

December 9, 2021

To:

Letter of Exemption

Whereas the Articles of Association of SHL Telemedicine Ltd. (the “**Company**”) permit the Company to exempt an Office Holder (as such term is defined in the Israeli Companies Law, 1999) for damages caused to the Company due to any breach of such Office Holder's duty of care towards the Company, except as limited under any applicable law; and

Whereas on October 31, 2021 the Company’s Board of Directors resolved to approve the grant of an advance exemption from liability to Office Holders in the Company; and

Whereas on December 9, 2021, the Company's general meeting of the shareholders also approved the resolution; and

Whereas you serve as an Office Holder in the Company;

We notify you that, subject to the provisions of the Israeli law, the Company is hereby exempting you in advance from any liability to it by reason of any damage occasioned to it in consequence of a breach of the duty of care to it in your good faith acts, in your capacity as an Office Holder of the Company.

The exemption pursuant hereto shall not apply to a breach of the duty of care with respect to the following: (a) distribution; (b) an intentional or reckless breach of the duty of care (save in the case of mere negligence) (c) to an act done with the aim of unlawfully making a personal profit; or (d) or to an act in connection with controlling shareholders transactions and/or interested party transactions (including, for the avoidance of doubt, transactions with any other Office Holder).

The Company’s obligations pursuant to this letter of exemption shall be interpreted widely and in a manner aimed at ensuring their performance, insofar as permitted by law, for the object for which they are intended. In the event of a contradiction between any provision of this letter of exemption and any legal provision that may not be qualified, altered or added to, the said legal provision shall prevail, but such shall not prejudice or derogate from the validity of the other provisions of this letter of exemption.

As witness the hand of the Company, through its duly authorized signatories:

SHL Telemedicine LTD.

I acknowledge receipt of this letter of exemption and confirm my consent to its terms:

Name: _____ Signature: _____ Date: _____