

December 17, 2020

To:
The Shareholders of S H L 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 the agenda of the Special General Meeting of the Shareholders (the “**Special General Meeting**”) of S H L Telemedicine Ltd. (the “**Company**”) that will be held on **January 7, 2021, 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**”), shall be as follows:

1. Increase of the Company’s Authorized Share Capital and Amendment to the Articles of Association of the Company accordingly.

Further information with respect to item 1:

It is proposed to increase the Company’s authorized share capital by an additional 11,000,000 ordinary shares par value 0.01 each (“**Ordinary Shares**”), such that following such increase, the authorized share capital of the Company will be 25,000,000 Ordinary Shares.

It is further proposed to amend Article 4 of Articles of Association of the Company to reflect such increase of capital, such that the words “*the share capital of the Company is one hundred and forty thousand New Israeli Shekels (NIS 140,000) divided into fourteen million (14,000,000) Ordinary Shares of a nominal value of NIS 0.01 each*” will be replaced with the words “*the share capital of the Company is two hundred and fifty thousand New Israeli Shekels (NIS 250,000) divided into twenty five million (25,000,000) Ordinary Shares of a nominal value of NIS 0.01 each*”

It is proposed that at the SGM, 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 and authorized the increase the Company’s authorized share capital by an additional 11,000,000 ordinary shares par value 0.01 each; and to amend Article 4 of the Company's Articles of Association so that the words “the share capital of the Company is one hundred and forty thousand New Israeli Shekels (NIS 140,000) divided into fourteen

million (14,000,000) Ordinary Shares of a nominal value of NIS 0.01 each” will be replaced with the words “the share capital of the Company is two hundred and fifty thousand New Israeli Shekels (NIS 250,000) divided into twenty five million (25,000,000) Ordinary Shares of a nominal value of NIS 0.01 each”.”

Pursuant to Article 5 of the Articles of Association of the Company, the approval of the resolution requires the consent of the holders of at least sixty percent (66%) of the voting power represented at the Special General Meeting in person or by proxy, as the case may be, and voting thereon.

The record date for the right to participate and vote in the Special General Meeting was set as **December 28, 2020** (the “**Record Date**”). All shareholders at the Record Date who are entitled to vote may participate and vote in the Special General Meeting by attending the meeting in person or by proxy (the “**Proxy**”).

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 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.

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.

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 three (3) days from the date of the invitation to the Special General Meeting, to include an item on the agenda of the Special General Meeting to be held. Such item shall be included on the Special General Meeting’s agenda, provided that the Board found it to be suitable for discussion at the Special General Meeting. Should there be any changes in the agenda of the Special General Meeting due to such shareholder’s request, amended 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 Special General Meeting.

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 Special General Meeting. If within half an hour from the time appointed for the Special General Meeting, a quorum is not present, the Special 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.

S H L Telemedicine Ltd.