

April 10, 2018

To:
The Shareholders of SHL Telemedicine Ltd.

Ladies and Gentlemen,

Re: Updated Notice of a Special General Meeting of the Shareholders of S H L Telemedicine Ltd.

NOTICE IS HEREBY GIVEN THAT the updated agenda of the Special General Meeting of the Shareholders (the "Special General Meeting" or "SGM") of S H L Telemedicine Ltd. (the "Company") that will be held on **Thursday, May 3, 2018, at 13:00** (Israel Time) at the Company's registered office, located at 90 Yigal Alon Street, Ashdar Building, Tel-Aviv, Israel, shall be as follows:

1. Election of one (1) Independent (External) Director to the Board of Directors of the Company (out of five (5) candidates), pursuant to Section 239(b) of the Israeli Companies Law, 1999 (the "Companies Law"), for a three (3) year term.

The Independent (external) director nominees have submitted 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 Independent (external) Director of the Company.

The names of the candidates, by alphabetical order, are: (1) Ms. Ruth Gal; (2) Ms. Dvorah Kimhi; (3) Ms. Nomi Sandhaus; (4) Ms. Hava Shechter; and (5) Ms. Eti Vidavsky.

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:

Each of the Company's currently serving Independent (external) Director, as well as the former Independent (external) Director(s), were granted 18,000 options to purchase 18,000 Ordinary Shares of the Company at the time of his or her 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.

It is proposed that at the SGM, 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 or any replacement thereof (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 7.7), 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 resolutions are in the best interest of the Company and in accordance with its Compensation Policy."

3. Following recommendation and approval by the Company's Compensation Committee and Board - approval of an amendment to the Company's Office Holder Compensation Policy.

Further information with respect to item 3:

The Company's Compensation Committee has recommended to the Board to approve and adopt an amendment of the 2017 Officer Holder Compensation Policy, (the "Amended Compensation Policy"), and the Board has unanimously approved and adopted the Amended Compensation Policy, all pursuant to Section 267A (a) of the Companies Law. A copy of the Amended Compensation Policy may be reviewed at the Company's offices at regular office hours or will be forwarded by e-mail to any shareholder entitled to vote thereon upon request.

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

RESOLVED:

"WHEREAS, the Company's Compensation Committee has recommended to the Board to approve and adopt the Amended Compensation Policy, and the Board has approved and adopted the Amended Compensation Policy, all pursuant to Section 267A (a) of the Companies Law; and

WHEREAS, pursuant to Section 267A(b) of the Companies Law, the adoption of the Amended Compensation Policy 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 approval of the Amended Compensation Policy (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; and that prior to voting, shareholders (or their representatives) are required to disclose whether they are controlling shareholders or whether they have a personal interest in the adoption of the resolution.

Appendix A includes declarations by each shareholder indicating whether he/she /it is or is deemed to be considered a controlling shareholder for the purpose of this item on the agenda, or his/hers/its personal interest in the adoption of the said resolution; all pursuant to Sec.1, Sec. 267A (b)1 and Sec. 276 of the Companies Law.

NOW THEREFORE, upon motion duly made

With ___ Ordinary Shares out of _____ Ordinary Shares represented at the meeting and entitled to vote thereon voting for (with ___ votes against); and

With _____ Ordinary Shares out of _____ Ordinary Shares represented at the meeting and entitled to vote thereon and who are not the controlling shareholders of the Company or shareholders having a personal interest in the approval of the New Compensation Policy voted for the adoption of the Compensation Policy (with ___ votes against of such shareholders); it is hereby

RESOLVED:

Further to recommendation by the Compensation Committee and approval by the Board, to approve the adoption the Amended Compensation Policy, a copy of which is attached as Exhibit B hereto.”

4. Following recommendation and approval by the Company’s Compensation Committee and Board - approval of the terms and conditions of the employment of the Company’s Chief Executive Officer, including the issuance of options, as more fully set for the below.

Further information with respect to item 4:

Mr. Rubinstein was appointed as CEO on June 1, 2017 (the “Date of Commencement”). In general the terms and conditions of employment of the CEO require approval of the shareholders of the company (following approval by the Compensation Committee and the Board). As permitted under law (Section 1B4 of the Companies Regulations (Relieves with respect to Interested Parties Transactions)-2000 (the “Regulations”)), the terms and conditions were approved without shareholder approval for the period as of the Commencement Date and until the general meeting, under the terms set forth in the Regulations. Also, the terms and conditions of employment of an office holder need to conform to a company’s compensation policy. The Special General meeting is now therefore requested to approve, following approval of the Compensation Committee and Board, the terms and conditions of employment of the CEO as set forth in the Employment Agreement,

including, subject to the approval of the Amended Compensation Policy (resolution 2), the issuance of the balance of options as approved by the Compensation Committee and the Board, i.e. **150,260** options to purchase **150,260** Ordinary Shares at an exercise price of CHF 7.7 (equal to the average closing price of 30 trading days prior to the Board resolution), (the “Options”), under Section 102 of the Israeli Tax Ordinance, under the Company's 2015 Key Employee Option Plan or any replacement thereof (the “Plan”), with a vesting schedule as set in the Compensation Policy, as of the Commencement Date. The Employment Agreement as well as a summary of the terms and conditions of employment are available at the Company’s offices within regular office hours and shall be forwarded by e-mail to shareholders entitled to vote thereon upon demand.

Pursuant to section 272(C1)(1) the Companies Law the adoption of the resolution 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 approval of the resolution (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; and that prior to voting, shareholders (or their representatives) are required to disclose whether they are controlling shareholders or whether they have a personal interest in the adoption of the resolution.

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

RESOLVED:

“WHEREAS, the Company’s Compensation Committee and the Board have approved the proposed terms and conditions of employment of the CEO, including the issuance of 150,260 options to purchase 150,260 Ordinary Shares at an exercise price of CHF 7.7 and has recommended to the Board to approve same; and

WHEREAS the Company’s Compensation Committee, the Board and this Special general Meeting have approved Amended Compensation Policy, all pursuant to Section 272(C1)(1) (also referring to Section 267A (b)) of the Companies Law; and

WHEREAS, pursuant to the above Section of the Companies Law, the adoption of the terms and conditions of employment of a CEO 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 approval of said terms

(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; and that prior to voting, shareholders (or their representatives) are required to disclose whether they are controlling shareholders or whether they have a personal interest in the adoption of the resolution.

Appendix A includes declarations by each shareholder indicating whether he/she /it is or is deemed to be considered a controlling shareholder for the purpose of this item on the agenda, or his/hers/its personal interest in the adoption of the said resolution; all pursuant to Sec.1, Sec. 267A (b)1 and Sec. 276 of the Companies Law.

NOW THEREFORE, upon motion duly made

With ___ Ordinary Shares out of _____ Ordinary Shares represented at the meeting and entitled to vote thereon voting for (with ___ votes against); and

With ___ Ordinary Shares out of _____ Ordinary Shares represented at the meeting and entitled to vote thereon and who are not the controlling shareholders of the Company or shareholders having a personal interest in the approval of the New Compensation Policy voted for the approval or the terms of employment of the CEO (with ___ votes against of such shareholders); it is hereby

RESOLVED:

Further to recommendation by the Compensation Committee and approval by the Board, and the approval of the Amended Compensation Policy (item 2 hereinabove), to approve the terms and conditions of the employment of the CEO, a copy of which is attached as Exhibit C, including the issuance of 150,260 options to purchase 150,260 Ordinary Shares at an exercise price of CHF 7.7, (the “Options”), under Section 102 of the Israeli Tax Ordinance, under the Company's 2015 Key Employee Option Plan or any replacement thereof (the “Plan”), with a vesting schedule as set forth in the Compensation Policy as of the Commencement Date, 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 above is in compliance with the Amended Compensation Policy and for the benefit of the Company.”

5. Following recommendation and approval by the Company’s Compensation Committee and Board - approval of the payment of a one-time special retirement bonus to the Company’s former Chief Executive Officer, as more fully set forth below.

Further information with respect to item 5:

The Compensation Committee had approved and recommended that the Board approve, subject to shareholder approval, the payment of a one-time special retirement grant to the former CEO, equal to three (3) times the amount of the former CEO's gross monthly salary, such a grant permissible under the Company's Compensation Policy (when the reason for the resignation was the result of a change in control). The calculation of the sum is available at the Company's offices within regular office hours and shall be forwarded by e-mail to shareholders entitled to vote thereon upon demand.

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

“WHEREAS, the Company's Compensation Committee and the Board have approved the payment of a one-time special retirement grant to the former CEO, equal to three (3) times the amount of the former CEO's gross monthly salary; and

WHEREAS the terms of retirement of a CEO are, under law, considered part of his or her employment terms and therefore subject to approval pursuant to Section 272(C1)(1) (also referring to Section 267A (b)) of the Companies Law; and

WHEREAS, pursuant to the above Section of the Companies Law, the adoption of the terms and conditions of employment of a CEO 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 approval of said terms (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; and that prior to voting, shareholders (or their representatives) are required to disclose whether they are controlling shareholders or whether they have a personal interest in the adoption of the resolution.

Appendix A includes declarations by each shareholder indicating whether he/she /it is or is deemed to be considered a controlling shareholder for the purpose of this item on the agenda, or his/hers/its personal interest in the adoption of the said resolution; all pursuant to Sec.1, Sec. 267A (b)1 and Sec. 276 of the Companies Law.

NOW THEREFORE, upon motion duly made

With ___ Ordinary Shares out of _____ Ordinary Shares represented at the meeting and entitled to vote thereon voting for (with _____ votes against); and

With ____ Ordinary Shares out of ____ Ordinary Shares represented at the meeting and entitled to vote thereon and who are not the controlling shareholders of the Company or shareholders having a personal interest in the approval of the terms of the former CEO voted for the approval the terms of the former CEO (with ____ votes against of such shareholders); it is hereby

RESOLVED:

Further to recommendation by the Compensation Committee and approval by the Board, to approve the grant of a one-time special retirement bonus of three (3) month's salary (gross) to the former CEO;

That the above is in compliance with the Compensation Policy and for the benefit of the Company."

The background material for all of the above items as well as the CVs of the director nominees and their declarations are available on the website or in the Company's offices, or will be forwarded by e-mail upon request of any shareholder entitled to vote thereon.

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 Special 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 resolution 2 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 Section 267A(b) of the Companies Law, the approval of resolution 3 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 approval of resolution 3 (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. Prior to voting, shareholders (or their representatives) are required to disclose whether they are controlling shareholders or whether they have a personal interest in the adoption of the applicable resolution.

Pursuant to Section 272(C1)(1) (also referring to Section 267A (b)) of the Companies Law, the approval of resolutions 4 and 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 approval of resolution 4 or 5 (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. Prior to voting, shareholders (or their representatives) are required to disclose whether they are controlling shareholders or whether they have a personal interest in the adoption of the applicable resolution.

The updated 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.**

For details regarding the compensation of the Company's senior management in 2016, please refer the 2016 Corporate Governance Report, posted on the Company's website at www.shl-telemedicine.com.

The record date for the right to participate and vote in the Special General Meeting was set as **April 23, 2018** (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").

Each Proxy must be delivered to the registered office of the Company (for the attention of Mr. Yossi Vadnagra – Acting CFO), located at 90 Yigal Alon Street, Ashdar Building, Tel-Aviv, Israel (Tel: #972-3-5633888; Fax: :#972-3-6242414) 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>. 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. Yossi Vadnagra) not later than **4 hours** prior to the Special General Meeting (i.e. **not later than on May 3, 2018 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 Computershare Schweiz AG must enclose a written confirmation from it as to its ownership of the voting shares. Confirmations regarding share

registration can be obtained at Computershare Schweiz AG, P.O. Box, 4601 Olten, Switzerland, 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) not later than on **April 24, 2018**. 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>, 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 on **April 29, 2018**.

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.

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) 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 **May 22, 2018** at 13:00 (Israel Time), at the same place.

S H L Telemedicine Ltd.