August 25, 2026

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 17, 2026, 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 matter:

1. Adding an "opting-out" provision in the Article of Association

Given the rapid technological developments and evolving dynamics of the telemedicine market, as well as the need to further support its strategic expansion, the Company requires substantial ongoing investment and strategic partnerships. Such investment is essential to strengthen the Company's market position, enhance its competitive advantage, and support its long-term growth strategy. Accordingly, it relies on additional capital contributions from existing and/or new shareholders and continuously evaluates partnerships and merger opportunities.

However, the statutory obligation under Swiss takeover law to make a public takeover offer upon exceeding the threshold of 33⅓% of the voting rights constitutes an obstacle and limits the Company's flexibility in raising capital.

The Company therefore intends to enhance its attractiveness to existing and potential strategic investors by eliminating the mandatory offer requirement through the intro- of a corresponding provision in its articles of association (a so-called opting-out clause).

The absence of a mandatory offer requirement would also facilitate capital increases through rights offerings to all shareholders, particularly where a major shareholder undertakes to subscribe for shares for which subscription rights have not been exercised, without running the risk of triggering a mandatory takeover offer.

Overall, the abolition of the mandatory offer requirement would strengthen the Company's ability to raise equity capital and enhance its strategic flexibility.

For the remaining shareholders, however, the disadvantage is that they would no longer benefit from a mandatory takeover offer if a shareholder—or a group of shareholders acting in concert—were to exceed the threshold of 33⅓% of the voting rights. A further implication under Swiss law is that a major shareholder selling its stake to a party exceeding 33⅓% of the voting rights may receive a control premium from which the remaining shareholders would not benefit.

In the Board of Directors view, however, these disadvantages are outweighed by the benefits associated with greater flexibility in the Company's capital structure, which may increase its attractiveness to investors, improve the liquidity of its shares, and further support the successful implementation of its ongoing strategic turnaround.

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 add an "opting-out" provision in the Article of Association with the following wording:

"Any person who acquires shares of the company directly, indirectly, or in concert with third parties and thereby—together with the shares already held—exceeds the threshold of 33⅓% of the voting rights is not required to make a public tender offer for all of the company's listed securities (opt-out within the meaning of Art. 125(3) in conjunction with (4) of the FinfraG"

Upon request by the Company, the Swiss Takeover Board (TOB) issued order 944/01 on 31 July 2026 (the "**Order**") confirming that the proposed opting-out clause will be valid under Swiss law, provided the requirements regarding transparency and approval by the shareholders are met, which is the case based on this invitation to the shareholders meeting.

Under Swiss takeover law, the approval of this resolution requires the approval of the "majority of the minority" of the voting power represented at the Special General Meeting in person or by proxy and voting thereon. This means a majority of the minority shareholders represented at the special general meeting in addition to the majority of the votes represented at the special general meeting.

In its Order, the TOB stated that all shareholders of the Company are deemed minority shareholders. Therefore, the regular simple majority of the votes cast under Israeli law and the articles of association of the Company are required for the proposal to be approved.

In addition to this invitation, the Company is required to publish the decision points of the Order, the reasoning of the proposed introduction of the opting-out provision, and the indication of the right of qualified shareholders to object to the Order. The Order will simultaneously be published on the website of the TOB.

The record date for the right to participate and vote in the Special General Meeting was set as September 3, 2026 (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 person, by proxy or by submitting a written ballot (the "**Ballot**").

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

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 four (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; +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.

A specimen of the Ballot is posted on the Company's website. **Kindly note that the vote by Ballot is by filling in part B 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 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/her/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 twenty-four (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 should 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 (33⅓%) or more of the voting power of the Company shall constitute a quorum at the Special General Meeting. If within half an hour from the time appointed for the Special General Meeting, a quorum is not present, the Special General Meeting shall stand adjourned immediately thereafter (i.e. on the same day, at 13:30 (Israel time), at the same place) and in the adjourned meeting any two shareholders shall constitute a quorum.

S H L Telemedicine Ltd.