

January 22, 2021

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 **March 1, 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. Following the approval of the Compensation Committee and of the Board of Directors of the Company (the "Board") – the approval of the amended terms of office of the active chairman of the Board and grant of options thereto.**

Further information with respect to item 1:

It is proposed that the terms of office of Mr. Yariv Alroy be updated so that in respect of his service as an active chairman of the Board, in a position scope of not less than 90%, Mr. Alroy will be entitled to a total monthly salary of NIS 65,000 (approximately US\$20,300) and will not be entitled to receive the directors’ remuneration (annual fee and participation fee). The amended terms of office will be in effect as of January 1, 2021. In addition, Mr. Alroy will be allotted 250,000 options to purchase up to 250,000 ordinary shares of the Company against an exercise price of CHF 10.73 per share (reflecting the average price per share in the 30 trading days prior to Board approval), such options’ vesting schedule shall be 3 years, as more fully set forth below, and in accordance with the Company’s 2015 Option Plan. It should be noted that there will be an immediate acceleration of the vesting of all options in the event that Mr. Alroy terminates his position due to a change of control in the Company. All of the abovementioned is subject to the approval of the amendment to the Company’s 2020 Compensation Policy, as set forth under item 2 on the agenda.

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

“WHEREAS, *the Company deems it advisable to amend the terms of office of the active chairman of the Board, Mr. Yariv Alroy, including, inter alia, the grant of 250,000 options to purchase shares of the Company pursuant to the terms set forth below; and*

WHEREAS, *the Compensation Committee and the Board have approved the abovementioned amended terms of office and grant of options on January 10, 2021 and January 21, 2021, respectively; and*

WHEREAS, *pursuant to Sections 270(4), and 275 of the Israeli Companies Law, 5759-1999 (the “Companies Law”), the approval of said terms of office, being a transaction between the Company and its chairman of the Board, who is a member of the Alroy Group and thus may be deemed a controlling shareholder, requires the affirmative vote of a majority of shares present at the 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 General Meeting and who are not the controlling shareholders of the Company or shareholders having a personal interest in the said adjustment and voting thereon (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 the declarations provided 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 Sections 270(4), 275 and 276 of the Companies Law.*

NOW THEREFORE, *upon motion duly made,*

With [_____] Ordinary Shares out of [_____] Ordinary Shares represented and voting at the meeting (without abstaining votes) voting for (with [_____] votes against); and with [_____] Ordinary Shares out of [_____] Ordinary Shares represented and voting at the meeting (without abstaining votes) and who are not the controlling shareholders of the Company or shareholders having a personal interest in the approval of the said resolution voting for (with [_____] votes against of such shareholders); it is hereby

RESOLVED:

Following the approval of the Compensation Committee and the approval of the Board, and subject to the amendment of the Compensation Policy as set forth below, to approve, effective as of January 1, 2021, the amendment to the terms of office of the Active Chairman of the Board (the “Chairman”) such that the Chairman will be entitled to a monthly consideration, in the amount of NIS 65,000 + VAT (employer’s cost)

(“**Chairman’s Salary**”). The Chairman will not be entitled to the directors’ compensation (which is comprised of a fixed annual fee and participation fee).

RESOLVED FURTHER:

*Following the approval of the Compensation Committee and the approval of the Board, to grant 250,000 options exercisable into 250,000 ordinary shares of NIS 0.01 par value each of the Company (the “**Options**”) to the Chairman. The exercise price of each Option shall be the average closing price of the Company’s share on the Swiss stock exchange in the 30 trading days preceding the Board’s resolution to approve the said grant of Options (i.e. CHF 10.73).*

*The Options’ vesting schedule (“**Vesting Schedule**”) shall be: a quarter following twelve (12) months of the approval of the grant of Options by the Board (i.e., January 21, 2022), and the remainder in 8 equal parts, with full vesting to be completed within thirty-six (36) months of the approval of the grant of Options by the Board (i.e., January 21, 2024). Notwithstanding the foregoing, in the event that the Chairman ceases to serve in his position due to a change of control in the Company, all Options will automatically be fully vested. The grant is subject to the Company’s procurement of all approvals and permits required by applicable law or regulatory authorities having jurisdiction over the Company’s 2015 Executive and Key Employee Israeli Share Option Plan, the Options and the shares issued pursuant to it, and subject to the completion of any procedure required by applicable law.”*

2. Following the approval of the Compensation Committee and of the Board – the approval of an Amendment to the 2020 Compensation Policy of the Company.

Further information with respect to item 2:

It is proposed to adopt an amendment to the 2020 Compensation Policy of the Company to reflect the abovementioned amendment to the Chairman’s terms of office, in the form attached hereto as **Exhibit A** (marked vis-à-vis the 2020 Compensation Policy currently in effect) (“**Amended Policy**”).

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

“**WHEREAS**, *the Compensation Committee and the Board have approved the Amended Policy, a copy of which is attached hereto as **Exhibit A**; and*

WHEREAS, *pursuant to Sections 267A(b) of the Companies Law, the approval of the Amended Policy requires the affirmative vote of a majority of shares present at the 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 General Meeting and who are not the controlling shareholders of the Company or shareholders having a personal interest in the 2020 Compensation Policy and voting thereon (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 the declarations provided 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 Sections 267A and 276 of the Companies Law.

NOW THEREFORE, upon motion duly made,

With [_____] Ordinary Shares out of [_____] Ordinary Shares represented and voting at the meeting (without abstaining votes) voting for (with [_____] votes against); and with [_____] Ordinary Shares out of [_____] Ordinary Shares represented and voting at the meeting (without abstaining votes) and who are not the controlling shareholders of the Company or shareholders having a personal interest in the approval of the said resolution voting for (with [_____] votes against of such shareholders); it is hereby

RESOLVED:

Following the approval of the Compensation Committee and the approval of the Board, to approve and adopt Amended Policy, a copy of which is attached hereto as **Exhibit A.**”

The record date for the right to participate and vote in the Special General Meeting was set as **February 1, 2021** (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**”). Pursuant to the regulations promulgated under the Companies Law, shareholders may also vote by submitting a written ballot with respect thereto (the “**Ballot**”).

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 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 - CFO) not later than 4 hours prior to 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.

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 Special 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 Special 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 prior to the vote in the meeting.

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 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 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 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 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 Special 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 Special 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 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.