

**S H L TELEMEDICINE LTD.**  
(the "Company")

PROXY FOR THE SPECIAL GENERAL MEETING

The undersigned hereby appoints Mr./Ms. \_\_\_\_\_, Israeli ID No. \_\_\_\_\_, as the undersigned's proxy ("**Undersigned's Proxy**") for the purpose of the Special General Meeting of the Shareholders of the Company, to 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, and at any adjournment thereof (the "**Special General Meeting**"), and hereby authorizes the aforementioned proxy to represent the undersigned in the Special General Meeting and any adjourned meeting and:

to vote [\_\_\_\_\_] out of [\_\_\_\_\_] of the ordinary shares of the Company registered in the name of the undersigned, or on its behalf, with Computershare Schweiz AG, in all votes taken at the Special General Meeting or any adjournment thereof according to the undersigned's following instructions:

Resolution Number	Manner of vote <sup>1</sup>			Are you a controlling shareholder or do you have a personal interest in the resolution? <sup>2</sup>	
	Yes	No	Abstained	Yes*	No
<b>Resolution 1</b> – Following the approval of the Compensation Committee and of the Board – Amendment to terms of office of and grant of options to Mr. Yariv Alroy, the active Chairman of the Board					
<b>Resolution 2</b> – Following the approval of the Compensation Committee and of the Board – Approval of an amendment to the 2020 Compensation Policy					

\*Please describe: \_\_\_\_\_

<sup>1</sup> Failure to check this box shall be deemed an abstaining vote.

<sup>2</sup> In the event you either fail to check this box or mark "yes" but fail to describe the nature of your personal interest, your vote shall not be counted.

to authorize the Undersigned's Proxy to vote [\_\_\_\_\_] out of [\_\_\_\_\_] of the ordinary shares of the Company registered in the name of the undersigned or on its behalf, with Computershare Schweiz AG, in all votes taken at the Special General Meeting or any adjournment thereof, according to the Undersigned's Proxy's sole and absolute discretion.

Resolution Number	Are you a controlling shareholder or do you have a personal interest in the resolution? <sup>1</sup>	
	Yes*	No
<b>Resolution 1</b> – Following the approval of the Compensation Committee and of the Board – Amendment to terms of office of and grant of options to Mr. Yariv Alroy, the active Chairman of the Board		
<b>Resolution 2</b> – Following the approval of the Compensation Committee and of the Board – Approval of an amendment to the 2020 Compensation Policy		

\*Please describe: \_\_\_\_\_  
 \_\_\_\_\_

The appointment of the aforementioned proxy/proxies will not affect the undersigned's right to vote in person, if it is present at the respective meeting.

\_\_\_\_\_

(Full name of Person registered with Computershare Schweiz AG)

Signature\*: \_\_\_\_\_

Date: \_\_\_\_\_

Number of Shares: \_\_\_\_\_  
 \_\_\_\_\_

<sup>1</sup> In the event you either fail to check this box or mark "yes" but fail to describe the nature of your personal interest, your vote shall not be counted.

\* when signing as attorney, executor, administrator, trustee or guardian, please state your title as such. If a corporation, please sign in full corporate name by president or another authorized officer. If a partnership, please sign in partnership name by authorized person.