

July 4, 2022

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 **August 11, 2022 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. **Amendment to Article 40 of the Articles of Association of the Company so that the Board of Directors (the “Board”) may elect more than one of its members to be the chairmen of the Board (the “Co-Chairman”).**

It is proposed to amend Article 40 of the Articles of Association of the Company to reflect such change, such that the words “*The Board of Directors shall from time to time elect one of its members to be the Chairman of the Board of Directors*” will be replaced with the words “*The Board of Directors shall from time to time elect one (or more) of its members to be the Chairman (or Co-Chairman, as the case may be) of the Board of Directors*”.

It is proposed that at the SGM, 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 and authorize to amend Article 40 of the Articles of Association of the Company, such that the words “The Board of Directors shall from time to time elect one of its members to be the Chairman of the Board of Directors” will be replaced with the words “The Board of Directors shall from time to time elect one or of its members to be the Chairman (or Co-Chairman, as the case may be) of the Board of Directors”.

2. **The approval of amendments to the current Compensation Policy of the Company.**

Following the approval of the Compensation Committee and of the Board , it is proposed to adopt amendments to the current Compensation Policy of the Company. All the amendments are proposed in the form attached hereto as **Exhibit A** (marked vis-à-vis the current 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 approval of the said resolution 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**.”*

3. **The approval of the terms of office of the to be appointed Co-Chairman of the Board**

The Board of Directors intends to nominate former Israeli Prime Minister, Mr. Ehud Barak, as director and as the Co-Chairman of the Board.

Following the approval of the Compensation Committee and of the Board and subject to the approval of items 1 and 2 on the agenda – it is proposed to approve his terms of office.

All of Mr. Barak's terms of office as a Co-Chairman are attached hereto as **Exhibit B**.

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

“WHEREAS, *the Company deems it advisable to approve the terms of office of the Co-Chairman of the Board, Mr. Ehud Barak; and*

WHEREAS, *the Compensation Committee and the Board have approved the abovementioned terms of office; and*

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); it is hereby

RESOLVED:

*Following the approval of the Compensation Committee and the approval of the Board, to approve, the terms of office of the new Co-Chairman of the Board, Mr. Ehud Barak, attached hereto as **Exhibit B**.*

4. **Amendment to the services agreement of the CEO of the Company**

Following the approval of the Compensation Committee and of the Board, it is proposed to adopt amendments to Services Agreement of the CEO, Mr. Erez Nachtomy, as follows: [A] Monthly Fee – the CEO will be entitled to a monthly fee of of NIS 93,600 + VAT. The monthly fee will be linked to the Israeli consumer price index; and [B] Special Cash Bonus - when meeting the terms set forth in Section 9 to the Company's Compensation Policy (Special Cash Bonus), the CEO shall be entitled to a bonus equivalent to 3 Monthly Fees, *provided, however,* that said bonus shall be received only once in one given year and *further provided* that the accumulated amount of the annual cash bonus for the CEO and the special cash bonus will not exceed twelve (12) times of the CEO Monthly Fee in one given year.

“WHEREAS, *pursuant to Sections 272(C1), 270(4) and 275 of the Israeli Companies Law, 5759-1999 (the “Companies Law”), the approval of the amendments to the services agreement of Mr. Nahctomy, who also serves as a member of the Board and has business relations with the Alroy group – which may be deemed controlling shareholders of the Company, 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 Terms of Office 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 272(C1), 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 no 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 no votes against of such shareholders); it is hereby

RESOLVED:

Following the approval of the Compensation Committee and the approval of the Board, to approve, the amendments to the services agreement of Mr. Nachtomy, as follows: [A] Monthly Fee – the CEO will be entitled to a monthly fee of of NIS 93,600 + VAT. The monthly fee will be linked to the Israeli consumer price index; and [B] Special Cash Bonus - when meeting the terms set forth in Section 9 to the Company's Compensation Policy (Special Cash Bonus), the CEO shall be entitled to a bonus equivalent to 3 Monthly Fees, provided, however, that said bonus shall be received only once in one given year and further provided that the accumulated amount of the annual cash bonus for the CEO and the special cash bonus will not exceed twelve (12) times of the CEO Monthly Fee in one given year”.

5. **Grant of a letter of exemption to the Company's officers and directors.**

Following the approval of the Company's Compensation Committee and of the Board It is hereby proposed to approve the grant of a letter of exemption, a copy of which is attached hereto as **Exhibit C** (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 SGM, 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 C** (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 Special 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 Special 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.

The record date for the right to participate and vote in the Special General Meeting was set as **August 2, 2022** (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 <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. Amir Hai - CFO) or to the following email: amirh@shahal.co.il, not later than 48 hours prior to the Special 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 Special General Meeting.

The Ballot must be delivered to the Registered Office of the Company (for the attention of Mr. Amir Hai - CFO) or to the following email: amirh@shahal.co.il, 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. Amir Hai - 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 <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 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.

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. Amir Hai, must be delivered to the Registered Office of the Company (for the attention of Mr. Amir Hai - 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 <https://www.shl-telemedicine.com/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 (33⅓%) 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.