

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

**ANNUAL GENERAL MEETING OF THE SHAREHOLDERS**  
**UPDATED WRITTEN BALLOT**

**February 2<sup>nd</sup>, 2016**

**Updated Written Ballot with respect to Certain Matters on the Agenda of the Company's**  
**Annual Meeting of Shareholders**

**PART I**

This updated 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 certain matters on the agenda of the Annual General Meeting of the Shareholders to be held on **February 24, 2016** (the "Annual Meeting" or "AGM"), or at any adjournment thereof, pursuant to the accompanying Updated Notice of Annual Meeting of Shareholders (the "Notice"). This updated Ballot replaces any form of written ballot previously published by the Company.

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

The Annual Meeting will be held on **February 24, 2016 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 only be used to vote on matters 3, 4 and 5, as well as 6 (to the extent a vote is legally required) on the agenda below. **To vote on matter 2 you should attend the Annual Meeting in person or by the Proxy** enclosed to the Notice, or which may be obtained at the Company's registered office, from SIX SAG AG, Baslerstrasse 100, CH-4601 Olten, Switzerland or at Company's website (as set forth below).

Pursuant to Section 5B of the Israeli Companies Regulations (Notice of General Meeting and Class Meeting in a Public Company and Addition of Items to the Agenda) – 2000, and further to the notice of the AGM published on January 20, 2016, below the updated agenda of the Annual Meeting:

1. Presentation and discussion of the Company's financial statements for the fiscal year ending December 31, 2014, as approved by the Board of Directors of the Company (the "Board") on March 24, 2015.
2. The re-appointment of Kost, Forer, Gabbay & Kasierer (members of Ernst & Young Global) as the external auditors of the Company (including for the fiscal year 2015), to serve until the next annual general meeting of the Company, and authorization to the Board to determine the remuneration of such external auditors and the other terms and conditions of their engagement. **Kindly note that vote with respect to this matter may not be done by using this Ballot. You may either attend in person or provide your vote on this item by filling out the attached proxy.**

Proposed Resolution:

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

*“RESOLVED:*

*To approve the re-appointment of Kost, Forer, Gabbay & Kasierer (members of Ernst & Young Global) as the external auditors of the Company (including for the fiscal year 2015), to serve until the next Annual General Meeting of the Company, and to authorize the Board of Directors to determine the remuneration of such external auditors and the other terms and conditions of their engagement.”*

3. Election of directors: election of up to **seven (7)** directors to the Board out of eight (8) proposed candidates, who shall serve as directors of the Company until the next annual general meeting of the shareholders of the Company. The current candidates are: (a) Mr. Amnon Sorek; (b) Mr. Eli Alroy; (c) Mr. Uzi Blumensohn; (d) Mr. Eyal Bakshi; (e) Dr. Amir Lerman; (f) Mr. Elon Shalev; (g) Mr. Erez Alroy; and (h) Mr. Ziv Carthy.

The following candidates are currently already serving as Board members: Mr. Sorek (since November 27, 2014), Mr. Eli Alroy (since April 26, 2015), Mr. Blumensohn (since December 3, 2015), Mr. Shalev (since 1987) and Mr. Carthy (since 1997). Mr. Bakshi, Dr. Lerman and Mr. Erez Alroy are new candidates for the position.

Mr. Sorek is currently serving as a member of the Company's Audit Committee and Financial Statements Committee (together with the Company's external directors). Mr. Eli Alroy is currently serving as a member of the Company's Compensation Committee (together with the Company's external directors).

The vote with respect to each of the above shall be conducted separately. 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 those candidates who receive 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.

The director nominees have submitted to the Company the declarations required pursuant to Sec. 224b of the Israeli Companies Law – 1999 (the “Companies Law”) with respect to fulfilling the legal requirements to serve as directors of the Company, including as Independent directors, as the case may be.

For more details regarding biographies of candidates who are currently serving as board members, please go to <http://www.shl-telemedicine.com/investors-relations/shl-board/>.

Biographies of newly proposed candidates are attached to the Notice as Exhibit A (available at Company's website at <http://www.shl-telemedicine.com/about-us/investorrelations/general-meeting>).

4. Approval of the payment of monetary compensation to the Company's Chairman of the Board, as elected by the Board following the AGM, effective as of the time of such election and for as long as such person serves as Chairman of the Board (instead of and not in addition to regular director compensation (to the extent approved)); and all provided that

such Chairman is not a controlling shareholder of the Company or such controlling shareholders' relative (as such terms are defined under the Companies Law) and further provided that the payment of the proposed Chairman Compensation would not otherwise constitute a transaction under Section 270(4) of the Companies Law.

Further information with respect to item 4:

Pursuant to Sections 270(3) and 273(a) of the Companies Law, a transaction of a public company with its director with respect to such director's terms of office must be approved by the Compensation Committee, the Board and the Company's general meeting of shareholders, and the approval of the Compensation Committee and the Board must be in accordance with the Compensation Policy of the Company. Both the Compensation Committee and the Board previously so approved the payment of a monthly compensation of NIS 20,000 (plus VAT, if such compensation is paid to an entity controlled by the Chairman at his/ her request) to the Chairman of the Board as elected by the Board following the AGM, effective as of the time of such election, and for as long as such person serves as Chairman of the Board, subject to receipt of shareholder approval.

Proposed Resolutions:

It is proposed that at the Annual Meeting, the following resolutions be adopted:

*“RESOLVED:*

*To approve, further to approval by the Compensation Committee and the Board of Directors of the Company, a monthly compensation of NIS 20,000 (plus VAT, if such compensation is paid to an entity controlled by the Chairman at his/ her request) to the Chairman of the Board, as elected by the Board following the AGM (the “Chairman Compensation”), effective as of the time of such election and for as long as such person serves as Chairman of the Board, all pursuant to Sections 270(3), 273(a) of the Companies Law, which Chairman Compensation shall be instead of any “regular” director compensation (to the extent approved); and all provided that such Chairman is not a controlling shareholder of the Company or such controlling shareholders' relative (as such terms are defined under the Companies Law) and further provided that the payment of the proposed Chairman Compensation would not otherwise constitute a transaction under Section 270(4) of the Companies Law; and  
That the aforesaid resolution is in the best interest of the Company.”*

5. Approval of Option Grant to Mr. Ziv Carthy, a director of the Company.

Further information with respect to item 5:

Mr. Ziv Carthy, a director of the Company, first requested to be granted the same amount of options as other directors (i.e. 18,000 options to purchase Ordinary Shares of the Company) as of December 4, 2013, but has not yet been granted such options. A transaction of a public company with its director with respect to such director's terms of office must be approved by the Compensation Committee, the Board and the Company's general meeting of shareholders, and the approval of the Compensation Committee and the Board must be in accordance with the Compensation Policy of the Company (Sections 270(3), 273(a) of the Companies Law). The Compensation Committee and the Board previously so approved that Mr. Carthy be granted such options as of the AGM, with a vesting schedule commencing

retroactively as of December 4, 2013 and with an exercise price equal to the one applicable at that time (i.e. CHF 7.41).

Proposed Resolutions:

It is proposed that at the Annual Meeting, the following resolutions be adopted:

*“RESOLVED:*

*To approve, further to approval by the Compensation Committee and the Board of Directors of the Company, the grant to Mr. Ziv Carthy, a director of the Company, of 18,000 options to purchase 18,000 ordinary shares of the Company, under Section 3(9) or 102 of the Israeli Tax Ordinance pursuant to the capital gains route, as the case may be, under the Company's 2015 Executive and Key Employee Israeli Share Option Plan (the “Plan” and the “Carthy Options”, respectively), as of the Annual General Meeting, with a vesting schedule commencing retroactively as of December 4, 2013 and an exercise price of CHF 7.41, subject to the Company's procurement of all approvals and permits required by applicable law or regulatory authorities having jurisdiction over the Plan, the Carthy Options and the shares issued pursuant to it, and subject to the completion of any procedure required by applicable law; all pursuant to Sections 270(3) and 273(a) of the Companies Law; and*

*That the aforesaid resolution is in the best interest of the Company.”*

6. Approval of compensation to Mr. Uzi Blumensohn, a director of the Company, for the time period from his election on December 3, 2015 until this AGM (only to the extent legally required).

The Company's shareholders are hereby notified that the Company's Compensation Committee and Board previously approved a compensation to Mr. Blumensohn for his service as a director during the time period from December 3, 2015 (the date of his first election) until this AGM, which is the same compensation as that previously granted to other directors, namely reimbursement of reasonable expenses plus: (a) an annual fee paid for each fiscal year (or portion thereof on a pro rata basis) during which a person serves as a director of NIS 57,253, being an amount between the "set" amount and the "maximum" amount stipulated under the Companies Regulations (Rules for Remuneration and Expenses for an External Director) 2000 (the “Remuneration Regulations”), based on the Company's respective rank, as determined in accordance with the Remuneration Regulations, based on the Company's shareholders' equity as it appears in its audited balance sheet for the preceding year; such amount to be CPI linked pursuant to the Remuneration Regulations; (b) a participation fee in the “set” amount, all as stipulated under the Remuneration Regulations, which is paid for the participation (including via teleconference or a resolution in writing) of the director in each meeting of the Board or any committee thereof, such amount to be CPI linked pursuant to the Remuneration Regulations, and with respect to both (a) and (b) plus applicable VAT in the event such remuneration is paid to a corporate entity; and (c) insurance and an undertaking to indemnify by the Company identical to the insurance and undertaking to indemnify given to all other directors and office holders of the Company (together, the “Director Compensation”). The Board of Directors and the Compensation Committee determined that the Director Compensation does not exceed the maximum amount provided under Sections 4, 5 and 7 of the Remuneration Regulations, and the Director Compensation is therefore exempt from shareholder approval pursuant to Section 1A(2) of the Companies Regulations (Interested Party Relieves) – 2000. In the event one or

more shareholders of the Company, holding at least 1% of the issued and outstanding share capital or the voting rights in the Company object in writing to the grant of the aforesaid exemption to shareholder approval, such objection to be delivered to the Company **no later than 14 days from the date of notice of the shareholder meeting (i.e. February 3, 2016)**, then the Director Compensation will additionally be subject to shareholder approval pursuant to Sections 270(3), 273(a) of the Companies Law.

PLEASE NOTE THAT IN THE EVENT NO OBJECTION(S) IN ACCORDANCE WITH THE FOREGOING ARE DELIVERED TO THE COMPANY, NO SHAREHOLDER APPROVAL WILL BE REQUIRED FOR THE APPROVAL OF THE DIRECTOR COMPENSATION TO MR. BLUMENSOHN AND ACCORDINGLY, NO VOTE WILL BE CONDUCTED AT THE ANNUAL MEETING WITH RESPECT THERETO. NO ADDITIONAL NOTICE WILL BE PROVIDED TO SHAREHOLDERS IN THE EVENT A VOTE ON THIS ITEM SHALL NOT BE REQUIRED.

Proposed Resolutions:

It is proposed that at the Annual Meeting, the following resolutions be adopted (only to the extent legally required):

*“RESOLVED:*

*Further to approval by the Compensation Committee and the Board, to approve and authorize in all respects the Director Compensation to Mr. Blumensohn (or an entity controlled by him, at his request), for the time period from Mr. Blumensohn’s election on December 3, 2015 and until the AGM; and*

*That the aforesaid resolutions are in the best interest of the Company.”*

The approval of all resolutions (items 2 to 5, as well as 6 (if a vote is required)) requires the consent of the holders of a simple majority of the voting power represented at the Annual Meeting in person or by proxy or ballot, as the case may be, and voting thereon.

The full versions of the resolutions proposed for the Annual Meeting and the underlying materials referenced hereunder are available for inspection 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) or at the Company’s Swiss investor relations representative, The Investor Relations Firm AG, located at Raemistrasse 4, 8024 Zurich, Monday to Friday, between 9:00 to 17:00 (CET). 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.

For details regarding the compensation of the Company’s senior management, please refer to page 41 of the 2014 Corporate Governance Report, posted on the Company’s website at [www.shl-telemedicine.com](http://www.shl-telemedicine.com).

The record date for the right to participate and vote in the Annual Meeting was set as **January 27, 2016** (the “Record Date”).

The Ballot must be delivered to the registered office of the Company (for the attention of Mr. Eran Antebi) or to SIX SAG AG, Baslerstrasse 100, CH-4601 Olten, Switzerland (for the attention of

Mr. Adriano Aversa) not later than **4 hours** prior to the Annual Meeting (i.e. **not later than on February 24, 2016 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 SAG must enclose a written confirmation from SAG as to its ownership of the voting shares.

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. Eran Antebi) or to SIX SAG AG, Baslerstrasse 100, CH-4601 Olten, Switzerland (for the attention of Mr. Adriano Aversa) not later than on **February 14, 2016**. 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> and such can also be obtained at the offices of SIX SAG AG, Baslerstrasse 100, CH-4601 Olten, Switzerland, 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, on the Company's website and at the offices of SIX SAG AG (as stated above), no later than on **February 19, 2016**.

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. Eran Antebi, must be delivered to the registered office of the Company (for the attention of Mr. Eran Antebi) or to SIX SAG AG, Baslerstrasse 100, CH-4601 Olten, Switzerland (for the attention of Mr. Adriano Aversa) not later than **24 hours** prior to the Annual Meeting. Any such shareholder submitting a Cancellation Notice may only vote by attending the Annual 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 Annual 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 Annual 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 Annual Meeting shall stand adjourned on **March 2, 2016** at 13:00 (Israel Time), at the same place.

SHL TELEMEDICINE LTD.

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

**ANNUAL GENERAL MEETING OF THE SHAREHOLDERS  
UPDATED 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:** February 24, 2016 at 13:00. (Israel time)  
**Type of Meeting:** Annual General Meeting  
**Record Date:** January 27, 2016

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

**VOTE:**

<b>Resolution Number</b>	<b>Manner of vote<sup>1</sup></b>		
	<b>Yes</b>	<b>No</b>	<b>ABS</b>
<b>Item 3 (a) Election of Mr. Amnon Sorek as a director</b>			
<b>Item 3 (b) Election of Mr. Eli Alroy as a director</b>			
<b>Item 3 (c) Election of Mr. Uzi Blumensohn as a director</b>			
<b>Item 3 (d) Election of Mr. Eyal Bakshi as a director</b>			
<b>Item 3 (e) Election of Dr. Amir Lerman as a director</b>			
<b>Item 3 (f) Election of Mr. Elon Shalev as a director</b>			
<b>Item 3 (g) Election of Mr. Erez Alroy as a director</b>			
<b>Item 3 (h) Election of Mr. Ziv Carthy as a director</b>			
<b>Item 4 Approval of Chairman Compensation</b>			
<b>Item 5 Approval of Options to Mr. Ziv Carthy</b>			
<b>Item 6 Approval of Director Compensation to Mr. Blumensohn (only to the extent a vote is legally required)</b>			

SHL TELEMEDICINE LTD.

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