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UNITED STATES  
**SECURITIES AND EXCHANGE COMMISSION**  
Washington D.C. 20549

**Form 6-K**

**REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13A-16 OR 15D-16  
UNDER THE SECURITIES EXCHANGE ACT OF 1934**

For the month of April 2025 (Report No. 2)  
Commission File Number: 001-41641

**SHL TELEMEDICINE LTD.**

(Translation of registrant's name into English)

**90 Yigal Alon Street  
Tel Aviv 67891, Israel**

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F  Form 40-F

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## EXPLANATORY NOTE

On April 22, 2025, SHL Telemedicine Ltd. (the “Company”) announced that an Annual General Meeting of Shareholders of the Company (the “Annual General Meeting”) will be held on Wednesday, May 28, 2025, at 1:00 p.m., Israel time, at the offices of the Company at Ashdar Building – 2<sup>nd</sup> Floor, 90 Yigal Alon Street, Tel Aviv, Israel, and published its Notice and Proxy Statement in connection with the Annual General Meeting. The Notice of Annual General Meeting of Shareholders and the Proxy Statement in connection with the Annual General Meeting are attached hereto as [Exhibit 99.1](#) and are incorporated herein by reference.

A copy of the Voting Instruction Form for holders of the Company’s American Depositary Shares (“ADSs”) being distributed by The Bank of New York Mellon, the Depositary for the Company’s ADS program, is attached hereto as [Exhibit 99.2](#) and is incorporated herein by reference.

A form of Voting Ballot for holders of the Company’s ordinary shares is attached hereto as [Exhibit 99.3](#) and is incorporated herein by reference.

This Report on Form 6-K, including the Notice for the Annual General Meeting, the Proxy Statement, the Voting Instruction Form for holders of the Company’s ADSs and the form of Voting Ballot for holders of the Company’s ordinary shares attached to this Report on Form 6-K, will also be made available on the Company’s corporate website at [www.shl-telemedicine.com](http://www.shl-telemedicine.com). Information contained on, or that can be accessed through, the Company’s website, does not constitute a part of this Report on Form 6-K, nor does it form part of the proxy solicitation materials in connection with the Annual General Meeting. The Company has included its website address in this Report on Form 6-K solely as an inactive textual reference. The Company will post on its website any materials in connection with the Annual General Meeting required to be posted on such website under applicable corporate or securities laws and regulations.

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| <u>Exhibit</u>       | <u>Description</u>  |
|----------------------|---|
| <a href="#">99.1</a> | <a href="#">Notice of the Annual General Meeting of Shareholders of SHL Telemedicine Ltd. and Proxy Statement for the Annual General Meeting of Shareholders of SHL Telemedicine Ltd.</a> |
| <a href="#">99.2</a> | <a href="#">Voting Instruction Form for holders of American Depositary Shares.</a>  |
| <a href="#">99.3</a> | <a href="#">Form of Voting Ballot for holders of Ordinary Shares.</a>   |

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**SHL Telemedicine Ltd.**

By: /s/ Lior Haalman  
Lior Haalman  
Chief Financial Officer

April 22, 2025

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SHL Telemedicine Ltd.

April 22, 2025

Dear Shareholder,

You are cordially invited to attend an Annual General Meeting of Shareholders (the “**Annual General Meeting**”, or the “**Meeting**”) of SHL Telemedicine Ltd. (“**SHL**” or the “**Company**”), to be held at SHL’s offices at Ashdar Building – 2<sup>nd</sup> Floor, 90 Yigal Alon Street, Tel Aviv, Israel on Wednesday, May 28, 2025, at 1:00 p.m. Israel time.

At the Meeting, holders of our American Depositary Shares, each representing one (1) ordinary share (the “**ADSs**”), and holders of our ordinary shares, nominal value NIS 0.01 per share (the “**ordinary shares**”, and together with the ADSs, the “**shares**”), collectively referred to as our “**shareholders**,” will be asked to consider and vote on the matters listed in the enclosed Notice of Annual General Meeting of Shareholders (the “**Notice**”). SHL’s board of directors unanimously recommends that you vote “**FOR**” such proposals.

**Whether or not you plan to attend the Meeting, it is important that your shares be represented and voted at the Meeting, as follows:**

*Shareholders holding ADSs.* Shareholders who hold ADSs (whether registered in your name or in “street name”) will receive a voting instruction form on how to vote from The Bank of New York Mellon (which acts as the Depository for the ADSs) or from their banks, brokers or other nominees. You are requested to promptly complete, date and sign the voting instruction form and return it in the manner specified on the voting instruction form at your earliest convenience so that it will be received no later than the date and time indicated thereon.

*Shareholders holding ordinary shares.* To be able to participate and vote in the Meeting, a holder of our ordinary shares must be registered with our share register, Computershare Schweiz AG (“**Computershare**”), by April 30, 2025 (the “**Record Date**”). To be registered with Computershare, such shareholder should request his or her custody bank to submit a registration request to Computershare through a SIX SIS Ltd. member institution. Once a shareholder is registered with Computershare, such shareholder can participate and vote in the Meeting by attending the meeting in person or by completing and returning to us a proxy or the form of voting ballot (the “**Ballot**”) available on our website at <https://www.shl-telemedicine.com/general-meeting> and on the website of the U.S. Securities and Exchange Commission (the “**SEC**”) at [www.sec.gov](http://www.sec.gov). Kindly note that no hard copies will be mailed to holders of our ordinary shares, however if such a shareholder requests that we mail it hard copies of the materials we will do so at no charge. Each proxy or Ballot must be delivered to our Chief Financial Officer at Ashdar Building – 2<sup>nd</sup> Floor, 90 Yigal Alon Street, Tel Aviv, Israel, or by email to [liorh@shahal.co.il](mailto:liorh@shahal.co.il), and received no later than forty-eight (48) hours and four (4) hours, respectively, prior to the scheduled date and time of the Meeting. The proxy, if executed and sent, should be in the name of a person who is attending the Meeting. The shareholder must also enclose a written confirmation from Computershare Schweiz AG as to its ownership of the shares on the Record Date. Such confirmation can be obtained from Computershare by mail at Computershare Schweiz AG, P.O. Box, 4601 Olten, Switzerland; by email at [share.register@computershare.ch](mailto:share.register@computershare.ch); or by telephone at +41 62 205 77 00.

We urge all of our shareholders to review our Annual Report on Form 20-F, as amended, for the fiscal year ended December 31, 2023, filed with the SEC on April 18, 2024, and as amended on July 24, 2024, and our reports on Form 6-K furnished to the SEC, all of which are available on our website at [www.shl-telemedicine.com](http://www.shl-telemedicine.com) or on the SEC’s website at [www.sec.gov](http://www.sec.gov).

We look forward to greeting as many of you as can attend the Meeting.

Sincerely,

/s/ David Arnon  
David Arnon  
Chief Executive Officer

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**SHL TELEMEDICINE LTD.**

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**Notice of Annual General Meeting of Shareholders**  
Ashdar Building – 2<sup>nd</sup> Floor, 90 Yigal Alon Street, Tel Aviv, Israel  
Tel: +972-3-561-2212

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NOTICE IS HEREBY GIVEN that an Annual General Meeting (the “**Annual General Meeting**”, or the “**Meeting**”) of shareholders of SHL Telemedicine Ltd. (“**SHL**” or the “**Company**”) will be held on Wednesday, May 28, 2025, at 1:00 p.m. Israel time, at our offices at Ashdar Building – 2<sup>nd</sup> Floor, 90 Yigal Alon Street, Tel Aviv, Israel. This Notice is furnished to holders of our American Depositary Shares, each representing one (1) ordinary share (the “**ADSs**”), and holders of our ordinary shares, nominal value NIS 0.01 per share (the “**ordinary shares**”, and together with the ADSs, the “**shares**”), collectively referred to as the “**shareholders**”.

The Meeting is being called for the following purposes:

1. To report on the business of the Company for the year ended December 31, 2024 and review the 2024 financial statements;
2. To approve the reappointment of Kost Forer Gabbay & Kasierer, a member of Ernst & Young Global, as the Company’s independent registered public accounting firm until the next annual meeting of shareholders, and to authorize the Board, upon recommendation of the audit committee, to fix the remuneration of said independent registered public accounting firm;
3. To reelect our four current directors (excluding our two external directors, whose terms of office are not expiring at the Meeting and who are not up for reelection at the Meeting), each as a member of the board of directors of the Company (the “**Board**” or the “**Board of Directors**”), to serve until the next annual meeting of shareholders and until his successor has been duly elected and qualified or until his office is vacated in accordance with the Company’s Articles of Association or the Israel Companies Law, 5759-1999 (the “**Israel Companies Law**”) (a separate vote will be conducted with respect to approval of the resolution for each of the director-nominees);
4. To approve the payment of fees for consulting services to be provided to the Company by Dr. Itamar Offer (not in connection with his office as the Chairman of the Board);
5. To approve the payment of an annual cash bonus to Lior Haalman, the Company’s Chief Financial Officer; and
6. To act upon any other matters that may properly come before the Annual General Meeting or any adjournment or postponement thereof.

The foregoing proposals are described in detail in the attached proxy statement (the “**Proxy Statement**”) either enclosed herewith or made available by us, which we urge you to read in its entirety.

Our Board unanimously recommends that you vote “**FOR**” each of the above proposals.

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Only holders of our ADSs and holders of our ordinary shares at the close of business on April 30, 2025 (the “**Record Date**”) will be entitled to notice of, and, in respect of holders of our ordinary shares, to vote at the Meeting, or any adjournment or postponement thereof.

This Notice of Annual Meeting, the Proxy Statement and a voting instruction form for holders of ADSs is being mailed to all holders of ADSs, and this Notice of Annual Meeting, the Proxy Statement and a form of voting ballot (a “**Ballot**”) for holders of ordinary shares is being made available to all holders of our ordinary shares on our website at <https://www.shl-telemedicine.com/general-meeting> and being furnished to the U.S. Securities and Exchange Commission (the “**SEC**”) under cover of a Form 6-K, in each case on or about April 22, 2025.

To be able to vote in the Meeting, holders of our ADSs will receive a voting instruction form from The Bank of New York Mellon (which acts as the Depositary for the ADSs) or from their banks, brokers or other nominees, and must complete, date and sign the voting instruction form and return it in the manner specified on the voting instruction form so that it will be received no later than the date and time indicated thereon in order for the ADSs represented by such voting instruction form to be qualified to participate in the Meeting. For ADSs that are held in “street name” through a bank, broker or other nominee, the voting process will be based on the underlying beneficial holder of the ADSs directing the bank, broker or other nominee to arrange for BNY Mellon to vote the ordinary shares represented by the ADSs in accordance with the beneficial holder’s voting instructions. Holders of our ordinary shares must be registered with our share register, Computershare Schweiz AG (“**Computershare**”), by the Record Date. To be registered with Computershare, such shareholder should request his or her custody bank to submit a registration request to Computershare through a SIX SIS Ltd. member institution. Once a shareholder is registered with Computershare, such shareholder can participate and vote in the Meeting by attending the meeting in person or by completing and returning to us a proxy or the Ballot available on our website at <https://www.shl-telemedicine.com/general-meeting> and on the website of the SEC at [www.sec.gov](http://www.sec.gov). Kindly note that no hard copies will be mailed to holders of our ordinary shares, however if such a shareholder requests that we mail it hard copies of the materials we will do so at no charge. Each proxy or Ballot must be delivered to our Chief Financial Officer at Ashdar Building – 2<sup>nd</sup> Floor, 90 Yigal Alon Street, Tel Aviv, Israel, or by email to [liorh@shahal.co.il](mailto:liorh@shahal.co.il), and received no later than forty-eight (48) hours and four (4) hours, respectively, prior to the scheduled date and time of the Meeting. The proxy or Ballot (as applicable), if executed and sent, should be in the name of a person who is attending the Meeting. The shareholder must also enclose a written confirmation from Computershare Schweiz AG as to its ownership of the shares on the Record Date. Such confirmation can be obtained from Computershare by mail at Computershare Schweiz AG, P.O. Box, 4601 Olten, Switzerland; by email at [share.register@computershare.ch](mailto:share.register@computershare.ch); or by telephone at +41 62 205 77 00.

Pursuant to the Israel Companies Law and the applicable regulations promulgated thereunder, shareholders wishing to express their position on the sole agenda item for the Meeting may do so by submitting a written statement (a “**Shareholder Statement**”) to the Company’s Chief Financial Officer at Ashdar Building – 2<sup>nd</sup> Floor, 90 Yigal Alon Street, Tel Aviv, Israel, or by email to [liorh@shahal.co.il](mailto:liorh@shahal.co.il), no later than ten (10) days prior to the Meeting. If the Company chooses to issue a response to such Shareholder Statement, it will do so no later than five (5) days prior to the Meeting. Any Shareholder Statement or Company response will be published in a press release or a report of foreign private issuer on Form 6-K furnished to the SEC, and will be made available on our website at <https://www.shl-telemedicine.com/general-meeting> and on the SEC’s website at [www.sec.gov](http://www.sec.gov).

Any Shareholder Statement must be written in a clear and simple language and include no more than 500 words per subject matter. It must set forth the identity of the shareholder submitting such statement, as well as such shareholder's percentage interest in the Company. A shareholder that 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 that 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 state that in the Shareholder Statement and describe such arrangements and the identity of the other applicable shareholders. Any shareholder (as well as any shareholder acting in concert with such shareholder) having a personal benefit or other interest in any matter on the agenda must describe the nature of such personal benefit or other interest.

**Whether or not you plan to attend the Meeting, it is important that your shares be represented and voted at the Meeting. Accordingly, after reading the Notice and the Proxy Statement, if you hold ADSs (whether registered in your name or in "street name"), you are urged to promptly complete, date and sign the voting instruction form you will receive from The Bank of New York Mellon or from your bank, broker or other nominee and return it in the manner specified on the voting instruction form at your earliest convenience so that it will be received no later than the date and time indicated thereon. If you hold ordinary shares, you are urged to promptly complete, date and sign a proxy or the Ballot and return it in the manner described above. Return of your voting instruction form, proxy or Ballot (as applicable) does not deprive you of your right to revoke such voting instruction form, proxy or the Ballot (as applicable) or, in the case of holders of our ordinary shares, to attend the Meeting and vote your ordinary shares in person.**

By Order of the Board of Directors,

/s/ David Arnon

David Arnon

Chief Executive Officer

Tel Aviv, Israel  
April 22, 2025



**SHL TELEMEDICINE LTD.**

Ashdar Building – 2<sup>nd</sup> Floor, 90 Yigal Alon Street, Tel Aviv, Israel  
Tel: +972-9-972-3-561-2212

**PROXY STATEMENT**

**ANNUAL GENERAL MEETING OF SHAREHOLDERS**

**ABOUT THE ANNUAL GENERAL MEETING**

**Q: When and where is the Annual General Meeting of Shareholders being held?**

A: The Meeting will be held on Wednesday, May 28, 2025, at 1:00 p.m. Israel time, at our offices at Ashdar Building – 2<sup>nd</sup> Floor, 90 Yigal Alon Street, Tel Aviv, Israel.

**Q: Who can attend the Meeting?**

A: Holders of our ordinary shares may attend. Holders of our ADSs may attend the Meeting only by first surrendering the applicable ADSs and withdrawing the ordinary shares underlying such ADSs. Current proof of ownership of the Ordinary Shares, as well as a form of personal photo identification, must be presented in order to be admitted to the Meeting.

**Q: Who is entitled to vote?**

A: Only shareholders at the close of business on April 30, 2025, the Record Date for the Meeting, are entitled to vote at the Meeting. Joint holders of shares should note that, pursuant to Article 26(d) of the Company's Amended and Restated Articles of Association, the right to vote at the Meeting will be conferred exclusively upon the "senior" among the joint owners attending the Meeting, in person or by proxy, and for this purpose, seniority will be determined by the order in which the names appear in the Company's register of shareholders.

**HOW TO VOTE YOUR SHARES**

**Q: How do I vote?**

A: *Shareholders holding ADSs.* Shareholders who hold ADSs (whether registered in your name or in "street name") will receive a voting instruction form from The Bank of New York Mellon (which acts as the Depository for the ADSs) or from their banks, brokers or other nominees, and are requested to promptly complete, date and sign the voting instruction form and return it in the manner specified on the voting instruction form at your earliest convenience so that it will be received no later than the date and time indicated thereon. For ADSs that are held in "street name" through a bank, broker or other nominee, the voting process will be based on the underlying beneficial holder of the ADSs directing the bank, broker or other nominee to arrange for BNY Mellon to vote the ordinary shares represented by the ADSs in accordance with the beneficial holder's voting instructions.

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*Shareholders holding ordinary shares.* To be able to participate and vote in the Meeting, a holder of our ordinary shares must be registered with Computershare, by the Record Date. To be registered with Computershare, such shareholder should request his or her custody bank to submit a registration request to Computershare through a SIX SIS Ltd. Member institution. Once a shareholder is registered with Computershare, such shareholder can participate and vote in the Meeting by attending the meeting in person or by completing and returning a proxy or the Ballot available on our website at <https://www.shl-telemedicine.com/general-meeting> and on the website of the SEC at [www.sec.gov](http://www.sec.gov). Kindly note that no hard copies will be mailed to holders of our ordinary shares, however if such a shareholder requests that we mail it hard copies of the materials we will do so at no charge. Each proxy or Ballot must be delivered to our Chief Financial Officer at Ashdar Building – 2<sup>nd</sup> Floor, 90 Yigal Alon Street, Tel Aviv, Israel, or by email to [liorh@shahal.co.il](mailto:liorh@shahal.co.il), and received no later than forty-eight (48) hours and four (4) hours, respectively, prior to the scheduled date and time of the Meeting. The proxy or Ballot (as applicable), if executed and sent, should be in the name of a person who is attending the Meeting. The shareholder must also enclose a written confirmation from Computershare Schweiz AG as to its ownership of the shares on the Record Date. Such confirmation can be obtained from Computershare by mail at Computershare Schweiz AG, P.O. Box, 4601 Olten, Switzerland; by email at [share.register@computershare.ch](mailto:share.register@computershare.ch); or by telephone at +41 62 205 77 00.

**Q: Does SHL recommend I vote in advance of the Meeting?**

A: **Yes.** Even if you plan to attend the Meeting, SHL recommends that you vote your shares in advance so that your vote will be counted if you later decide not to attend the Meeting.

**Q: If I vote by voting instruction form, proxy or Ballot, can I change my vote or revoke my instructions?**

A: **Yes.** You may change your instructions at any time prior to the Meeting. If you hold ADSs, you can revoke your voting instructions by filing with Bank of New York Mellon a written notice of revocation or a duly completed voting instruction form bearing a later date at any time before the deadline. If your ADSs are held in “street name,” you may change your vote by submitting new voting instructions to your broker, bank, trustee or nominee prior to the applicable deadline. If you hold ordinary shares, you can provide a written notice of revocation or a duly completed proxy or Ballot bearing a later date prior to the applicable deadline for submitting a proxy or Ballot.

**Q: How are my votes cast when I submit a voting instruction form, proxy or Ballot?**

A: If you hold ADSs and submit a voting instruction form, under the terms of the Deposit Agreement between the Company, The Bank of New York Mellon and the holders of the Company’s ADSs, The Bank of New York Mellon will endeavor (insofar as is practicable) to vote or cause to be voted the number of shares represented by ADSs in accordance with the instructions provided by the holders of ADSs to The Bank of New York Mellon. For ADSs that are held in “street name” through a bank, broker or other nominee, the voting process will be based on the underlying beneficial holder of the ADSs directing the bank, broker or other nominee to arrange for The Bank of New York Mellon to vote the ordinary shares represented by the ADSs in accordance with the beneficial holder’s voting instructions. If no instructions are received by BNY Mellon from an ADS holder (whether held directly by a beneficial holder or in “street name”) with respect to any of the ordinary shares represented by the ADSs on or before the date established by BNY Mellon for such purpose, BNY Mellon will not vote or attempt to vote the shares represented by such ADSs.

If you hold ordinary shares, when you submit a Ballot, your shares will be voted at the Meeting as you have instructed. If you submit a proxy, you appoint Amir Hai (our Chief Financial Officer), or such other person designed by you, as your representative at the Meeting and your shares will be voted in accordance with the sole and absolute discretion of your representative.

**Q: What does it mean if I receive more than one voting instruction form?**

A: It means that you have multiple accounts at the transfer agent or with brokers. Please sign and return all voting instruction form to ensure that all of your shares are voted.

**ABOUT THE VOTING PROCEDURE AT  
THE ANNUAL GENERAL MEETING**

**Q: What constitutes a quorum?**

A: To conduct business at the Meeting, two or more shareholders must be present, in person or by proxy, holding shares conferring in the aggregate at least thirty-three and one-third percent (33-1/3%) of the voting power of the Company.

Ordinary shares represented in person or by proxy (including ordinary shares held by The Bank of New York Mellon as the Depositary of the ADSs and voted in accordance with the instructions of holders of ADSs) will be counted for purposes of determining whether a quorum exists. A "broker non-vote" occurs when a bank, broker or other holder of record holding shares for a beneficial owner submits a voting instruction form but does not vote on a particular proposal because that holder does not have discretionary voting power for that particular item and has not received instructions from the beneficial owner. Abstentions and broker non-votes will be counted as present in determining if a quorum is present.

**Q: What happens if a quorum is not present?**

A: If a quorum is not present within half an hour from the time appointed for the meeting, the Meeting will be adjourned to 5:30 p.m. Israel time on the same day, at the same place, and at such adjourned meeting any two shareholders will constitute a quorum.

**Q: How will votes be counted?**

A: Each outstanding ordinary share is entitled to one (1) vote, and each outstanding ADS is entitled to one (1) vote for each ordinary share represented thereby. The Company's Amended and Restated Articles of Association do not provide for cumulative voting. On all matters considered at the Meeting, abstentions and broker non-votes will not be treated as either a vote "FOR" or "AGAINST" the matter.

**Q: What are the requirements for approval of each of the proposals?**

A: Each of the proposed resolutions requires the affirmative vote of a simple majority of our ordinary shares cast in person or by proxy at the Meeting on the proposal (an “Ordinary Majority”). In addition, under Israeli law Proposal 5 requires, in addition to an Ordinary Majority, that either (1) a simple majority of shares voted at the Meeting, *excluding* the shares of controlling shareholders and of shareholders who have a personal interest in the approval of the resolution, be voted “FOR” the proposed resolution, or (2) the total number of shares of non-controlling shareholders and of shareholders who do not have a personal interest in the resolution voted against approval of the resolution does not exceed two percent of the outstanding voting power in the Company. The terms “Controlling Shareholder” and “personal interest” are defined below under Proposal 5.

**Q: How will my shares be voted if I do not provide instructions on the voting instruction form, proxy or Ballot (as applicable)?**

A: If you are a beneficial owner of ordinary shares and return your Ballot but do not specify how you want to vote, your shares will be included in determining the presence of a quorum at the Meeting but will be deemed to have abstained from any vote on any matter to be considered at the Meeting. If you are a holder of ordinary shares and submit a proxy, your shares will be voted in the sole and absolute discretion of your representative.

If you are a holder of ADSs (whether directly or in “street name”) and do not specify on your voting instruction form how you want to vote the shares underlying your ADSs or do not return your voting instruction form on or before the date established by Bank of New York Mellon for such purpose, Bank of New York Mellon will not vote or attempt to vote the shares represented by your ADSs.

**HOW TO FIND VOTING RESULTS**

**Q: Where do I find the voting results of the Annual General Meeting?**

A: We plan to announce preliminary voting results at the Meeting and to report the final voting results following the Meeting in a Report of Foreign Private Issuer on Form 6-K that we will furnish to the SEC.

**SOLICITATION OF PROXIES**

**Q: Who will bear the costs of solicitation of proxies and voting instruction forms for the Annual General Meeting?**

A: The Company will bear the costs of solicitation of proxies and voting instruction forms for the Meeting. In addition to solicitation by mail, directors, officers and employees of the Company may solicit proxies and voting instruction forms from shareholders by telephone, personal interview or otherwise. Such directors, officers and employees will not receive additional compensation, but may be reimbursed for reasonable out-of-pocket expenses in connection with such solicitation. Brokers, nominees, fiduciaries and other custodians have been requested to forward soliciting material to the beneficial owners of ordinary shares held of record by them, and such custodians will be reimbursed by the Company for their reasonable out-of-pocket expenses. The Company may also retain an independent advisor to assist in the solicitation of proxies. If retained for such services, the costs will be paid by the Company.

#### AVAILABILITY OF PROXY MATERIALS

Copies of the Notice of the Annual General Meeting, this Proxy Statement, the voting instruction form and the Ballot are available at the “Investors” portion of our website at <https://www.shl-telemedicine.com/general-meeting/>. The contents of that website are not a part of this Proxy Statement.

#### SHARES OUTSTANDING

As of April 15, 2025, we had 16,392,754 ordinary shares outstanding (which includes ordinary shares underlying the ADSs outstanding as of such date). SIX SIS AG acts as a nominee on behalf of any person registered in the share register maintained by Computershare with respect to shares traded on the SIX Swiss Exchange Ltd. (the “SIX”), and Computershare serves as the share register for our ordinary shares.

**SECURITY OWNERSHIP OF  
CERTAIN BENEFICIAL OWNERS AND MANAGEMENT**

The following table sets forth information regarding the beneficial ownership of our ordinary shares as of April 15, 2025, by each person known by us to beneficially own more than 3% of the outstanding ordinary shares in line with Article 120 of the Swiss Financial Market Infrastructure Act (the “FMIA”), or otherwise known to us to beneficially own more than 5% of the outstanding ordinary shares.

In respect of each person known to us to beneficially own more than 3% of the outstanding ordinary shares, the FMIA requires us and other persons who directly, indirectly (as beneficial owners) or in concert with other parties, acquire or dispose of our ordinary shares or purchase or sale rights or obligations relating to our ordinary shares, and thereby exceed or fall below a threshold of 3%, 5%, 10%, 15%, 20%, 25%, 33⅓%, 50% or 66⅔% of our voting rights (whether exercisable or not), to notify us and the Disclosure Office of the SIX of such acquisition or disposal using appropriate forms available on the website of the SIX Disclosure Office. The table below has been prepared based on the disclosure notices published on the platform of the SIX Disclosure Office pursuant to the FMIA. Market transactions of shareholders which have not triggered a disclosure notification are not reflected in the numbers.

Beneficial ownership is determined in accordance with the rules of the SEC. These rules generally attribute beneficial ownership of securities to persons who possess sole or shared voting power or investment power with respect to those securities and include shares issuable upon the exercise of options that are immediately exercisable or exercisable within 60 days. Accordingly, for purposes of the table below, we deem ordinary shares issuable pursuant to share options that are currently exercisable or exercisable within 60 days of April 15, 2025, to be outstanding and to be beneficially owned by the person holding the share options for the purposes of computing the percentage ownership of that person, but we do not treat them as outstanding for the purpose of computing the percentage ownership of any other person. Percentage ownership calculations are based on 16,392,754 ordinary shares issued and outstanding as of April 15, 2025 (which includes ordinary shares underlying the ADSs outstanding as of such date). Unlike the disclosure notices published on the platform of the SIX Disclosure Office pursuant to the FMIA, the table below does not reflect other purchase or sale positions (in terms of derivatives such as call or put options).

| Identity of Person or Group  | Amount Owned             | Share Options | Percent of |
|--|--------------------------|---------------|------------|
|  |                          | Current       | Class      |
| Mrs. Mengke Cai (Zhuhai, China) and Kun Shen (Hong Kong, China) <sup>(1)</sup> | 5,969,413                |               | 36.4%      |
| More Provident Funds (Ramat Gan, Israel)                                       | 2,111,576 <sup>(2)</sup> |               | 12.9%      |
| Value Base Group (Tel Aviv, Israel) <sup>(3)</sup>                             | 1,406,236 <sup>(4)</sup> |               | 8.6%       |
| Yariv Alroy (Herzliya, Israel)   | 801,456                  | 250,000       | 6.3%       |
| Danbar Finance Ltd. (Tel Aviv, Israel) <sup>(5)</sup>                          | 791,405 <sup>(6)</sup>   |               | 4.9%       |
| Sphera Funds Management (Tel Aviv, Israel)                                     | 632,456 <sup>(7)</sup>   |               | 3.9%       |

(1) Shareholder group consisting of Mrs. Mengke Cai and Mrs. Kun Shen. Pursuant to a decision of the Swiss Takeover Board, Mengke Cai, Kun Shen and their related entities have been prohibited from acquiring further shares or acquisition or disposal rights relating to SHL, including suspension of the voting rights attached to their current shares.

(2) Based on the Schedule 13G/A filed by More Provident Funds with the SEC on November 13, 2024.

(3) Shareholder group consisting of the following beneficial owners (as defined by the FMIA): Value Base Ltd. (23 Yehuda Halevy St., Tel Aviv, Israel), Harmony Base LP (23 Yehuda Halevy St., Tel Aviv, Israel), Ido Nouberger (Tel Aviv, Israel) and Victor Shamrich (Tel Aviv, Israel).

(4) Based on the Schedule 13D/A filed by Value Base with the SEC on February 12, 2024.

(5) Shareholder group consisting of the following beneficial owners (as defined by the FMIA): Danbar Finance Ltd. (94 Yigal Alon Street, Tel Aviv, Israel), Matan Wulkan (94 Yigal Alon Street, Tel Aviv, Israel) and Nir Rotenberg (94 Yigal Alon Street, Tel Aviv, Israel).

(6) Based on the Schedule 13D/A filed by Danbar with the SEC on February 14, 2024.

(7) Based on the Form 13F-HR filed by Sphera Funds Management with the SEC on February 14, 2024.

**MATTERS SUBMITTED TO SHAREHOLDERS BY OUR BOARD**

**PROPOSAL 2**

(Item 1 on the agenda for the meeting, to report on the business of the Company for the year ended December 31, 2024 and review the 2024 financial statements, does not require a vote of the shareholders)

**REAPPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

**Background**

Kost Forer Gabbay & Kasierer, a member of Ernst & Young Global, served as our independent registered public accounting firm for the year ended December 31, 2024. At the Meeting, shareholders will be asked to approve the reappointment of Kost Forer Gabbay & Kasierer as our independent registered public accounting firm until the next annual meeting of shareholders and to authorize the Board, upon the recommendation of the audit committee, to fix the remuneration of the independent registered public accounting firm in accordance with the volume and nature of its services. Representatives of Kost Forer Gabbay & Kasierer are not expected to be present at the Meeting and are not expected to be available to respond to questions, and will not have the opportunity to make a statement.

We have been advised by Kost Forer Gabbay & Kasierer that it is an independent registered public accounting firm with the PCAOB, and complies with the auditing, quality control and independence standards and rules of the PCAOB.

In executing its responsibilities, the audit committee engages in an annual evaluation of Kost Forer Gabbay & Kasierer's qualifications, performance and independence, and considers whether continued retention of Kost Forer Gabbay & Kasierer as the Company's independent registered public accounting firm is in the best interest of the Company. The audit committee is also involved in the selection of Kost Forer Gabbay & Kasierer's lead engagement partner. In accordance with SEC rules and Kost Forer Gabbay & Kasierer policies the firm's lead engagement partner rotates every five years. In assessing independence, the audit committee reviews the fees paid, including those related to non-audit services. As a result of its evaluation of Kost Forer Gabbay & Kasierer's qualifications, performance and independence, the Audit Committee and the Board of Directors believe that the continued retention of Kost Forer Gabbay & Kasierer to serve as the Company's independent registered public accounting firm until the next annual meeting of shareholders is in the best interests of the Company and its shareholders. While the audit committee retains Kost Forer Gabbay & Kasierer as our independent registered public accounting firm, the Board of Directors is submitting the selection of Kost Forer Gabbay & Kasierer to the shareholders for reappointment upon the recommendation to do so by the audit committee.

Information on fees paid to the Company's independent registered public accounting firm and our audit committee's policy to pre-approve all audit and non-audit services provided by our independent registered public accounting firm may be found in our Annual Report on Form 20-F, as amended, for the fiscal year ended December 31, 2023, filed with the SEC on April 18, 2024, and as amended on July 24, 2024.

**Proposed Resolution**

You are requested to adopt the following resolution:

“2. RESOLVED, that the reappointment of Kost Forer Gabbay & Kasierer, a member of Ernst & Young Global, as the Company’s independent registered public accounting firm until the next annual meeting of shareholders be approved, and that the Board, upon recommendation of the audit committee, be authorized to fix the remuneration of said independent registered public accounting firm in accordance with the volume and nature of their services.”

**Vote Required**

The affirmative vote of an Ordinary Majority is required to adopt the foregoing resolution.

**Board Recommendation**

THE BOARD OF DIRECTORS RECOMMENDS A VOTE “**FOR**” THE ADOPTION OF THE FOREGOING RESOLUTION.

**PROPOSAL 3**

**REELECTION OF FOUR CURRENT DIRECTORS**

**Background**

Our Board currently consists of four directors (namely, Professor Amir Lerman, Ido Nouburger, Dr. Itamar Offer and Mr. Nir Rotenberg) and two external directors. At each annual meeting of our shareholders, our directors (other than our external directors, who are elected for terms of three years each) are elected or reelected for a term of office that expires at the next annual meeting following such election or reelection.

Each of our current director-nominees (as listed below) has consented to being named in this Proxy Statement and to serve if elected and has advised us that he or she has the qualifications and time required for the performance of his or her duties as a director, and that there are no legal restrictions preventing him or her from assuming such office. Our two external directors, Yehoshua (Shuki) Abramovich and Orna Carni, have terms expiring on June 28, 2026, and December 9, 2027, respectively, and they are not up for reelection at the Meeting.

Each current director-nominee elected at the Meeting will serve until the next annual meeting of our shareholders and until his respective successor has been duly elected and qualified or until his office is vacated in accordance with our Articles of Association or the Israel Companies Law.



### **Proposed Resolutions**

You are requested to adopt the following resolutions:

“3.a. “RESOLVED, that Professor Amir Lerman be reelected as a director, to serve until the next annual meeting of shareholders”;

“3.b. RESOLVED, that Ido Nouberger be reelected as a director, to serve until the next annual meeting of shareholders”;

“3.c. RESOLVED, that Dr. Itamar Offer be reelected as a director, to serve until the next annual meeting of shareholders”; and

“3.d. RESOLVED, that Nir Rotenberg be reelected as a director, to serve until the next annual meeting of shareholders”.”

### **Vote Required**

The affirmative vote of an Ordinary Majority is required to adopt each of the resolutions.

### **Board Recommendation**

THE BOARD OF DIRECTORS RECOMMENDS A VOTE “**FOR**” THE ADOPTION OF EACH OF THE FOREGOING RESOLUTIONS.

### **PROPOSAL 4**

#### **APPROVAL OF THE PAYMENT OF FEES FOR CONSULTING SERVICES TO BE PROVIDED BY DR. ITAMAR OFFER**

It is proposed that Dr. Itamar Offer be entitled with respect to consulting services he will be providing to the Company (as a consultant and not as Chairman of the Board) to a total monthly salary of NIS 15,000 (in addition to the directors’ remuneration (annual fee and participation fee)), effective as of May 28, 2025, the date of approval at the Meeting. Our Audit Committee and Board of Directors have each approved the payment of this proposed fee, and we are submitting it now to our shareholders for approval at the Meeting.

### **Proposed Resolution**

You are requested to adopt the following resolution:

“4. “RESOLVED, to approve the payment of fees for consulting services to be provided to the Company by Dr. Itamar Offer (not in connection with his office as the Chairman of the Board)”.”

### **Vote Required**

The affirmative vote of an Ordinary Majority is required to adopt the resolution.

### **Board Recommendation**

THE BOARD OF DIRECTORS RECOMMENDS A VOTE “**FOR**” THE ADOPTION OF THE FOREGOING RESOLUTION.

**PROPOSAL 5**

**APPROVAL OF THE PAYMENT OF AN ANNUAL CASH BONUS TO LIOR  
HAALMAN, OUR CHIEF FINANCIAL OFFICER**

It is proposed that Lior Haalman, our Chief Financial Officer, be entitled to receive an annual cash bonus equal to 80% of the actual bonus amount the Company's CEO would be entitled to in said year. Such proposed bonus amount for Mr. Haalman is not in accordance with the Company's Compensation Policy for our officers and directors. In the event that Mr. Haalman works part-time during a specific calendar year, the bonus calculation will be done proportionally to the period of their employment during that year, provided that Mr. Haalman works for at least four months during that year. Notwithstanding the above, and with respect to the year 2025 only, if Mr. Haalman is employed by the Company for the entire period from the start of his employment (*i.e.*, March 1, 2025) until the end of 2025, he will be entitled to a full annual bonus for that year.

Our Compensation Committee and Board of Directors have each approved the payment of this proposed annual bonus, and we are submitting it now to our shareholders for approval at the Meeting.

**Proposed Resolution**

You are requested to adopt the following resolution:

"5. "RESOLVED, to approve the payment of an annual cash bonus to Lior Haalman, our Chief Financial Officer."

**Vote Required**

The affirmative vote of an Ordinary Majority is required to adopt this resolution, provided that either:

1. a simple majority of shares voted at the Annual Meeting *excluding* the shares of controlling shareholders, if any, and of shareholders who have a personal interest in the approval of the resolution, be voted "**FOR**" the resolution; or
2. the total number of shares of non-controlling shareholders and of shareholders who do not have a personal interest in the approval of the resolution voted against approval of the resolution does not exceed two percent of the outstanding voting power in the Company.

Under the Israel Companies Law, the term "**Controlling Shareholder**" means a shareholder having the ability to direct the activities of a company, other than by virtue of being an office holder. A shareholder is presumed to be a controlling shareholder if the shareholder holds 50% or more of the voting rights in a company or has the right to appoint the majority of the directors of the company or its general manager.

Under the Israel Companies Law, a “personal interest” of a shareholder (i) includes a personal interest of the shareholder and any member of the shareholder’s family, family members of the shareholder’s spouse, or a spouse of any of such family members, or a personal interest of a company with respect to which the shareholder (or such family member) serves as a director or chief executive officer, owns at least 5% of the shares or has the right to appoint a director or chief executive officer, and (ii) excludes an interest arising solely from the ownership of our ordinary shares. Under the Israel Companies Law, in the case of a person voting by proxy for another person, “personal interest” includes a personal interest of either the proxy holder or the shareholder granting the proxy, whether or not the proxy holder has discretion how to vote. If you do not have a personal interest in this matter, you may assume that submitting the voting instruction form, Ballot or a proxy will not create a personal interest. To avoid confusion, in the voting instruction form and the Ballot we refer to such a personal interest as a “personal benefit or other interest.”

The Israel Companies Law requires that each shareholder voting on the proposal indicate whether or not the shareholder is a controlling shareholder or has a personal interest in the proposed resolution. Each of the voting instruction form and the Ballot includes a box you can mark to confirm that you are not a “Controlling Shareholder” and do not have a personal interest in this matter. **If you do not mark this box, your vote will not be counted.**

According to the Israel Companies Law, even if the shareholders do not approve the Compensation Policy, the compensation committee and the Board may thereafter approve the proposal, provided that they have determined, based on detailed reasoning and a re-evaluation of the Compensation Policy, that the Compensation Policy is in the best interests of the Company.

#### **Board Recommendation**

THE BOARD OF DIRECTORS RECOMMENDS A VOTE “**FOR**” THE ADOPTION OF THE FOREGOING RESOLUTION.

### **PROPOSALS OF SHAREHOLDERS**

#### **Shareholder Proposals for the Annual General Meeting**

Any shareholder of the Company who intends to present a proposal at the Meeting must satisfy the requirements of the Israel Companies Law. Under the Israel Companies Law, only shareholders who severally or jointly hold at least 1% of the Company’s outstanding voting rights are entitled to request that the Board include a proposal in a future shareholders’ meeting, provided that the Board find such proposal to be appropriate for consideration by shareholders at such meeting. Such shareholders may present proposals for consideration at the Meeting by submitting their proposals in writing to our Chief Financial Officer at the following address: Ashdar Building – 2<sup>nd</sup> Floor, 90 Yigal Alon Street, Tel Aviv, Israel, or by email to liorh@shaha.co.il. For a shareholder proposal to be considered for inclusion in the Meeting, our Chief Financial Officer must receive the written proposal no later than seven (7) days from the date of the Notice of the Annual General Meeting. If our Board determines that a shareholder proposal is duly and timely received and is appropriate under applicable Israeli law for inclusion in the agenda of the Meeting, we will publish a revised agenda for the Meeting no later than fourteen (14) days from the date of the Notice of the Annual General Meeting in a press release or a Current Report on Form 6-K furnished to the SEC.

## OTHER BUSINESS

The Board is not aware of any other matters that may be presented at the Meeting other than those described herein.

## ADDITIONAL INFORMATION

Our Annual Report on Form 20-F, as amended, for the fiscal year ended December 31, 2023, filed with the SEC on April 18, 2024, and as amended on July 24, 2024, is available for viewing and download on the SEC's website at [www.sec.gov](http://www.sec.gov), as well as under the Investors section of our website at [www.shl-telemedicine.com](http://www.shl-telemedicine.com). In addition, our reports of foreign private issuer on Form 6-K are available on the SEC's website at [www.sec.gov](http://www.sec.gov). Shareholders may download a copy of any of the foregoing documents without charge at [www.shl-telemedicine.com](http://www.shl-telemedicine.com).

We are subject to the information reporting requirements of the U.S. Securities Exchange Act of 1934, as amended (the "**Exchange Act**"), applicable to foreign private issuers. We fulfill these requirements by filing reports with the SEC. Our SEC filings are available to the public on the SEC's website at [www.sec.gov](http://www.sec.gov). As a foreign private issuer, we are exempt from the rules under the Exchange Act related to the furnishing and content of proxy statements. The circulation of this Proxy Statement should not be taken as an admission that we are subject to the proxy rules under the Exchange Act.

By Order of the Board of Directors,

/s/ David Arnon

David Arnon

Chief Executive Officer

April 22, 2025

# Your vote matters!



Have your ballot ready and please use one of the methods below for **easy voting**:

Your control number

Have the 12 digit control number located in the box above available when you access the website and follow the instructions.

BNY: PO BOX 505006, Louisville, KY 40233-5006

## SHL Telemedicine Ltd.

### Annual General Meeting of Shareholders

For Shareholders of record as of April 30, 2025  
Wednesday, May 28, 2025 1:00 PM, Local Time  
Ashdar Building - 2nd Floor, 90 Yigal Alon Street, Tel Aviv, Israel



**Mail:**

- Mark, sign and date your Proxy Card
- Fold and return your Proxy Card in the postage-paid envelope provided

**YOUR VOTE IS IMPORTANT!**

**PLEASE VOTE BY: 5:00 PM, EST, May 22, 2025.**

SHL Telemedicine Ltd.

**Instructions to The Bank of New York Mellon, as Depositary  
(Must be received prior to 5:00 p.m. EST on May 22, 2025)**

The undersigned Holder of American Depositary Receipts ("ADRs") hereby acknowledges receipt of a Notice to Holders from the Depositary and hereby requests and instructs The Bank of New York Mellon, as Depositary, to endeavor, in so far as practicable, to vote or cause to be voted the number of ordinary shares or other deposited securities represented by such ADRs of SHL Telemedicine Ltd. (the "Company") registered in the name of the undersigned on the books of the Depositary as of the close of business on April 30, 2025, at the Company's Annual General Meeting of Shareholders to be held on May 28, 2025, at 1:00 p.m. Israel time at the Company's offices at Ashdar Building – 2nd Floor, 90 Yigal Alon Street, Tel Aviv, Israel.

**NOTE:**

Please direct the Depositary how to vote by completing the reverse side. This voting Instruction Card, when properly executed and returned, will be a request to the Depositary to vote or cause to be voted the shares or other Deposited Securities represented by your ADRs as directed herein.

The Depositary shall not vote or attempt to exercise the right to vote that attaches to the shares or other Deposited Securities, other than in accordance with such instructions.

PLEASE BE SURE TO SIGN AND DATE THIS PROXY CARD AND MARK ON THE REVERSE SIDE

Please make your marks like this: 

| PROPOSAL |  | YOUR VOTE                              |                                       |                          |
|----------|--|--|---------------------------------------|--------------------------|
|          |  | FOR                                    | AGAINST                               | ABSTAIN                  |
| 1.       | <b>NON-VOTABLE</b>   |  |                                       |                          |
| 2.       | To approve the reappointment of Kost Forer Gabbay & Kasierer, a member of Ernst & Young Global, as the Company's independent registered public accounting firm until the next annual meeting of shareholders, and to authorize the Board, upon recommendation of the audit committee, to fix the remuneration of said independent registered public accounting firm; | <input type="checkbox"/>               | <input type="checkbox"/>              | <input type="checkbox"/> |
| 3(a).    | To approve the reelection of Professor Amir Lerman as a director, to serve until the next annual meeting of shareholders.  | <input type="checkbox"/>               | <input type="checkbox"/>              | <input type="checkbox"/> |
| 3(b).    | To approve the reelection of Ido Nouberger as a director, to serve until the next annual meeting of shareholders   | <input type="checkbox"/>               | <input type="checkbox"/>              | <input type="checkbox"/> |
| 3(c).    | To approve the reelection of Dr. Itamar Offer as a director, to serve until the next annual meeting of shareholders  | <input type="checkbox"/>               | <input type="checkbox"/>              | <input type="checkbox"/> |
| 3(f).    | To approve the reelection of Nir Rotenberg as a director, to serve until the next annual meeting of shareholders   | <input type="checkbox"/>               | <input type="checkbox"/>              | <input type="checkbox"/> |
| 4.       | To approve the payment of fees for consulting services to be provided to the Company by Dr. Itamar Offer (not in connection with his office as the Chairman of the Board).   | <input type="checkbox"/>               | <input type="checkbox"/>              | <input type="checkbox"/> |
| 5.       | To approve the payment of an annual cash bonus to Lior Haalman, the Company's Chief Financial Officer.   | <input type="checkbox"/>               | <input type="checkbox"/>              | <input type="checkbox"/> |
| 5(a).    | Are you a "Controlling Shareholder"[1] or do you have a "personal benefit or other interest"[1] in the proposal?[2] If you checked "YES", please describe:   | <b>YES</b><br><input type="checkbox"/> | <b>NO</b><br><input type="checkbox"/> |                          |

Footnotes:

[1] As such term is defined in the Israel Companies Law and as described in the Proxy Statement for the Annual General Meeting.

[2] In the event you either fail to check this box or mark "Yes" but fail to describe the nature of your personal benefit or other interest, your vote will not be counted.

Authorized Signatures - Must be completed for your instructions to be executed.

Please sign exactly as your name(s) appears on your account. If held in joint tenancy, all persons should sign. Trustees, administrators, etc., should include title and authority. Corporations should provide full name of corporation and title of authorized officer signing the Proxy/Vote Form.

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 Signature (and Title if applicable)

Date

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 Signature (if held jointly)

Date

S H L TELEMEDICINE LTD.

(the "Company")

ANNUAL GENERAL MEETING OF THE SHAREHOLDERS

WRITTEN BALLOT

April 22, 2025

Written Ballot with respect to the Agenda of the Company's Annual General Meeting of Shareholders

**PART I**

This written ballot (this "Ballot") is provided to the holders, at the Record Date, of Ordinary Shares (the "Ordinary Shares"), of S H L Telemedicine Ltd. (the "**Company**") in connection with the right of such holders to vote on the matters on the agenda of the Annual General Meeting of the Shareholders to be held on **May 28, 2025** (the "Annual General Meeting" or "**AGM**"), or at any adjournment thereof, pursuant to the accompanying Notice of Annual General Meeting of Shareholders (the "Notice"), available on Company's website at <https://www.shl-telemedicine.com/general-meeting>.

Terms used herein shall have the meaning ascribed to them in the Notice.

The Annual General Meeting will be held on **May 28, 2025 at 1:00 p.m.** (Israel Time), at the Company's registered office, located at 90 Yigal Alon Street, Ashdar Building, Tel-Aviv, Israel.

**Kindly note that the vote by Ballot is by filling in PART II of this Ballot.**

The agenda of the Annual General Meeting that this Ballot may be used to vote, includes the following matters:

- Item 2 - To approve the reappointment of Kost Forer Gabbay & Kasierer, a member of Ernst & Young Global, as the Company's independent registered public accounting firm until the next annual meeting of shareholders, and to authorize the Board of Directors of the Company (the "**Board**"), upon recommendation of the audit committee, to fix the remuneration of said independent registered public accounting firm.

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.

- Item 3 – The re-election to the Board of the four current directors of the Company (excluding our two external directors, whose terms of office are not expiring at the Annual General Meeting and who are not up for reelection at the Annual General Meeting), who shall serve as directors of the Company until the next annual general meeting of the shareholders of the Company, as follows: (1) Prof. Amir Lerman, (2) Mr. Ido Nouberger, (3) Dr. Itamar Offer, and (4) Mr. Nir Rotenberg.

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 2023 (pp. 24-25), for the CV of Dr. Itamar Offer, please refer to Appendix A attached hereto.

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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.

- Item 4 - Following the approval of the Audit Committee and of the Board of Directors of the Company (the "Board") – the approval of the payment of fees for consulting services to be provided to the Company by Dr. Itamar Offer (not in connection with his office as the Chairman of the Board).

Further information with respect to item 4:

It is proposed that Dr. Itamar Offer be entitled with respect to his consulting services (as a consultant and not as Chairman of the Board), to a total monthly salary of NIS 15,000 (in addition to the directors' remuneration (annual fee and participation fee)), effective as of May 28, 2025, the date of approval at the Annual General Meeting.

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.

- Item 5 - Following the approval of the Compensation Committee and of the Board – the approval of the payment of an annual cash bonus to Lior Haalman, the Company's Chief Financial Officer.

Further information with respect to item 5:

It is proposed that the new CFO of the Company, Mr. Lior Haalman, will be entitled to an annual cash bonus equal to 80% of the actual bonus amount the Company's CEO would be entitled to in said year.

In the event that Mr. Haalman works part-time during a specific calendar year, the bonus calculation will be done proportionally to the period of their employment during that year, provided that Mr. Haalman works for at least 4 months during that year. Notwithstanding the above, and with respect to the year 2025 only, if Mr. Haalman is employed by the Company for the entire period from the start of their employment (*i.e.*, March 1, 2025) until the end of 2025, he will be entitled to a full annual bonus for that year. It should be noted that the said transaction with Mr. Haalman is not in accordance with the compensation policy of the Company.

Pursuant to Sections 270(2), 272(C)(1) and 270(C)(2)(B) of the Israeli Companies Law, 5759-1999 (the "**Companies Law**"), the approval of said terms of office, being a transaction between the Company and an officer in the Company who is not a director, regarding the terms of his office and employment not in accordance of the compensation policy, 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 said transaction 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.



All as more fully set forth in the Notice to the Shareholders.

The record date for the right to participate and vote in the Annual General Meeting was set as **April 30, 2025** (the "**Record Date**").

The Ballot is also available on the Company's website at <https://www.shl-telemedicine.com/general-meeting>.

The Ballot must be delivered to the Registered Office of the Company (for the attention of Mr. Lior Haalman - 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](mailto: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. Lior Haalman - 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. Lior Haalman, must be delivered to the Registered Office of the Company (for the attention of Mr. Lior Haalman - 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 **1:30** p.m. (Israel time), at the same place) and in the adjourned meeting any two shareholders shall constitute a quorum.

SHL TELEMEDICINE LTD.

**Appendix A - CV of Dr. Itamar Offer**

Dr. Offer joined the Board of Directors of SHL as Chairman of the board non-executive Director in 2024. Dr. Itamar Offer is a Healthcare management professional (Medical doctor) with 25 years of experience in senior positions in hospitals and community healthcare. Of those 8 years in the Israeli Public Healthcare, 4 years in India's private healthcare and 5 years as CEO at Herzliya Medical Center. During that period, he also led the Knowledge Management first steps at Clalit Health Services. Since 2018 was CEO and between 2021 & 2024 served as Chairman of the board of Sabar Health Home Hospital, the largest Hospital at Home service in Israel. Dr. Offer was founded and is a Co-Chair of WHAHC -World Hospital at Home Congress. Dr. Offer has an MD degree from Tel-Aviv University, and Masters in Public Administration (MPA) degree from Harvard Kennedy School. He is a specialist in Pediatrics and in Healthcare Management. Nationality: Israeli

**S H L TELEMEDICINE LTD.**

(the "Company")

**ANNUAL GENERAL MEETING OF THE SHAREHOLDERS**

**WRITTEN BALLOT**

**PART II**

Company:

**Name of Company:** SHL Telemedicine Ltd.  
**Address:** 90 Yigal Alon Street, Ashdar Building, Tel-Aviv, Israel  
**Company Registration No.:** 511149874  
**Meeting Date and Time:** May 28, 2025 at 13:00 Israel Time  
**Type of Meeting:** Annual General Meeting  
**Record Date:** April 30, 2025

Shareholder:

**Name:** \_\_\_\_\_

**Israeli ID Number:** \_\_\_\_\_

**For a non-Israeli shareholder:**

(a) **Passport Number:** \_\_\_\_\_

(b) **Issued in (indicate country):** \_\_\_\_\_

(c) **Valid until (add date):** \_\_\_\_\_

**For a shareholder who is an entity:**

(a) **Entity Registration No.:** \_\_\_\_\_

(b) **State of registration:** \_\_\_\_\_

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

| 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 2</b> – Re-appointment of Kost, Forer, Gabbay & Kasierer, a member of Ernst & Young Global, as the Company’s independent registered public accounting firm until the next annual meeting of shareholders, and to authorize the Board of Directors of the Company (the “Board”), upon recommendation of the audit committee, to fix the remuneration of said independent registered public accounting firm. |                             |    |           |  |    |
| <b>Resolution 3</b> – The re-election to the Board (until the next Annual General Meeting) of:   |                             |    |           |  |    |
| (1) Prof. Amir Lerman  |                             |    |           |  |    |
| (2) Mr. Ido Noyberger  |                             |    |           |  |    |
| (3) DR. Itamar Offer   |                             |    |           |  |    |
| (4) Mr. Nir Rotenberg  |                             |    |           |  |    |
| <b>Resolution 4</b> – The approval of the payment of fees for consulting services to be provided to the Company by Dr. Itamar Offer (not in connection with his office as the Chairman of the Board).  |                             |    |           |  |    |
| <b>Resolution 5</b> – The approval of the payment of an annual cash bonus to Lior Haalman, the Company’s Chief Financial Officer.  |                             |    |           |  |    |

<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.