

August 12, 2025

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 a Special General Meeting of the Shareholders (the “**Special General Meeting**”) of S H L Telemedicine Ltd. (the “**Company**”) 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**”).

**The agenda of the Special General Meeting includes the following matters:**

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

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 CHF 2.75 and CHF 3.25, all in accordance with the provisions of the Company’s Compensation policy and applicable law.

Further information with respect to item 1:

It is proposed that 200,000 options with an exercise price of CHF 7.12 be repriced to an exercise price of CHF 3.25 and 200,000 options with an exercise price of CHF 5.04 be repriced to an exercise price of CHF 2.75.

The proposed repricing aims to realign the exercise price with current market conditions and is submitted for shareholders' approval in accordance with the Company’s Compensation Policy and applicable law. This is due to the fact that at the time the options were originally granted to the CEO, the exercise price of the options was already significantly higher than the market price of the Company's shares (approximately 200%). Since then, the Company's share price has decreased, resulting in a gap of approximately 400% between the exercise price and the current market price. The Company believes that the proposed repricing is appropriate in light of current market conditions and is consistent with the objectives of the Company’s Incentive Plan.

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

*“Upon a motion duly made, with \_\_\_\_ Ordinary Shares out of \_\_\_\_ Ordinary Shares represented and voting at the meeting (without abstaining votes) voting for (with \_\_\_\_ votes against); it is hereby*

**RESOLVED:**

*To approve the repricing of Options Granted to Mr. David Arnon, CEO, so that 200,000 options with an exercise price of 7.12 CHF be repriced to an exercise price of 3.25 CHF and 200,000 options with an exercise price of 5.04 CHF be repriced to an exercise price of 2.75 CHF.*

The approval of this resolution requires the consent of the holders of a simple majority of the voting power represented at the Special General Meeting and voting thereon.

## 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 CHF 2.75 and 50,000 options with an exercise price of CHF 3.75. The options shall vest over a period of 4 years, all in accordance with the provisions of the Company's Compensation policy and applicable law.

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

*“Upon a motion duly made, with \_\_\_\_ Ordinary Shares out of \_\_\_\_\_ Ordinary Shares represented and voting at the meeting (without abstaining votes) voting for (with \_\_\_\_ votes against); it is hereby*

*RESOLVED:*

*To approve the grant of 100,000 Options to the Chairman of the Board, Mr. Itamar Ofer, comprising 50,000 options with an exercise price of CHF 2.75 and 50,000 options with an exercise price of CHF 3.75. The options shall vest over a period of four years.*

The approval of this resolution requires the consent of the holders of a simple majority of the voting power represented at the Special General Meeting and voting thereon.

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**”). Pursuant to the regulations promulgated under the Israeli Companies Law, 1999 (the “**Companies Law**”), shareholders may also vote on the items on the agenda of the Special General Meeting by submitting a written ballot with respect thereto (the “**Ballot**”). **The vote must be done by attending the meeting in person or by Proxy.**

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

Each Proxy must be delivered to the Company's Registered Office (for the attention of Mr. Lior Haalman - CFO), 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. Lior Haalman - CFO) not later than 4 hours prior to the Special General Meeting.

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 your ownership of such shares as of the record date in the custodian form.

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 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. 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 – CFO, 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 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 this Notice, 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, an 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 Notice of 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 ( $33\frac{1}{3}\%$ ) 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 **13:00** (Israel time), at the same place) and in the adjourned meeting any two shareholders shall constitute a quorum.

S H L Telemedicine Ltd.