



## **S H L TELEMEDICINE LTD.**

**(the "Company")**

### **Ballot**

Ballot according to Companies Regulations (Voting in Writing and Notices of Position), 2005

### **Part A**

**1. Name of the Company**

S H L TELEMEDICINE LTD.

**2. Type of the General Meeting, the Date and Place of Convening**

Special General Meeting ("SGM"). The SGM will be held on **September 16, 2025, 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").

**3. Matters on the Agenda for Which Voting May Be Made by Means of the Ballot**

**3.1. Repricing of Options Granted to the Chief Executive Officer (CEO), Mr. David Arnon**

Following the approval of the Compensation Committee and of the Board of Directors of the Company (the "**Board**") – it is proposed to approve the repricing of 400,000 outstanding stock options previously granted to the CEO of the Company, such that the exercise price of said options shall be adjusted to reflect the new exercise price of 2.75CHF and 3.25CHF.

For additional information, please see section 1 of the Notice of the GSM (the "**Notice**").

**3.2. Grant of Options to the Chairman of the Board, Mr. Itamar Ofer**

Following the approval of the Compensation Committee and of the Board it is proposed to approve the grant of 100,000 stock options to the Chairman of the Board of Directors, Dr. Itamar Ofer. The aforementioned grant comprises 50,000 options with an exercise price of 2.75 CHF and 50,000 options with an exercise price of 3.75 CHF. The options shall vest over a period of 4 years.

For additional information, please see section 2 of the Notice.

**4. Place and Times at Which the Full Text of the Proposed Resolutions May Be Viewed**

The Ballot and the Notice are also available on the Company's website at <http://www.shl-telemedicine.com/about-us/investorrelations/general-meeting>. Kindly note that no hard copies shall be mailed to shareholders; however, should a shareholder so request, the Company shall mail same to him/her/it.

#### **4. The Record Date**

The record date for the right to participate and vote in the Special General Meeting was set as **August 19, 2025** (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**").

#### **5. The Majority Required**

5.1. The majority required to pass the resolution set forth in Section 3.1 above, in accordance with Section 267A(B) of the Companies Law is a simple majority of all the votes of the shareholders present at the meeting who are eligible to vote and have voted, provided that one of the following is met: (1) The count of the majority votes at the SGM will include a majority of all the votes of shareholders who are neither controlling shareholders of the Company nor have a personal interest in the approval of the Compensation Policy; in the count of all the votes of such shareholders, abstentions will not be taken into account. The provisions of Section 276 of the Companies Law will apply, *mutatis mutandis*, to anyone with a personal interest; or (2) The total number of opposing votes of the shareholders stated in subs. (1) above does not exceed two percent of all the voting rights in the Company.

5.2. The majority required to pass the resolution set forth in Section 3.2 above is a simple majority of the voting power represented at the Special General Meeting and voting thereon.

#### **6. Validity of the Ballot**

6.1. 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 SGM.

6.2. The company's share register is Computershare Schweiz AG, P.O. Box, 4601 Olten, Switzerland, [share.register@computershare.ch](mailto:share.register@computershare.ch) ; +41 62 205 77 00.

A shareholder whose shares are not registered with Computershare Schweiz AG will be able to submit a completed and signed proxy card or voting ballot together with written proof of its ownership of such shares as of the record date in the custodian form.

**6.3. A Ballot that will not be delivered in accordance with the above shall be invalid.**

#### **7. Company's Address for Submitting Ballots and Shareholder Statements**

Ballots and Shareholders Statements must be delivered to the Registered Office of the Company (for the attention of Mr. Lior Haalman - CFO).

#### **8. Deadline for the Submission of Shareholder Statements to the Company and the Deadline for the Submission of the Board of Directors' Response**

The deadline for the submission of position statements is up to ten (10) days prior to the date of convening of the SGM, i.e., until **September 6, 2025**. The last date for submission of the Board of Directors' response to the position notice is no later than five (5) days prior to the convening date of the SGM, i.e., until **September 11, 2025**.

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 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.

## **9. Ownership Confirmation Requirement**

- 9.1. 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.
- 9.2. 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 SGM, 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.
- 9.3. The number of shares constituting five percent (5%) of the total voting rights (not fully diluted) in the Company is 819,638 ordinary shares of the Company.

## **10. Changes in the Agenda, and Posting of Shareholder Statements**

After the publication of this Ballot, there may be changes in the agenda of the SGM, including the addition of a proposal to the agenda, and Shareholder Statements may be published. The updated agenda and Shareholder Statements shall be available at the Company's Registered Office, on the Company's website at <https://www.shl-telemedicine.com/general-meeting/>.

## **11. The Last Date on Which the Company Will Publish a Revised Ballot**

In the event that an eligible shareholder submits a request to add an item to the agenda of the Special General Meeting, a revised ballot shall be published on the Company's website



concurrently with the publication of the amended resolutions, and in any event no later than seven (7) days after the deadline for the submission of such a request.

**12. Cancellation of a Ballot**

A shareholder is entitled, up to twenty-four (24) hours prior to the date of the SGM, apply to the registered office of the Company and, after proving his identity to the satisfaction of the CFO of the Company, to withdraw his Ballot.

**A shareholder shall indicate the manner of voting on any subject on the agenda in the second part of the Ballot.**



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

Ballot according to Companies Regulations (Voting in Writing and Notices of Position), 2005

### **Part B**

Name of the Company: S H L TELEMEDICINE LTD.

Address of the Company (for delivery and dispatch of the Ballots): The Company's registered office, located at 90 Yigal Alon Street, Ashdar Building, Tel-Aviv, Israel.

Company No: 511149874.

Date of the General Meeting: 16, September 2025, at 13:00 (Israel time)

Type of the General Meeting: Special General Meeting

Record Date: 19, August, 2025

### **Details of the Shareholder**

1. Shareholder's name: \_\_\_\_\_ 2. Identity No.: \_\_\_\_\_

|                                                         |                                         |
|---------------------------------------------------------|-----------------------------------------|
| 3. If the shareholder has no Israeli Identity Document: | 4. If the shareholder is a Corporation: |
| Passport No.:<br>_____                                  | Corporation No.:<br>_____               |
| Country of issuance:<br>_____                           | Country of incorporation:<br>_____      |
| Valid until:<br>_____                                   | Quantity of Securities:<br>_____        |

### **Manner of voting**

Please mark whether you are a Controlling Shareholder<sup>1</sup> interested party<sup>2</sup>/ an executive officer<sup>3</sup>/ an institutional investor<sup>4</sup> in the Company, or none of the above mentioned:

|                                                            |                                                     |                                                      |                                                           |                                         |
|------------------------------------------------------------|-----------------------------------------------------|------------------------------------------------------|-----------------------------------------------------------|-----------------------------------------|
| <b>Controlling Shareholder</b><br><input type="checkbox"/> | <b>Interested Party</b><br><input type="checkbox"/> | <b>Executive Officer</b><br><input type="checkbox"/> | <b>Institutional Investor</b><br><input type="checkbox"/> | <b>None</b><br><input type="checkbox"/> |
|------------------------------------------------------------|-----------------------------------------------------|------------------------------------------------------|-----------------------------------------------------------|-----------------------------------------|

\*If the voter votes by means of Proxy granted to it, the details set out above will be given in regard of the person granting such Proxy as well.

<sup>1</sup> As the meaning of this term in section 268 to the Companies Law, 1968.

<sup>2</sup> As the meaning of this term in section 1 to the Securities Law, 1968.

<sup>3</sup> As the meaning of this term in section 37(d) to the Securities Law, 1968.

| Topic No.<br>on the<br>Agenda | Matter on the Agenda                                                               | Manner of Voting <sup>5</sup> |                |                |
|-------------------------------|------------------------------------------------------------------------------------|-------------------------------|----------------|----------------|
|                               |                                                                                    | <u>In favor</u>               | <u>Opposed</u> | <u>Abstain</u> |
| 3.1                           | Repricing of Options Granted to the Chief Executive Officer (CEO), Mr. David Arnon |                               |                |                |
| 3.2                           | Grant of Options to the Chairman of the Board, Mr. Itamar Ofer                     |                               |                |                |

**Date:** \_\_\_\_\_

**Signature:** \_\_\_\_\_

\_\_\_\_\_

<sup>4</sup> As the meaning of this term in section 1 to Control of Financial Services (Provident Funds) (Participation of Managing Company in General Meeting) Regulations, 2009 and a Joint Investment Trusts Fund Manager, as the meaning of this term in the Joint Investment Trusts Law, 1994.

<sup>5</sup> Failure to mark shall be considered as abstention from voting on this matter.