

November 22, 2016

To:
The Shareholders of SHL 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 a Special General Meeting of the Shareholders (the "Special General Meeting" or "SGM") of S H L Telemedicine Ltd. (the "Company") will be held on **Thursday, January 5, 2017, at 13:00** (Israel Time) at the Company's registered office, located at 90 Yigal Alon Street, Ashdar Building, Tel-Aviv, Israel.

The Agenda of the Special General Meeting includes the following matters:

1. Election of one (1) Independent (External) Director to the Board for a three (3) year term. The current candidates are: Mr. Ronen Harel and Mr. Gil Sharon.

The Independent (external) director nominees have submitted to the Company the declarations required pursuant to Sections 224b, 241(a) of the Companies Law with respect to fulfilling the legal requirements to serve as an Independent (external) Director of the Company.

Biographies of the proposed candidates are available on Company's website at <http://www.shl-telemedicine.com/about-us/investorrelations/general-meeting>.

The vote with respect to each of the above shall be conducted separately. Pursuant to the Company's Articles of Association, in the event that the number of candidates who receive the requisite majority votes exceeds the number of vacancies, then the candidate who receives the higher number of votes shall be so elected, and to the extent two (2) or more of said candidates receive an equal number of votes, then a second vote shall be conducted solely with respect to such candidates.

2. Following recommendation and approval by the Company's Compensation Committee and Board - Approval of Option Grant to the newly elected Independent (external) Director.

Further information with respect to item 2:

The Company's currently serving Independent (external) director, Dr. Ben Yakar, was granted 18,000 options to purchase 18,000 ordinary shares of the Company at the time of her first election. Pursuant to applicable regulations, the compensation granted to Independent (external) Directors shall be identical and it is therefore proposed that the newly elected Independent (external) Director shall be granted the same number of options, such option grant further to approval by the Compensation Committee and the Board, and subject to shareholder approval of the Company, pursuant to Sections 270(3), 273(a) of the Companies Law. The Compensation Committee and the Board previously approved the proposed option grant.

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

"RESOLVED:

Further to approval by the Compensation Committee and the Board of Directors of the Company, to approve and authorize in all respects the grant to the newly appointed Independent (external) Director, of 18,000 options to purchase 18,000 ordinary shares of the Company (the "Options"), under Section 102 or Section 3(9) of the Israeli Tax Ordinance, as the case may be, under the Company's 2015 Key Employee Option Plan (the "Plan"), all as of the Special General Meeting at an exercise price equal to the average trading price of the Company's Ordinary Shares during the thirty (30) trading days prior to the date of approval by the Board (i.e. CHF 6.73), and subject to the Company's procurement of all approvals and permits required by applicable law or regulatory authorities having jurisdiction over the Plan, the Options and the shares issued pursuant to it, and subject to the completion of any procedure required by applicable law; all pursuant to Sections 270(3) and 273(a) of the Companies Law;

That the aforesaid resolution is in the best interest of the Company. "

3. Following recommendation and approval by the Company's Compensation Committee and Board - Approval of Option Grants to "Other" Directors as such term is defined under Israeli Law.

Further Information with respect to Item 3:

Pursuant to Section 8B(a)(1) of the Companies Regulations (Rules for Remuneration and Expenses for an External Director) - 2000 (the "Remuneration Regulations"), the compensation of Independent (external) Directors may only contain options if they are granted as part of a compensation policy which also includes all of the "other directors" (as such term is defined under the Remuneration Regulations). None of the directors currently in office, except for the Independent Director, Dr. Ben Yakar, have been granted options and it is therefore proposed that all "Other" directors as such term is defined under applicable law be granted the same number of options as that of the Independent (external) Directors. Such option grant is subject to the approval of the Compensation Committee and the Board (which approvals have been obtained) and the approval of the shareholders of the Company, all pursuant to Sections 270(3) and 273(a) of the Companies Law.

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

"RESOLVED:

Further to approval by the Compensation Committee (unanimously) and the Board of Directors of the Company (by majority vote, with Mr. Elon Shalev and Mr. Erez Alroy abstained), to approve and authorize in all respects the grant of 18,000 Options under Section 102 or Section 3(9) of the Israeli Tax Ordinance, as the case may be, under the Plan, to each "Other" director (as such term is defined under Israeli Law), at a vesting schedule starting on his day of election at an exercise price equal to the average trading price of the Company's Ordinary Shares thirty (30) trading days prior to the date of approval by the Board (i.e. CHF 6.73), and subject to the Company's procurement of all

approvals and permits required by applicable law or regulatory authorities having jurisdiction over the Plan, the Options and the shares issued pursuant to it, and subject to the completion of any procedure required by applicable law;

That the aforesaid resolution is in the best interest of the Company.”

4. Following recommendation and approval by the Company's Compensation Committee and Board - Approval of Option Grant to the Chairman of the Board, Mr. Uzi Blumensohn.

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

“RESOLVED:

Further to approval by the Compensation Committee (unanimously) and the Board of Directors of the Company (by majority vote, with Mr. Elon Shalev and Mr. Erez Alroy abstained), based on the fact that Mr. Blumensohn is a very active chairman who contributes to the Company, to approve and authorize in all respects the grant to the Chairman of the Board, Mr. Uzi Blumensohn, of 50,000 options to purchase 50,000 ordinary shares of the Company (the “Options”), under Section 102 or Section 3(9) of the Israeli Tax Ordinance, as the case may be, under the Plan, all as of the Special General Meeting at an exercise price equal to the average trading price of the Company's Ordinary Shares during the thirty (30) trading days prior to the date of approval by the Board (i.e. CHF 6.73), at the vesting period for directors, provided Mr. Blumensohn still acts as a chairman during such vesting period, and subject to the Company's procurement of all approvals and permits required by applicable law or regulatory authorities having jurisdiction over the Plan, the Options and the shares issued pursuant to it, and subject to the completion of any procedure required by applicable law; all pursuant to Sections 270(3) and 273(a) of the Companies Law;

That the aforesaid resolution is in the best interest of the Company.”

5. Following recommendation and approval by the Company's Compensation Committee and Board - Approval of Updated Terms of Engagement Mr. Yoav Rubinstein, the Company's Senior Vice President, Head of Global Business Development.

Further Information with respect to Item 5:

Mr. Rubinstein is engaged as a service provider via his wholly owned company, as the Company's Senior Vice President, Head of Global Business Development. His current monthly consideration is approximately NIS 60K plus VAT (60,526) and it is proposed to increase same by NIS 15,000 (plus VAT). Under the Company's current Compensation Policy (section 2.2.1) an increase of more than 8% of the base salary is considered a deviation from the Compensation Policy. It is further proposed to grant Mr. Rubinstein a retention bonus of NIS 70K (plus VAT) subject to completion of one full year engagement following approval thereof, which retention bonus is not covered under current

Compensation Policy, therefore such deviations from the Compensation Policy require shareholder approval. For the sake of good order, Mr. Rubinstein's Updated Terms of Engagement also included the extension of the notice period to 3 instead of 2 months (aligned with all VPs), and an allotment of 85,000 options with a 3 year vesting, such terms approved by the Compensation Committee and the Board by majority vote. The Compensation Committee and the Board have approved the Updated Engagement Terms based on the Company's CEO explanation that Mr. Rubinstein was the last member of management to remain in office, and that he was of the opinion it would be crucial for the Company to retain Mr. Rubinstein services, based on both his contribution to business development and strategy and the organizational memory he kept. In addition, the intention was to expand Mr. Rubinstein's roles and have him replace a more expensive executive that had left his office.

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

“RESOLVED:

Following the recommendation and approval of the Compensation Committee (by majority vote, with Ms. Ronen against), and the Board (by majority vote with Mr. Elon Shalev and Mr. Erez Alroy abstained); and

WHEREAS the Compensation Committee and the Board have determined that although said items are in deviation from the Company's current Compensation Policy, under the special circumstances as described above, it is important to continue and retain the services of Mr. Rubinstein (via his company) and that such reasons, including Mr. Rubinstein's past agreements and experience and contribution to the Company make it justifiable to deviate from the Policy; and further, that the overall Updated Engagement Terms including the unchanged existing terms, are in compliance with Sections 272(c)(2) of the Companies Law, including the first Addendum (Tossefet) (parts A and B) to the Companies Law; and that the aforesaid resolution is in the best interest of the Company;

To approve the following amendments of Mr. Rubinstein's terms of engagement (via a company wholly owned by him):

- (a) An increase by NIS 15,000 (plus VAT) of the monthly consideration paid to his company as service provider;*
- (b) A one time retention bonus of NIS 70,000 (plus VAT) to be paid subject to and following the completion of a full one year engagement with the Company following receipt of the shareholder approval.*

To determine, that although said items are in deviation from the Company's current Compensation Policy, under the special circumstances as described above, it is important to continue and retain the services of Mr. Rubinstein (via his company) and that such reasons, including Mr. Rubinstein's past agreements and experience and contribution to the Company make it justifiable to deviate from the Policy; and further, that the overall

Updated Engagement Terms including the unchanged existing terms, are in compliance with Sections 272(c)(2) of the Companies Law, including the first Addendum (Tossefet) (parts A and B) to the Companies Law;

That the aforesaid resolution is in the best interest of the Company.”

Pursuant to Section 239 (b) of the Companies Law, the approval of resolution 1 requires the affirmative vote of a majority of shares present at the Special General Meeting, in person or by proxy or ballot, as the case may be, and voting thereon, provided however, that either (i) the majority vote in favor of the resolution includes the consent of a majority of the shareholders voting power represented at the Annual Meeting who are not controlling shareholders of the Company or have a personal interest in the appointment (excluding a personal interest that is not a result of a connection with a controlling shareholder) - abstaining votes not being counted; or (ii) the total shares of the aforementioned shareholders who voted against the resolution do not represent more than two percent (2%) of the voting rights in the Company.

Pursuant to the Company's Articles of Association, in the event that the number of candidates who receive the requisite majority votes exceeds the number of vacancies, then the candidate who receives the higher number of votes shall be so elected, and to the extent two (2) or more of said candidates receive an equal number of votes, then a second vote shall be conducted solely with respect to such candidates.

Pursuant to Sections 270(3), 273(a) of the Companies Law, the approval of resolutions 2-4 requires the consent of the holders of a simple majority of the voting power represented at the Special General Meeting in person or by proxy or ballot, as the case may be, and voting thereon.

Pursuant to Sections 270 (2), 272 (c) (2), and 267A(b) of the Companies Law, the approval of resolution 5 requires the affirmative vote of a majority of shares present at the Special 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 Special General Meeting and who are not the controlling shareholders of the Company or shareholders having a personal interest in the in the approval of the item (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.

For further details regarding the agenda items kindly refer to the form of Ballot available on the Company's website at <http://www.shl-telemedicine.com/about-us/investorrelations/general-meeting>.

The full versions of the resolutions proposed for the Special General Meeting and the underlying materials referenced hereunder are available for inspection at the Company's registered office, located at 90 Yigal Alon Street, Ashdar Building, Tel-Aviv, Israel (Tel: #972-3-5633888), Sunday to Thursday, between 9:00 to 17:00 (Israel Time) or at the Company's Swiss investor relations

representative, The Investor Relations Firm AG, located at Raemistrasse 4, 8024 Zurich, Monday to Friday, between 9:00 to 17:00 (CET). 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.**

The record date for the right to participate and vote in the Special General Meeting was set as **December 8, 2016** (the "Record Date"). All shareholders at the Record Date 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 all matters on the agenda of the Special General Meeting by submitting a written ballot with respect thereto (the "Ballot"). **Kindly note that the vote by Ballot is by filling in PART II of the Ballot.**

Each Proxy must be delivered to the registered office of the Company (for the attention of Mr. Ehud Ben Yair) or to SIX SAG AG, Baslerstrasse 90, CH-4600 Olten, Switzerland (for the attention of Mr. Adriano Aversa) 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> and additional copies can be obtained at the Company's registered office, from SIX SAG AG, Baslerstrasse 90, CH-4600 Olten, Switzerland or at the Company's website (as stated above). Kindly note that 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. Ehud Ben Yair or to SIX SAG AG, Baslerstrasse 90, CH-4600 Olten, Switzerland (for the attention of Mr. Adriano Aversa) not later than **4 hours** prior to the Special General Meeting (i.e. **not later than on January 5, 2017 at 8 a.m. CET/ 9 a.m. Israel time**). For the Ballot to become effective: (i) any shareholder whose shares are registered with the Company's registrar of shareholders must enclose a copy of such shareholder's identity card, passport or certificate of incorporation, as the case may be; and (ii) any shareholder whose shares are registered with SAG must enclose a written confirmation from SAG as to its ownership of the voting shares. A specimen of the Ballot is posted on the Company's website and additional copies can be obtained at the Company's registered office or from SIX SAG AG, Baslerstrasse 90, CH-4600 Olten, Switzerland. **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. Ehud Ben Yair) or to SIX SAG AG, Baslerstrasse 90, CH-4600 Olten, Switzerland (for the attention of Mr. Adriano Aversa) not later than on **December 27, 2016**. A shareholder submitting the Shareholder Statement, who acts in consort 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 consort. 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> and such can also be obtained at the offices of SIX SAG AG, Baslerstrasse 90, CH-4600 Olten, Switzerland, 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, on the Company's website and at the offices of SIX SAG AG (as stated above), no later than on **January 1, 2017**.

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 consort 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 consort. Any shareholder (as well as any shareholder acting in consort with such shareholder) having a personal interest in any matter on the agendas, shall describe the nature of such personal interest.

One or more shareholders holding at least one percent (1%) of the voting rights at the Special General Meeting may request the Board to add an item to the agenda to the extent such is fit to be discussed thereat. Such request shall be made no later than seven (7) days from the invitation to the Special General Meeting (i.e. **November 29, 2016**). A request to include a proposed candidate for External Director shall include the details set forth under Section 26 of the Securities Regulations (Periodical and Immediate Reports) – 1970, as well as the declaration pursuant to Sections 224B and 241 of the Companies Law. The Company will publish an updated agenda and ballot (in the event items are added per a shareholder's request), not later than on **December 6, 2016** on the Company's website at <http://www.shl-telemedicine.com/about-us/investorrelations/general-meeting> and such can also be obtained at the offices of SIX SAG AG, Baslerstrasse 90, CH-4600 Olten, Switzerland.

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. Ehud Ben Yair, must be delivered to the registered office of the Company (for the attention of Mr. Ehud Ben Yair) or to SIX SAG AG, Baslerstrasse 90, CH-4600 Olten, Switzerland (for the attention of Mr. Adriano Aversa) 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, 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, located at 90 Yigal Alon Street, Ashdar Building, Tel-Aviv, Israel (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. **You are kindly requested to indicate the number of shares held by you representing the aforementioned percentage.**

If within half an hour from the time appointed for the Special General Meeting, a quorum is not present (according to Article 21 of the Articles of Association of the Company and the decision of the Board of Directors), the Special General Meeting shall stand adjourned on **January 12, 2017** at 13:00 (Israel Time), at the same place.

S H L Telemedicine Ltd.