemedicine Ltd. (“the Company”) as of December 31, 2019 and for the year then ended (“the annual financial statements”).

b. Following are data regarding the Israeli CPI and the exchange rates of the Euro, U.S. dollar and the Swiss Franc in relation to the new Israeli Shekel (NIS):

	Israeli CPI Points	Exchange rate		
		€ 1	U.S. \$ 1	CHF 1
<b>For the period ended</b>			NIS	
June 30, 2020	222.9	3.88	3.47	3.64
June 30, 2019	225.3	4.06	3.57	3.66
December 31, 2019	224.7	3.88	3.46	3.58
<b>Change during the period</b>	%	%	%	%
June 2020 (6 months)	(0.8)	0.1	0.3	1.9
June 2019 (6 months)	0.9	(5.4)	(4.9)	(3.8)
December 31, 2019	0.6	(9.6)	(7.7)	(6.0)

\* The index on an average basis of 1993 = 100.

## NOTE 2 | SIGNIFICANT ACCOUNTING POLICIES

### a. Basis of preparation of the interim condensed consolidated financial statements:

The interim condensed consolidated financial statements for the six months ended June 30, 2020 have been prepared in accordance with generally accepted accounting principles for the preparation of financial statements for interim periods, as prescribed in IAS 34, “Interim Financial Reporting.”

The significant accounting policies and methods of computation adopted in the preparation of the interim condensed consolidated financial statements are consistent with those followed in the preparation of the annual financial statements, except as described below.

**b. Initial adoption of amendments to existing financial reporting and accounting standards:**

Amendment to IFRS 3, “Business Combinations”:

In October 2018, the IASB issued an amendment to the definition of a “business” in IFRS 3, “Business Combinations” (“the Amendment”).

The Amendment clarifies that in order to be considered a business, an integrated set of activities and assets must include, as a minimum, an input and a substantive process that together significantly contribute to the ability to create outputs. The Amendment also clarifies that a business can exist without including all of the inputs and processes needed to create outputs. The Amendment includes an optional concentration test according to which it can be determined that a business has not been acquired, without additional assessments.

The Amendment is applied prospectively to all business combinations and asset acquisitions for which the acquisition date is on or after January 1, 2020.

The application of the Amendment is not expected to have a material effect on the Company.

## NOTE 3 | REVENUES

	Six months ended		Year ended
	June 30,		December 31,
	2020	2019	2019
	Unaudited		Audited
Revenues for services performed during the period	18,444	19,201	38,663
Revenues from sale of devices	1,049	591	1,199
Performance-based revenues*	-	2,022	2,022
	19,493	21,814	41,884

\* Due to the significant variability of the various factors that can affect the level of cost savings and the resulting difficulty in measuring such cost savings reliably, the Company recognizes revenues from performance-based contracts only after receiving final data as to the actual cost savings.

## NOTE 4 | MATERIAL EVENTS DURING THE REPORTING PERIOD

a. In the first quarter of 2020, the Coronavirus epidemic broke out in China, and has spread to many other countries around the globe, including countries in which the Group is operating, and the World Health Organization declared that the Coronavirus is a global epidemic. The outbreak of the Coronavirus, as well as the uncertainty regarding the spread of the virus have led to a global economic slowdown.

Early in the COVID-19 pandemic the Company took various measures to allow it to continue to operate safely and seamlessly, as well as providing protected working environment to its employees. These measures include implementation of different operating processes, both in Israel and Germany, such as self-contained shifts (“capsules”) and deployment of considerable part of its workforce to working remotely, all of which are supported by IT and communication solutions. Given the continued prevalence of COVID-19 (Israel is in a second lockdown period), these operational changes are ongoing, causing

decreased operational efficiency and increased costs, as well as longer decision making cycles of institutional customers, delays in launch of new programs and slower recruitment of patients to the Company's Chronic Disease Telehealth Programs in Germany.

Although the pandemic, being a rolling event, impacts our financial results, it at the same time serves as a catalyst for the acceleration in the adaption of Telemedicine and the Company is well positioned to explore the global opportunities in the Telemedicine space.

b. In May 2020, the Company's Board of Directors approved the resignation of Yoav Rubinstein as the Company's Chief Executive Officer and resolved to appoint Mr. Erez Nachtomy, current Board member of the Company and a member of the SHL executive team between 2001 and 2016, as Acting CEO.

c. During the period, the Company's Board of Directors and the Special General Meeting approved the grant of 130,000 options to the Acting CEO, who is also a director in the Company and to a senior manager, under the 2015 Executive and Key Employee Israeli Share Option Plan. The options shall vest over a period of 3 years after appointment (25% after 1 year, and 9.375% each quarter thereafter). The weighted average fair value of options granted is CHF 1.729-1.869 (\$ 1.817-1.937). The weighted average fair value was estimated based on the binomial model using the following data and assumptions: share price - CHF 5.75-5.80; exercise price - CHF 5.26-5.61; expected volatility - 39.15%-39.84%; risk free interest rate - 0%; expected dividend - 0%; and expected average life of options - 3.42-3.45 years.

d. Following note 20c to the 2019 Annual financial statements, the signing of a definitive agreement in connection with the acquisition of Kadima BV (cf. SHL's press release dated 28 August 2019) has not been concluded as of this date. The transaction will not be further assessed without a clear understanding of the COVID-19 impact on the Kadima business.

## NOTE 5 | SEGMENT INFORMATION

As presented in the annual financial statements, the Group operates in two main geographic segments: Israel and Europe (principally Germany). Revenues are allocated based on the location of the end customer. The Group presents disaggregated revenue information based on types of customers: Individual customers and communities, Institutions and payers (income from service agreements with institutions, insurance companies and HMOs), and others.

### a. Segment revenues:

	Individuals and communities	Institutions and payers	Others	Total
<b>Six months ended June 30, 2020 (unaudited):</b>				
Europe	-	8,062	-	8,062
Israel	10,285	688	6	10,979
Others	-	-	452	452
<b>Total revenues</b>	<b>10,285</b>	<b>8,750</b>	<b>458</b>	<b>19,493</b>

<b>Six months ended June 30, 2019 (unaudited):</b>				
Europe*	-	11,337	-	11,337
Israel	9,733	609	-	10,342
Others	-	-	135	135
<b>Total revenues</b>	<b>9,733</b>	<b>11,946</b>	<b>135</b>	<b>21,814</b>

<b>Year ended December 31, 2019:</b>				
Europe*	-	20,599	-	20,599
Israel	19,904	1,196	7	21,107
Others	-	-	178	178
<b>Total revenues</b>	<b>19,904</b>	<b>21,795</b>	<b>185</b>	<b>41,884</b>

\* Includes performance-based revenues of \$2,022 in six months ended June 30, 2019 and in the year ended December 31, 2019.

**b. Segment profit (loss):**

	Six months ended		Year ended
	June 30,		December 31,
	2020	2019	2019
	Unaudited		Audited
Europe*	(1,014)	3,199	3,176
Israel	2,674	2,566	5,419
Others	70	(229)	(602)
	1,730	5,536	7,993

## Unallocated income and expenses:

Corporate and			
R&D expenses	(1,324)	(1,242)	(2,272)
Other expenses	-	(108)	(640)
Operating profit	406	4,186	5,081
Financial expenses, net	(214)	(11)	(309)
Profit before taxes			
on income	192	4,175	4,772

\* Includes performance-based revenues of \$2,022 in six months ended June 30, 2019 and in the year ended December 31, 2019.

**NOTE 6 | SUBSEQUENT EVENTS**

On August 6, 2020, the Board of Directors of the Company approved the grant of 15,000 options to a consultant, under the 2015 Executive and Key Employee Israeli Share Option Plan. The options shall vest over a period of 3 years after grant date (25% after 1 year, and 9375% each quarter thereafter). On the date of grant, the share price was CHF 5.30, and the exercise price was CHF 5.61.

# Information For Investors

## Capital structure

The issued share capital is divided into 10,503,152 shares with a par value of NIS 0.01 each (excluding 375,339 ordinary shares of NIS 0.01 par value each held by SHL)

## Significant shareholders'

As of June 30, 2020, SHL was aware of the following shareholders with more than 3% of all voting rights in the company.

	Number of Ordinary Shares Held	% Including Treasury shares	% Excluding Treasury shares
Mrs. Cai Mengke and Kun Shen *	5,969,413	54.87%	56.83%
Alroy Group	2,507,608	23.06%	23.88%
G.Z. Assets and Management Ltd.	921,533	8.47%	8.77%
SHL Treasury shares	375,339	3.45%	-

\* It should be noted that the voting rights attached to these shares are suspended pursuant to the TOB decision (for further information, please refer to Section 1.2 "Significant Shareholders" in the 2019 Annual Report).

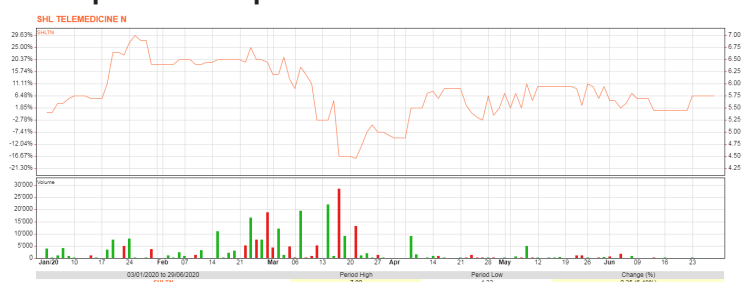
The above table of Significant Shareholders reflects both actual holdings as of June 30, 2020, after deducting from the total number of shares outstanding 375,339 Ordinary Shares held by SHL, and actual holding as of June 30, 2020 calculated including ordinary shares held by SHL, all as indicated above, but does not reflect holding on a fully diluted basis. All in accordance with notifications received by the Company from shareholders and the SAG registrar as of June 30, 2020.

## Statistics on SHL Telemedicine as at June 30, 2020

Registered shares with a par value of NIS 0.01 each	
Securities number	1128957
Number of shares*	10,503,152
Market price high/low (CHF)	7.00/4.32
Market capitalization high/low (CHF million)	73.5/45.4
Market capitalization 30/06/20 (CHF million)	60.4
Share capital – nominal value (NIS)	105,032

\* Excluding 375,339 ordinary shares held by SHL.

## Share price development



## Listing

All SHL shares are listed on SIX Swiss Exchange

Ticker symbol: SHLTN

Currency: CHF

Listing date: November 15, 2000

## Investor relations

SHL Telemedicine Ltd.

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