

June 6, 2019

To:
The Shareholders of S H L Telemedicine Ltd.

Ladies and Gentlemen,

Re: Notice of an Annual General Meeting of the Shareholders of S H L Telemedicine Ltd.

NOTICE IS HEREBY GIVEN THAT an Annual General Meeting of the Shareholders (the “**Annual General Meeting**” or “**AGM**”) of S H L Telemedicine Ltd. (the “**Company**”) will be held on **July 11, 2019, at 13:00** (Israel Time) at the Company’s registered office, located at 90 Yigal Alon Street, Ashdar Building, Tel-Aviv, Israel (the “**Company's Registered Office**”).

The agenda of the Annual General Meeting includes the following matters:

1. Presentation and discussion of the Company’s financial statements for the fiscal year ending December 31, 2018, as approved by the Board of Directors of the Company (the “**Board**”) on March 11, 2019.

No resolution is required with respect to this item.

2. The re-appointment of Kost, Forer, Gabbay & Kasierer (members of Ernst & Young Global) as the external auditors of the Company until the next Annual General Meeting of the Company, and authorization to the Board to determine the terms and conditions of their engagement, including, inter alia, the remuneration of such external auditors.

The approval of this resolution requires the consent of the holders of a simple majority of the voting power represented at the Annual General Meeting and voting thereon.

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

“Upon a motion duly made, with ___ Ordinary Shares out of _____ Ordinary Shares represented and voting at the meeting (without abstaining votes) voting for (with _____ votes against); it is hereby

RESOLVED:

To approve the re-appointment of Kost, Forer, Gabbay & Kasierer (members of Ernst & Young Global) as the external auditors of the Company until the next Annual General Meeting of the Company, and authorization to the Board to determine the terms and conditions of their engagement, including, inter alia, the remuneration of such external auditors.”

3. The re-election to the Board of the current directors of the Company (excluding the external directors that have been elected for a term of 3 years), who shall serve as directors of the Company until the next Annual General Meeting of the Shareholders of the Company. The aforesaid current directors, by alphabetical order, are: (1) Mr. Yariv Alroy, (2) Mr. Erez Alroy, (3) Prof. Amir Lerman, (4) Mr. Erez Nachtomy, and (5) Mr. Elon Shalev.

The director nominees have submitted to the Company the declarations required pursuant to Section 224b of the Israeli Companies Law, 5759-1999 (the “**Companies Law**”) with respect to fulfilling the legal requirements to serve as directors of the Company. Said declarations are available on the Company’s website. For the CV of the candidates, please refer to section 3.1 of the Company’s Corporate Governance Report for the year 2018 (pp. 24-26).

The vote with respect to each of the candidates shall be conducted separately.

The approval of this resolution requires the consent of the holders of a simple majority of the voting power represented at the Annual General Meeting and voting thereon.

The record date for the right to participate and vote in the Annual General Meeting was set as **June 13, 2019** (the “**Record Date**”). All shareholders at the Record Date who are entitled to vote may participate and vote in the Annual 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 resolution 3 on the agenda of the Annual General Meeting by submitting a written ballot with respect thereto (the “**Ballot**”). **The vote on resolution 2 must be done by attending the meeting in person or by Proxy.**

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.

Each Proxy must be delivered to the Company’s Registered Office (for the attention of Mr. Yossi Vadnagra - CFO), not later than 48 hours prior to the Annual 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 Annual General Meeting.

The Ballot must be delivered to the Registered Office of the Company (for the attention of Mr. Yossi Vadnagra - CFO) not later than 4 hours prior to the Annual General Meeting.

A shareholder whose shares are not registered with Computershare Schweiz AG will not be entitled to vote. Thus, the shareholder must enclose a written confirmation from Computershare Schweiz AG as to its ownership of the shares on the Record Date. 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 - CFO) not later than ten (10) days prior to the Annual General Meeting. A shareholder submitting the Shareholder Statement, who acts in concert 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 concert. 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 five (5) days prior to the Annual General Meeting.

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 concert 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 concert. Any shareholder (as well as any shareholder acting in concert 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 - CFO) not later than 24 hours prior to the Annual General Meeting. Any such shareholder submitting a Cancellation Notice may only vote by attending the Annual General Meeting in person or by Proxy.

One or more shareholders holding shares representing at least one percent (1%) of the voting rights at the General Meeting may request the Board, in writing, not later than seven (7) days from the date of the invitation to the Annual General Meeting, to include an item on the agenda of the Annual General Meeting to be held. Such item shall be included on the Annual General Meeting's agenda, provided that the Board

found it to be suitable for discussion at the Annual General Meeting. Should there be any changes in the agenda of the Annual General Meeting due to such shareholder's request, amended Ballot and Notice shall be available on the Company's website at <http://www.shl-telemedicine.com/about-us/investorrelations/general-meeting> not later than fourteen (14) days from the date of the invitation to the Annual General Meeting.

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 Annual General Meeting, in person or by proxy, inspect the Ballots and the record thereof at the Company's Registered Office (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.

In accordance with Article 21 of the Company's Articles of Association, two or more shareholders present in person or by proxy and holding shares conferring in the aggregate thirty three and one third percent (33 $\frac{1}{3}$ %) or more of the voting power of the Company, shall constitute a quorum at the Annual General Meeting. If within half an hour from the time appointed for the Annual General Meeting, a quorum is not present, the Annual General Meeting shall stand adjourned immediately thereafter (i.e. on the same day, at **13:30** (Israel time), at the same place) and in the adjourned meeting any two shareholders shall constitute a quorum.

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