

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

PROXY FOR THE ANNUAL GENERAL MEETING

The undersigned hereby appoints Mr./Ms. \_\_\_\_\_ or Mr. Yossi Vadnagra (CFO) as the undersigned's proxy ("**Undersigned's Proxy**") for the purpose of the Annual General Meeting of the Shareholders of the Company, to 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, and at any adjournment thereof (the "**Annual General Meeting**"), and hereby authorizes the aforementioned proxy to represent the undersigned in the Annual 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 Annual 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

<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.

<b>Resolution 2<sup>3</sup></b> – Re-appointment of Kost, Forer, Gabbay & Kasierer (members of Ernst & Young Global) as the external auditors of the Company and authorization to the Board to determine the terms and conditions of their engagement					
<b>Resolution 3</b> – The re-election to the Board (until the next Annual General Meeting) of:					
(1) Mr. Yariv Alroy					
(2) Mr. David Salton					
(3) Prof. Amir Lerman					
(4) Mr. Erez Nachatomy					
(5) Mr. Erez Alroy					
<b>Resolution 4</b> – 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, starting on December 10, 2021					
<b>Resolution 5</b> – 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					
<b>Resolution 6</b> – 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					
<b>Resolution 7</b> – 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					
<b>Resolution 8</b> – Following the approval of the Company’s Compensation Committee and of the Board – Amendment to Directors’ Compensation					

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

\_\_\_\_\_

<sup>3</sup> The vote on this resolution must be done by attending the meeting in person or by proxy.

to authorize the Undersigned's Proxy to vote [\_\_\_\_\_] out of [\_\_\_\_\_] of the ordinary shares of the Company registered in the name of the undersigned according to the Undersigned's Proxy's sole and absolute discretion.

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: \_\_\_\_\_

\_\_\_\_\_  
\* 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.