

S H L TELEMEDICINE LTD.
(the “Company”)

**SPECIAL GENERAL MEETING OF THE SHAREHOLDERS
WRITTEN BALLOT**

November 6, 2018

Written Ballot with respect to the Agenda of the Company's Rescheduled Special 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 SHL Telemedicine Ltd. (the "Company") in connection with the right of such holders to vote on the matter on the agenda of the Special General Meeting of the Shareholders to be held on **December 10, 2018** (the "Special General Meeting" or "SGM"), or at any adjournment thereof, pursuant to the accompanying Notice of Special General Meeting of Shareholders (the "Notice"), available on Company's website at <http://www.shl-telemedicine.com/about-us/investorrelations/general-meeting>.

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

The Special General Meeting will be held on **December 10, 2018 at 13:00** (Israel Time), at the Company's registered office, located at 90 Igal Alon Street, Ashdar Building, Tel-Aviv, Israel.

Kindly note that the vote by Ballot is by filling in PART II of this Ballot. This Ballot may be used to vote on matter on the agenda below.

The agenda of the Special General Meeting includes the following matter:

1. Per the request of Nehama and Yoram Alroy Investment Ltd, to terminate the office of the following board members: (a) Mr. Xuewen Wu, (b) Mr. Cailong Su, (c) Mr. Yi He, (d) Ms. Yirong Qian, (e) Dr. Yuan-Hsun Lo, and (f) Ms. Hava Shechter; the votes with respect to each such Director shall be conducted separately;

According to Article 33 (a) of the Company's Articles of Association (the "AOA"):

“Directors shall be elected at the Annual General Meeting by the vote of the holders of a simple majority of the voting power represented at such meeting in person or by proxy and voting on the election of directors. The Directors so elected shall hold office until the next Annual General Meeting. The holders of a simple majority of the voting power represented at a General Meeting and voting thereon shall be entitled to remove any Director(s) from office, to elect directors in place of the Director(s) so removed or to fill any vacancy, however created, on the Board of Directors.”

2. If and to the extent all or part of the above directors are removed from office at the SGM pursuant to resolution 1 then the following item shall be deemed hereby added to the agenda of the Special General Meeting:
 - (i) Per the request of Nehama and Yoram Alroy Investment Ltd, to elect the following candidates in place of the directors so removed: (a) Elon Shalev, (b) Erez Alroy, (c) Yariv Alroy; and (d) Erez Nachtomy.
 - (ii) Per the request of GZ Asset Management Ltd. to elect Mr. Ziv Carthy as a board member.

In the event that as a result of the above resolution 1 all six (6) Directors are removed from office, resulting in the number of Directors falling below the statutory number under the Company's AOA (three (3) directors), then such item 2 shall also be, as a cautionary note, deemed part of a new Special General Meeting ("2018 SGM III") that is deemed hereby convened, which shall take place immediately following resolution 1 and shall include this item 2. In such event, items 3-6 on the agenda of the originally convened SGM shall be deemed resumed immediately after 2018 SGM III.

The votes with respect to each of the above candidates shall be conducted separately.

The Director nominees have submitted to the Company the declarations required pursuant to Sec. 224b of the Companies with respect to fulfilling the legal requirements to serve as directors of the Company. The declarations of the candidates as well as their CVs are available on the Company's website.

Any such newly elected Director shall serve until the next Annual General Meeting.

3. Election of one (1) Independent (External) Director to the Board of Directors of the Company, pursuant to Section 239(b) of the Israeli Companies Law, for a three (3) year term.

The Independent (external) director nominees have submitted the Company the declarations required pursuant to Sections 224b, 241(a) of the Companies Law with respect to fulfilling the legal requirements to serve as Independent (external) Director of the Company.

The names of the candidates, by alphabetical order, are: (1) Ms. Ruth Gal; (2) Ms. Dvorah Kimhi; (3) Ms. Nomi Sandhaus; and (4) Ms. Eti Vidavsky.

4. Following recommendation and approval by the Company's Compensation Committee and Board - approval of Option Grant to Ms. Shechter, who was appointed as a Board member in May 2018 (to the extent Ms. Shechter's office is not terminated under item 1).
5. Following recommendation and approval by the Company's Compensation Committee and Board - approval of an annual bonus for the year 2017 to the current Chief Executive Officer (the "CEO") in a sum equal to 3.5 monthly salaries (gross).

6. Following recommendation and approval by the Company's Compensation Committee and Board - approval of the payment of a one-time special retirement bonus to the Company's former Chief Executive Officer, as more fully set forth below.

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

Kindly note that, with respect to item 3, the election of an Independent (external) director, in Part II of this Ballot you should mark all of the following, as applicable: (a) whether you are a controlling shareholder; (b) whether you are an interested party (as defined under Israeli law); (c) whether you have a personal interest in the election (excluding a personal interest that is not a result of your business connection with a controlling shareholder); (d) whether you are a senior office holder; and (e) whether you are an institutional investor (both as defined under applicable Israeli law). In addition, you should describe the nature of such interest and/ or the relevant affiliation with the Company. Votes pursuant to a Ballot not properly filled in (including where the relevant interest and/ or affiliation is marked but not described) shall not be counted.

Kindly also note that in Part II of this Ballot, with respect to items 5 and 6 you should mark all of the following, as applicable: (a) whether you are a controlling shareholder of the Company; (b) whether you have a personal interest in the resolution; (c) whether you are a senior office holder of the Company (as defined under Israeli law); and (d) whether you are an institutional investor (as defined under applicable Israeli regulations). In addition, you should describe the nature of such interest and/ or the relevant affiliation with the Company. Votes pursuant to a Ballot not properly filled in (including where the relevant interest and/ or affiliation is marked but not described) shall not be counted.

The approval of resolutions 1 and 2 requires the consent of the holders of a simple majority of the voting power represented at the Special General Meeting in person or by proxy or ballot, as the case may be, and voting thereon.

Pursuant to Section 239 (b) of the Companies Law, the approval of resolution 3 requires the affirmative vote of a majority of shares present at the Special General Meeting, in person or by proxy or ballot, as the case may be, and voting thereon, provided however, that either (i) the majority vote in favor of the resolution includes the consent of a majority of the shareholders voting power represented at the Special Meeting who are not controlling shareholders of the Company or have a personal interest in the appointment (excluding a personal interest that is not a result of a connection with a controlling shareholder) - abstaining votes not being counted; or (ii) the total shares of the aforementioned shareholders who voted against the resolution do not represent more than two percent (2%) of the voting rights in the Company.

Pursuant to the Company's Articles of Association, in the event that the number of candidates who receive the requisite majority votes exceeds the number of vacancies, then the candidate who receives the higher number of votes shall be so elected, and to the extent two (2) or more of said candidates receive an equal number of votes, then a second vote shall be conducted solely with respect to such candidates.

Pursuant to Sections 270(3), 273(a) of the Companies Law, the approval of resolution 4 requires the consent of the holders of a simple majority of the voting power represented at the Special General Meeting in person or by proxy or ballot, as the case may be, and voting thereon.

Pursuant to Section 272(C1)(1) (also referring to Section 267A (b)) of the Companies Law, the approval of resolutions 5 and 6 requires the affirmative vote of a majority of shares present at the Special 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 Special General Meeting and who are not the controlling shareholders of the Company or shareholders having a personal interest in the approval of resolution 5 or 6 (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. 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 applicable resolution.

This Ballot, the form of Proxy and the Notice to Shareholders 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, Company shall mail same to him/her/it.**

The record date for the right to participate and vote in the Special General Meeting was set as **December 3, 2018** (the "Record Date"). All shareholders at the Record Date 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 Companies Law, shareholders **may** also vote on all matters on the agenda of the Special General meeting by submitting a written ballot with respect thereto (the "Ballot").

The Ballot must be delivered to the registered office of the Company (for the attention of Mr. Yossi Vadnagra, CFO), located at 90 Yigal Alon Street, Ashdar Building, Tel-Aviv, Israel (Tel: #972-3-5633888; Fax: #972-3-6242414) not later than **4 hours** prior to the Special General meeting (i.e. **not later than on December 10, 2018 at 8 a.m. CET/ 9 a.m. Israel time**). For the Ballot to become effective: (i) any shareholder whose shares are registered with the Company's registrar of shareholders must enclose a copy of such shareholder's identity card, passport or certificate of incorporation, as the case may be; and (ii) any shareholder whose shares are registered with Computershare Schweiz AG must enclose a written confirmation from it as to its ownership of the voting shares. Confirmations regarding share registration can be obtained at Computershare Schweiz AG, P.O. Box, 4601 Olten, Switzerland, share.register@computershare.ch, +41 62 205 77 00.

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. Yossi Vadnagra) not later than on **November 30, 2018**. A shareholder submitting the Shareholder Statement, who acts in consort 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 consort. Copies of any Shareholder Statement shall be available at the Company's registered office, on the Company's website at <http://www.shl-telemedicine.com/about-us/investorrelations/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 on **December 6, 2018**.

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. Yossi Vadnagra, must be delivered to the registered office of the Company (for the attention of Mr. Yossi Vadnagra) 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, 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, located at 90 Yigal Alon Street, Ashdar Building, Tel-Aviv, Israel (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. **You are kindly requested to indicate the number of shares held by you representing the aforementioned percentage.**

If within half an hour from the time appointed for the Special General Meeting, a quorum is not present (according to Article 21 of the Articles of Association of the Company and the decision of the Board of Directors), the Special General Meeting shall stand adjourned on **October 25, 2018** at 13:00 (Israel Time), at the same place.

SHL TELEMEDICINE LTD.

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

**SPECIAL GENERAL MEETING OF THE SHAREHOLDERS
WRITTEN BALLOT**

PART II

Company:

Name of the Company:	SHL Telemedicine Ltd.
Address:	90 Igal Alon Street, Ashdar Building, Tel-Aviv, Israel
Company Registration No.:	511149874
Meeting Date and Time:	December 10, 2018 at 13:00 Israel time
Type of Meeting:	Special General Meeting
Record Date:	December 3, 2018

Shareholder:

Name: _____

Israeli ID Number: _____

For a non-Israeli shareholders:

a) **Passport number:** _____

b) **Issued in (indicate country):** _____

c) **Valid until (add date):** _____

For a shareholder who is a corporate entity:

a) **Company Registration No.** _____

b) **State of Incorporation:** _____

Number of Shares: _____

Resolution Number	Manner of vote ¹			With respect to the approval of item 3 - (election of an Independent (external) directors) - pursuant to Sec. 239 (b) – Are you a controlling shareholder? Are you an interested party? Do you have a personal interest in the election? Are you a senior office holder or an institutional investor? ²		With respect to the approval of the Items 5 and 6 (CEO bonus and former CEO bonus) - pursuant to Sections 267A(b) of the Companies Law Are you a controlling shareholder? Do you have a personal interest in the relevant transaction? Are you a senior office holder or an institutional investor? ²	
	Yes	No	Abstained	Yes*	No	Yes*	No
Item 1(a) dismissal of Mr. Wu							
Item 1(b) dismissal of Mr. Su							
Item 1(c) dismissal of Mr. He							
Item 1(d) dismissal of Ms. Qian							
Item 1(e) dismissal of Dr. Lo							

¹ Failure to check this box shall be deemed an abstaining vote.

² In the event you either fail to check this box or mark "yes" but fail to describe the nature of your personal interest or affiliation, your vote shall not be counted. With respect to election of an independent (external) director, you need not mark a personal interest that is not a result of your relationship with a controlling shareholder.

Resolution Number	Manner of vote ¹			With respect to the approval of item 3 - (election of an Independent (external) directors) - pursuant to Sec. 239 (b) – Are you a controlling shareholder? Are you an interested party? Do you have a personal interest in the election? Are you a senior office holder or an institutional investor? ²		With respect to the approval of the Items 5 and 6 (CEO bonus and former CEO bonus) - pursuant to Sections 267A(b) of the Companies Law Are you a controlling shareholder? Do you have a personal interest in the relevant transaction? Are you a senior office holder or an institutional investor? ²	
	Yes	No	Abstained	Yes*	No	Yes*	No
Item 1(f) dismissal of Ms. Shecter							
	Yes	No	Abstained				
Item 2 (i) (a) Election of Mr. Shalev							
Item 2 (i) (b) Election of Mr. E. Alroy							
Item 2 (i) (c) Election of Mr. Y. Alroy							
Item 2 (i) (d) Election of Mr. Nachtomy							
Item 2 (ii) Election of Mr. Carthy							
	Yes	No	Abstained	Yes*	No	Yes*	No
Item 3 (1) Election of Ms. Ruth Gal as Independent (external) Director							

Resolution Number	Manner of vote ¹			With respect to the approval of item 3 - (election of an Independent (external) directors) - pursuant to Sec. 239 (b) – Are you a controlling shareholder? Are you an interested party? Do you have a personal interest in the election? Are you a senior office holder or an institutional investor? ²	With respect to the approval of the Items 5 and 6 (CEO bonus and former CEO bonus) - pursuant to Sections 267A(b) of the Companies Law Are you a controlling shareholder? Do you have a personal interest in the relevant transaction? Are you a senior office holder or an institutional investor? ²
Item 3 (2) Election of Ms. Dvorah Kimhi as Independent (external) Director					
	Yes	No	Abstained	Yes*	No
Item 3 (3) Election of Ms. Nomi Sandhaus as Independent (external) Director					
Item 3 (4) Election of Ms. Eti Vidavsky as Independent (external) Director					

Resolution Number	Manner of vote ¹			With respect to the approval of item 3 - (election of an Independent (external) directors) - pursuant to Sec. 239 (b) – Are you a controlling shareholder? Are you an interested party? Do you have a personal interest in the election? Are you a senior office holder or an institutional investor? ²		With respect to the approval of the Items 5 and 6 (CEO bonus and former CEO bonus) - pursuant to Sections 267A(b) of the Companies Law Are you a controlling shareholder? Do you have a personal interest in the relevant transaction? Are you a senior office holder or an institutional investor? ²	
	Yes	No	Abstained	Yes*	No	Yes*	No
Item 4 options to Ms. Shechter							
Item 5– CEO 2017 annual bonus							
Item 6– retirement bonus to former CEO							

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