Ad hoc announcement pursuant to Art. 53 LR

Press release

SHL announces invitation to a Special General Meeting and proposes "opting-out" from mandatory tender offer obligation

Tel Aviv / Zurich, August 25, 2026 – SHL Telemedicine Ltd. (SIX Swiss Exchange: SHLTN) ("**SHL**" or the "**Company**"), a leading provider and developer of advanced personal telemedicine solutions, today announced that a Special General Meeting of the Shareholders ("**SGM**") 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 agenda shall include the following matter:

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

The Board of Directors of the Company wishes to propose the inclusion of an "opt-out" provision in the Company's articles of Association, pursuant to which shareholders exceeding the threshold of 33⅓% of the voting rights would be exempt from the obligation under art. 135 of the Swiss Financial Market Infrastructure Act ("FinMIA") to make a public tender offer for all outstanding shares of the Company.

The Board of Directors submits this proposal for the following reasons:

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 introduction 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.

Proposed opting-out confirmed by the Swiss Takeover Board

According to the practice of the Swiss Takeover Board (TOB), an opting-out of an already listed company is presumed to be valid under takeover law if (a) shareholders are transparently informed about the introduction of the opting-out and its consequences – which is done by the explanation above and the information in the invitation to the shareholders meeting. This requirement is satisfied through the explanation set out above and the information contained in the invitation to the shareholders' meeting which will be repeated at the meeting. Furthermore, (b) (i) a majority of the votes represented at the general meeting, or, where applicable, a higher statutory majority required for the relevant amendment to the articles of incorporation, and (ii) a majority of the minority shareholders represented at the general meeting (the so-called "majority of the minority") must approve the opting-out.

Upon request by the Company, the Swiss Takeover Board (TOB) ruled as follows in its order 944/01 on 31 July 2026 (the "Order", English translation from the German original):

> *"1. Based on the documents submitted to the Takeover Commission, it is determined that the proposed opting-out provision is valid under takeover law, provided that the requirements regarding transparency and the consent of the shareholders of SHL Telemedicine Ltd. are met in accordance with this order and the application dated July 9, 2026, submitted by SHL Telemedicine Ltd.*
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> *2. Based on the documents submitted to the Takeover Board, it is determined that all shareholders of SHL Telemedicine Ltd. are considered minority shareholders and, at the general meeting of SHL Telemedicine Ltd. – to the extent they are represented and are permitted and able to exercise their voting rights – may vote on the introduction of the opt-out provision in a manner valid under takeover law, and their votes must therefore be counted toward determining the approval of the "majority of the minority."*
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> *3. SHL Telemedicine Ltd. is required to publish any statement by its Board of Directors, the decision points of this order, and the notice regarding the right of objection of qualified shareholders pursuant to Articles 6 and 7 of the Takeover Ordinance (UEV).*
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> *4. This order will be published on the Takeover Board's website following the publication by SHL Telemedicine Ltd. pursuant to paragraph 3 of these decision points.*
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> *5. The fee to be paid by SHL Telemedicine Ltd. amounts to CHF 30,000."*

The Order will be published on the website of the TOB simultaneously with the publication of this press release.

Objection (Article 58 of the Takeover Ordinance; UEV)

A shareholder who can demonstrate a holding of at least three percent (3%) of the voting rights in SHL Telemedicine Ltd., whether exercisable or not (a "qualified shareholder", Art. 56 UEV), and who has not yet taken part in the proceedings, may file an objection to the Order.

The objection must be filed with the TOB within five trading days of the publication of the Order. It must include a request, a brief statement of reasons, and proof of the shareholding in accordance with Art. 56(3) and (4) of the Takeover Ordinance (Art. 58(3) of the Takeover Ordinance).

The above is more fully set forth in the Notice, Ballot and Proxy Statement for the SGM available on the Company's website https://www.shl-telemedicine.com/general-meeting/

The record date of the SGM is September 3, 2026.

For further information, please contact:
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About SHL Telemedicine
SHL Telemedicine is engaged in developing and marketing personal telemedicine systems and the provision of medical call center services, with a focus on cardiovascular and related diseases, to end users and to the healthcare community. SHL Telemedicine offers its services and personal telemedicine devices to subscribers utilizing telephonic and Internet communication technology. SHL is listed on the SIX Swiss Exchange (SHLTN, ISIN: IL0010855885, Security No.: 1128957). For more information, please visit our website at www.shl-telemedicine.com.