



Press release

SHL announces invitation to the Annual General Meeting, and immediate changes in the Board

Tel Aviv / Zurich, 5 April 2017 – SHL Telemedicine Ltd. (SIX Swiss Exchange: SHLTN, OTCPK: SMDCY) (“SHL”), a leading provider and developer of advanced personal telemedicine solutions, announced today that an Annual General Meeting of the Shareholders will be held on **May 11, 2017** at 13:00 p.m. (Israel Time), at the Company’s registered office, located at 90 Yigal Alon Street, Ashdar Building, Tel-Aviv, Israel. The agenda shall include the following matters:

1. Presentation and discussion of the Company’s financial statements for the fiscal year ending December 31, 2015, as approved by the Board on April 11, 2016.
2. The re-appointment of Kost, Forer, Gabbay & Kasierer (members of Ernst & Young Global) as the external auditors of the Company (including for the fiscal year 2016), to serve until the next Annual General Meeting of the Company, and authorization to the Board to determine the remuneration of such external auditors and the other terms and conditions of their engagement.
3. Election of Directors: election of up to seven (7) directors to the Board, who shall serve as directors of the Company until the next annual general meeting of the shareholders of the Company. The director nominees will have to submit to the Company the declarations required pursuant to Sec. 224b of the Israeli Companies Law – 1999 (the “Companies Law”) with respect to fulfilling the legal requirements to serve as directors of the Company, including as non-dependent directors, as the case may be.
4. Election of two (2) Independent (External) Directors to the Board, pursuant to Section 239(b) of the Companies Law, each for a three (3) year term, to replace Dr. Ben Yakar, and Mr. Harel who have both stepped down with immediate effect.
5. The Independent (external) director nominee(s) will have to submit 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.
6. Following recommendation and approval by the Company’s Compensation Committee and Board - approval of a New Office Holder Compensation Policy.
7. Following recommendation and approval by the Company’s Compensation Committee and Board - approval of Option Grant to the newly elected Independent (External) Director.

One or more shareholders holding at least one percent (1%) of the voting rights at the Annual 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 Annual General meeting (i.e. **April 12, 2017**). A request to include a proposed candidate for a director, including an Independent (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 of such candidate pursuant to Sections 224B and 241 of the Companies Law. The Company will publish an updated agenda and ballot (in the event items and names of candidates are added per a shareholder’s request), not later than on **April 19, 2017** 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.



In addition, SHL announced today that the current external members of the Board of Directors Dr. Ruth Ben Yakar, and Mr. Ronen Harel have both stepped down with immediate effect.

The invitation to the AGM shall not be published in newspapers. The full invitation to the AGM can be downloaded on <http://www.shl-telemedicine.com/about-us/investorrelations/general-meeting/>.

For further information, please contact:

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About SHL Telemedicine

SHL Telemedicine is engaged in developing and marketing personal telemedicine systems and the provision of medical call center services, with a focus on cardiovascular and related diseases, to end users and to the healthcare community. SHL Telemedicine offers its services and personal telemedicine devices to subscribers utilizing telephonic and Internet communication technology. SHL is listed on the SIX Swiss Exchange (SHLTN, ISIN: IL0010855885, Security No.: 1128957) and has an ADR program listed over-the counter; Symbol: SMDCY. For more information, please visit the web site at www.shl-telemedicine.com.

Some of the information contained in this press release contains forward-looking statements. Readers are cautioned that any such forward-looking statements are not guarantees of future performance and involve risks and uncertainties, and that actual results may differ materially from those in the forward-looking statements as a result of various factors. SHL Telemedicine undertakes no obligation to publicly update or revise any forward-looking statements.