

November 4, 2021

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 **December 9, 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**”).

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, 2020, as approved by the Board of Directors of the Company (the “**Board**”) on April 12, 2021.

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 are: (1) Mr. Yariv Alroy, (2) Mr. David Salton, (3) Prof. Amir Lerman, (4) Mr. Erez Nachtoy, and (5) Mr. Erez Alroy. 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 2020 (pp. 24-26). Mr. Salton’s CV is available on the Company’s website.

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.

4. The approval of Ms. Dvora Kimhi’s re-appointment as an independent (external) member of the Board, for an additional term of three (3) years, commencing on December 10, 2021.

Further information with respect to item 4:

The first term of office of Ms. Dvora Kimhi as an independent (external) director shall expire on December 9, 2021 (i.e. the lapse of three (3) years of her first appointment); The Board, in accordance with Section 245(A1)(2) of the Companies Law recommended to extend Ms. Kimhi’s appointment as an independent (external) member of the Board, for an additional term of three (3) years.

Ms. Kimhi has submitted to the Company the declaration required pursuant to Sections 224b and 241 of the Companies Law with respect to fulfilling the legal requirement to serve as independent (external) director of the Company. Said declaration is available on the Company’s website. For the CV of Ms. Kimhi please refer to subsection 3.1 of the Company’s Corporate Governance Report for the year 2020.

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

“WHEREAS, the Board, in accordance with Section 245(A1)(2) of the Companies Law recommended to extend Ms. Dvora Kimhi’s appointment as an independent (external) member of the Board, for an additional term of three (3) years; and

WHEREAS, pursuant to Section 239(b) of the Companies Law, the approval of the appointment, 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 appointment, except for personal interest which is not as a result of his/her/its relations with the controlling shareholders (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 appointment.

***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 appointment.*

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 appointment voting for (with ___ votes against of such shareholders); it is hereby

RESOLVED:

To approve the re-appointment of Ms. Dvora Kimhi as an independent (external) member of the Board, for an additional term of three (3) years, starting on December 10, 2021".

5. Following the approval of the Company's Compensation Committee and of the Board – grant of a letter of indemnification to the Company's officers and directors.

Further information with respect to item 5:

It is hereby proposed to approve the grant of a letter of indemnification, a copy of which is attached hereto as **Exhibit A** (the “**Indemnification Letter**”) to all officers and directors of the Company, as shall be in office from time to time, including the Company’s CEO and officers and directors who might be deemed controlling shareholders.

It is proposed that at the AGM, the following resolutions be adopted:

*“WHEREAS, the Company’s Compensation Committee and the Board have approved the grant of an indemnification letter, a copy of which is attached hereto as **Exhibit A** (the “**Indemnification Letter**”), to all officers and directors of the Company, as shall be in office from time to time, including the Company’s CEO and officers and directors who might be deemed controlling shareholders; and*

*WHEREAS, pursuant to Sections 270(4) and 275 of the Companies Law 5759-1999 (the “**Companies***

Law"), such Indemnification Letter, being a transaction between the Company and its officers and directors, some of whom may be deemed controlling shareholders, requires the affirmative vote of a majority of shares present at the Annual 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 Annual General Meeting and who are not the controlling shareholders of the Company or shareholders having a personal interest in the approval of the grant of Indemnification Letter 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 Section 270(4), Section 275 and Section 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:

(a) Following the approval of the Compensation Committee and of the Board, to approve the grant by the Company of an Indemnification Letter to all of the Company's officers and directors (as shall be in office from time to time), including the Company's CEO and officers and directors who might be deemed controlling shareholders.

(b) That the aforesaid resolution is in the best interest of the Company".

6. Following the approval of the Company's Compensation Committee and of the Board – grant of a letter of exemption to the Company's officers and directors.

Further information with respect to item 6:

It is hereby proposed to approve the grant of a letter of exemption, a copy of which is attached hereto as **Exhibit B** (the “**Exemption Letter**”) to all officers and directors of the Company, as shall be in office from time to time, including the Company’s CEO and officers and directors who might be deemed controlling shareholders.

It is proposed that at the AGM, the following resolutions be adopted:

*“WHEREAS, the Company’s Compensation Committee and the Board have approved to exempt in advance all officers and directors of the Company, as shall be in office from time to time, including the Company’s CEO and officers and directors who might be deemed controlling shareholders, from any liability for damages caused to the Company due to any breach of such officer’s/director’s duty of care towards the Company, except, inter alia, with respect to transactions with controlling shareholders and interested party transactions, all as set forth in the exemption letter, a copy of which is attached hereto as **Exhibit B** (the “**Exemption Letter**”); and*

WHEREAS, pursuant to Sections 270(4) and 275 of the Companies Law, such Exemption Letter, being a transaction between the Company and its officers and directors, some of whom may be deemed controlling shareholders, requires the affirmative vote of a majority of shares present at the Annual 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 Annual General Meeting and who are not the controlling shareholders of the Company or shareholders having a personal interest in the approval of the grant of Exemption Letter 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 Section 270(4), Section 275 and Section 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 of the Board, to approve the grant by the Company of an Exemption Letter to all of the Company's officers and directors (as shall be

in office from time to time), including the Company's CEO and officers and directors who might be deemed controlling shareholders.

7. Following the approval of the Company's Compensation Committee and of the Board – grant of 18,000 options to each of Mr. Yehoshua Abramovich, Ms. Dvora Kimhi, Mr. Amir Lerman, Mr. Erez Alroy and Mr. David Salton, members of the Board.

Further information with respect to item 7:

It is proposed to grant 18,000 options exercisable into 18,000 ordinary shares of NIS 0.01 par value each of the Company (the "**Options**"), to each of Mr. Yehoshua Abramovich, Ms. Dvora Kimhi, Mr. Amir Lerman, Mr. Erez Alroy and Mr. David Salton, members of the Board;

The exercise price of each Option is CHF 17.02 which reflects 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.

The Options' vesting schedule shall be: a third following twelve (12) months from December 9th, 2021 (the "**Grant Date**") (i.e. December 8, 2022) and the remainder in 8 equal parts, with full vesting to be completed within thirty-six (36) months of the Grant Date (i.e., December 8, 2024), subject to their respective continued engagement at the relevant vesting time. 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 "**Plan**"), the Options and the shares issued pursuant to it, and subject to the completion of any procedure required by applicable law.

It is proposed that at the AGM, the following resolutions be adopted:

“WHEREAS, the Company's Compensation Committee and the Board have approved the grant of Options to Mr. Yehoshua Abramovich, Ms. Dvora Kimhi, Mr. Amir Lerman, Mr. Erez Alroy and Mr. David Salton; and

WHEREAS, pursuant to Sections 270(4) and 275 of the Companies Law and Sections 8A(4) and 8B of the Companies Regulations (Rules Regarding the Compensation and Expenses of an External Director) – 2000 (as promulgated under the Israeli Companies Law), such grant of Options requires the affirmative vote of a majority of shares present at the Annual 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 Annual General Meeting and who are not the controlling shareholders of the Company or shareholders having a personal interest in the approval of the grant of Options 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 Section 270(4), Section 275 and Section 276 of the Companies Law.*

NOW THEREFORE, upon motion duly made,

With ___ Ordinary Shares out of _____ Ordinary Shares represented at the meeting and entitled to vote thereon voting for (with ___ votes against); and with ___ Ordinary Shares out of _____ Ordinary Shares represented at the meeting and entitled to vote thereon and who are not the controlling shareholders of the Company or shareholders having a personal interest in the approval of the grant of Options voting for (with ___ votes against of such shareholders); it is hereby

RESOLVED:

Following the approval of the Compensation Committee and of the Board, to approve and authorize in all respects the grant of 18,000 options to purchase 18,000 ordinary shares of the Company (the “Options”), as of December 9, 2021, to each of Mr. Yehoshua Abramovich, Ms. Dvora Kimhi, Mr. Amir Lerman, Mr. Erez Alroy and Mr. David Salton, under Section 102 or Section 3(9) of the Israeli Tax Ordinance, as the case may be, under the Plan or any replacement thereof, at an exercise price of CHF 17.2, and subject to the Company’s procurement of all approvals and permits required by applicable law or regulatory authorities having jurisdiction over the Plan, the Options and the shares issued pursuant to it, and subject to the completion of any procedure required by applicable law; The Options’ vesting schedule shall be: a third following twelve (12) months from December 9th, 2021 (the “Grant Date”) (i.e. December 8, 2022) and the remainder in 8 equal parts, with full vesting to be completed within thirty-six (36) months of the Grant Date (i.e., December 8, 2024), subject to their respective continued engagement at the relevant vesting time.

8. Following the approval of the Company’s Compensation Committee and of the Board –Amendment to Directors’ Compensation

Further information with respect to item 8:

Following the approval of the Company’s Compensation Committee and of the Board, it is proposed to approve an amendment to the members of the Board’s compensation, as set forth below, including to the current external directors of the Company, effective as of the re-election of Ms. Kimhi. It is proposed that the active chairman of the Board shall be entitled to said participation fee and annual fee, in addition to his current compensation from the Company. It is noted that the CEO, Mr. Erez Nachtomy is entitled to the

annual fee but not to the participation fee.

It is proposed that at the AGM, the following resolutions shall be adopted:

“WHEREAS, the Company’s Compensation Committee and the Board have approved an amendment to the directors’ compensation, as set forth below; and

WHEREAS, pursuant to Sections 270(4) and 275 of the Companies Law, such amendment to directors’ compensation, being a transaction between the Company and its directors, some of whom may be deemed controlling shareholders, requires the affirmative vote of a majority of shares present at the Annual 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 Annual General Meeting and who are not the controlling shareholders of the Company or shareholders having a personal interest in the approval of the grant of Indemnification Letter 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 Section 270(4), Section 275 and Section 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 of the Board, to approve the following remuneration (which shall be CPI linked) to each Board member of the Company, as shall be in office from time of time, including Board members who are considered controlling shareholders and their relatives, and including to the current external directors of the Company, effective as of the re-election of Ms. Kimhi : (a) an annual fee paid for each fiscal year (or portion thereof on a pro rata basis) during which a person serves as a director of NIS 68,000; and (b) a participation fee in an amount of NIS 3,600, which is paid for the participation of the director in each meeting of the Board or any committee thereof, including for participation via electronic

means. With respect to written resolutions, the remuneration shall be 50% of the participation fee; all plus VAT, if applicable.

It is noted that the active chairman of the Board shall be entitled to said participation fee and annual fee, in addition to his current compensation from the Company. It is further noted that the CEO, Mr. Erez Nachtomy is entitled to the annual fee but not to the participation fee.”

The record date for the right to participate and vote in the Annual General Meeting was set as **November 11, 2021** (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 items 3-6 (inclusive) on the agenda of the Annual General Meeting by submitting a written ballot with respect thereto (the “**Ballot**”). **The vote on item 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 <https://www.shl-telemedicine.com/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 <https://www.shl-telemedicine.com/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 <https://www.shl-telemedicine.com/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 <https://www.shl-telemedicine.com/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.

S H L Telemedicine Ltd.