

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

PROXY FOR THE ANNUAL GENERAL MEETING OF SHAREHOLDERS

The undersigned hereby appoints Mr./Ms. \_\_\_\_\_, Israeli ID No. \_\_\_\_\_, as the undersigned's proxy ("Undersigned's Proxy") for the purpose of the Annual General Meeting of the Shareholders of the Company, to be held on **February 8, 2024 at 17:00** (Israel time) at the Company's registered office, located at 90 Yigal Alon Street, Ashdar Building, Tel-Aviv, and at any adjournment thereof (the "Meeting"), and hereby authorizes the aforementioned proxy to represent the undersigned in the Meeting and any adjourned meeting and either:

to vote [\_\_\_\_\_] out of [\_\_\_\_\_] of the ordinary shares of the Company registered in the name of the undersigned or on its behalf with Computershare Schweiz AG in all votes taken at the Meeting or any adjournment thereof according to the undersigned's following instructions:

Resolution Number	Manner of Vote <sup>1</sup>			Are you a "controlling shareholder" or do you have a "personal interest" <sup>2</sup> in the resolution? <sup>3</sup>	
	Yes	No	Abstained	Yes*	No
<b>Proposal 1</b> – To amend the Company's Articles of Association to increase the maximum number of directors who can serve on the Board at any one time from nine (9) to ten (10).				X	X
<b>Proposal 2</b> – To reelect the Company's six current directors (excluding its two external directors, whose terms of office are not expiring at the Meeting and who are not up for reelection at the Meeting), each as a member of the board of directors of the Company, to serve until the next annual meeting of shareholders and until his or her successor has been duly elected and qualified or until his or her office is vacated in accordance				X	X

<sup>1</sup> Failure to check this box shall be deemed an abstaining vote.

<sup>2</sup> As each such term is defined in the Israeli Companies Law and as described in the Proxy Statement for the Annual General Meeting.

<sup>3</sup> In the event you either fail to check this box or mark "yes" but fail to describe the nature of your personal interest, your vote shall not be counted.

with the Company's Articles of Association or the Israel Companies Law, 5759-1999 (a separate vote will be conducted with respect to approval of the resolution for each of the director-nominees):				X	X
(1) Mr. Yariv Alroy				X	X
(2) Mr. Ehud Barak				X	X
(3) Mr. David Salton				X	X
(4) Mr. Erez Alroy				X	X
(5) Professor Amir Lerman				X	X
(6) Mr. Erez Nachtomy				X	X
<b>Proposal 3</b> – To elect Ido Nouberger as a member of the board of directors of the Company, to serve until the next annual meeting of shareholders and until his successor has been duly elected and qualified or until his office is vacated in accordance with the Company's Articles of Association or the Israel Companies Law, 5759-1999.				X	X
<b>Proposal 4</b> – To elect Nir Rotenberg as a member of the board of directors of the Company, to serve until the next annual meeting of shareholders and until his successor has been duly elected and qualified or until his office is vacated in accordance with the Company's Articles of Association or the Israel Companies Law, 5759-1999.				X	X
<b>Proposal 5</b> – To approve the Company's Compensation Policy for officers and directors for an additional period of three years from the date of the Meeting, with certain changes thereto.					
<b>Proposal 6</b> – To approve the reappointment of Kost Forer Gabbay & Kasierer, a member of Ernst & Young Global, as the Company's independent registered public accounting firm for the year ending December 31, 2023 and until the next annual meeting of shareholders, and to authorize the Board, upon recommendation of the audit committee, to fix the				X	X

remuneration of said independent registered public accounting firm.					
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\*Please describe: \_\_\_\_\_

\_\_\_\_\_

**OR:**

to authorize the Undersigned's Proxy to vote [\_\_\_\_\_] out of [\_\_\_\_\_] of the ordinary shares of the Company registered in the name of the undersigned or on its behalf with Computershare Schweiz AG in all votes taken at the Meeting or any adjournment thereof, according to the Undersigned's Proxy's sole and absolute discretion. **In respect of Proposal 5 (approval of the Company's Compensation Policy for officers and directors for an additional period of three years from the date of the Meeting, with certain changes thereto), are you a "controlling shareholder" or do you have a "personal interest"<sup>1</sup> in the resolution?<sup>2</sup>**

Yes  No

\*Please describe:

\_\_\_\_\_

\_\_\_\_\_

The appointment of the aforementioned proxy will not affect the undersigned's right to vote in person, if it is present at the respective meeting.

\_\_\_\_\_

(Full name of Person registered with Computershare Schweiz AG)

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

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

Number of Shares: \_\_\_\_\_

\_\_\_\_\_

<sup>1</sup> As each such term is defined in the Israeli Companies Law and as described in the Proxy Statement for the Annual General Meeting.

<sup>2</sup> In the event you either fail to check this box or mark "yes" but fail to describe the nature of your personal interest, your vote shall not be counted.

\* When signing as attorney, executor, administrator, trustee or guardian, please state your title as such. If a corporation, please sign in full corporate name by president or another authorized officer. If a partnership, please sign in partnership name by authorized person.