

To: SHL Telemedicine Ltd.

Re: Independent Director Declaration

Pursuant to Sections 224B and 249B of the Companies Law, 5759-1999

I, the undersigned, Gil Sharon ID 058381351, agree to serve as an Independent Director (as defined in Section 1 of the Israeli Companies Law, 5759-1999) (the "**Companies Law**") of SHL Telemedicine Ltd. (the "**Company**") and hereby declare as follows:

1. This declaration is being made by me pursuant to Sections 224B and 249B of the Companies Law and in accordance with the terms and definitions set forth in the Companies Law.
2. I have the qualifications required and the ability to dedicate the appropriate amount of time for the performance of my duties as a director of the Company, *inter alia* considering the Company's special needs and its size and based, *inter alia*, on my education, my skills and my occupations, as specified below:
 - *BA- economics and business administration*
 - *MBA- major in Finance and accounting*
 - *10 years president and CEO of a large company (1b USD revenues 3000 employees)*
 - *Experience as Independent director*

In view of my education, my experience, my past and present employment and my skills, I have: *[check the appropriate box(es)]*

*Professional Qualifications*¹

*Accounting and Financial Expertise*²

¹A 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.

as 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 above specified and the attached copies of diplomas, certificates, documents etc.

3. During the five years prior to the date of this declaration:
 - a. I have not been convicted of any offence pursuant to Sections 290 to 297, 392, 415, 418 to 420 and 422 to 428 of the Israeli Penal Law, 5737-1977, and pursuant to Sections 52C, 52D, 53(a) and 54 of the Israeli Securities Law, 5728-1969 (the "**Securities Law**");
 - b. I have not been convicted by a court outside of Israel of offenses of bribery, fraud, corporate manager offenses or offenses of use of inside information;
 - c. No Enforcement Measures have been imposed upon me by the Administrative Enforcement Committee which prohibit me from serving as a director of a Public Company or a Bonds Company;³
 - d. I have not been convicted by a court (as defined in Section 225(b) of the Companies Law) of an offense which is not provided for in clauses a.-b., and where the court determined that due to its nature, gravity or circumstances thereof, I am unfit to serve as a director of a Public Company or a Bonds Company.
4. I am not a Relative⁴ of the controlling shareholder of the Company.
5. I am an adult, I have not been declared incapacitated nor have I been declared bankrupt, and I undertake to notify the Company in the event that I shall be declared any of the same.
6. 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

² A director with "**Accounting and Financial Expertise**" - A director with accounting and financial expertise is a person who, due to his education, experience and skills, is highly proficient in and has understanding of business-accounting matters and financial statements in a manner which allows him 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 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; (3) preparation and approval of financial statements according to the Companies Law and the Securities Law).

³ "**Enforcement Measures**" is defined as enforcement means as contemplated by Section 52(56) of the Israel Securities Law, 5728 – 1968, imposed as per Chapter 8'4 of the Israel Securities Law, 5728 – 1968, per Chapter 7'2 of the Investment Advice and Investment Portfolio Management Law, 1995 or Chapter 10'1 of The Joint Investments in Trust Law, 1994, as applicable; "**Administrative Enforcement Committee**" is defined as the committee appointed pursuant to Section 52(32)(a) of the Israel Securities Law, 5728 – 1968; "**Bonds Company**" is defined as a company whose bonds are listed for trade on a stock exchange, or have been offered to the public pursuant to a prospectus as defined in the Israeli Securities Law, or which were offered to public outside of Israel pursuant to an offering document to the public pursuant to the requirements of non-Israeli law, and which are held by the public; "**Public Company**" is defined as a company whose shares are listed for trade on a stock exchange, or have been offered to the public pursuant to a prospectus as defined in the Israeli Securities Law, or which were offered to public outside of Israel pursuant to an offering document to the public pursuant to the requirements of non-Israeli law, and which are held by the public.

⁴ "**Relative**" – spouse, sibling, parent, grandparent, descendant as well as a descendant, sibling, spouse's parent or spouse of any of said persons.

appointment or in the two years preceding the date of my appointment, have any Link⁵ 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"⁶.

7. 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.
8. 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 outside director.
9. I am not an employee of the Israel Securities Authority or of a stock exchange in Israel.
10. I have not served as a director of the Company for more than 9 years.
11. 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 6 above, on the date of my appointment, or to an "Other Corporation", even if those connections are not common, but excluding negligible connections.
12. 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 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.
13. 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.
14. 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.
15. 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


⁵ "**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.

⁶ "**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.

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).

16. 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.

Date: 19/10/2016



[Full name and signature]