



NOTICE OF EXTRAORDINARY GENERAL MEETING

The Extraordinary General Meeting of G Medical Innovations Holdings Ltd. will be at the physical location of the Chairman and virtually held on November 15, 2022, commencing at 5:00pm (Israel time)

G Medical Innovations Holdings Ltd. (the “Company”) strongly encourages all shareholders (the “Shareholders”) to vote by directed proxy for the extraordinary general meeting (the “Meeting”). Proxy Forms for the meeting should be lodged before 12:00pm (Israel time) on November 10, 2022. The Company has made arrangements for Shareholders who wish to remotely participate in the Meeting via teleconference:

Virtual meeting room:

<https://zoom.us/j/92170654740?pwd=SEErQU9PbGYxclFxc1I0RnFEaDZXdz09>

Teleconference:

+13602095623,,92170654740#,,,,*023390# US

+13863475053,,92170654740#,,,,*023390# US

Find your local number: <https://zoom.us/u/alfqLEqkq>

Meeting ID: 921 7065 4740

Passcode: 023390

Please note that Shareholders who participate electronically will not be considered present at the meeting for the purposes of voting, and note that all Shareholders participating in such manner will be able to communicate with each other simultaneously and instantaneously.

If the above arrangements with respect to the Meeting change, Shareholders will be updated via the Company’s website at www.gmedinnovations.com.

This notice (the “Notice”) should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

A poll will be called on all resolutions being considered at this Meeting.

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (“**EGM**”) of G Medical Innovations Holdings Ltd. (the “**Company**”) will be held at the physical location of the Chairman and virtually on November 15, 2022 at 5:00pm (Israel time).

The Company proposes to make amendments to the resolutions described under the Notice and Proxy Materials circulated to all shareholders on or about October 31, 2022 as follows: to update (1) the share consolidation ratio from every 30 shares of par value \$0.09 each be consolidated into 1 share of par value \$2.70 each, as originally proposed, to every 35 shares of par value \$0.09 each be consolidated into 1 share of par value \$3.15 each; (2) the authorized share capital of the Company be increased by the sum of \$90,000,000 by the creation of 33,333,333.333 shares of par value \$2.70 per share, as originally proposed, to the authorized share capital of the Company be increased by the sum of \$135,000,000 by the creation of 42,857,142.86 shares of par value \$3.15 per share; and (3) the amended and restated memorandum and articles of association reflect the foregoing actions to be voted in agenda items 1 and 2. Consequently, the Exhibit A under Resolution 3 will be updated to reflect such changes.

The Company confirms that such amendments are consistent with its current memorandum and articles of association in effect, including Article 27.11 therein. The Company also confirms that notice in writing has been lodged with its registered office via email and the Chairman of the EGM decided that such amendments should be considered and voted on at the EGM.

The EGM will be held for the following purposes:

- 1) To consider and, if thought fit, to pass with or without amendment, as an ordinary resolution the following:

“That, all ordinary shares (issued and unissued) of the Company (the “Shares”) be consolidated on the basis that every 35 Shares of par value US \$0.09 each be consolidated into 1 Share of par value US \$3.15 each, such that the authorised share capital of the Company following such consolidation is US \$180,000,000 divided into 57,142,857.14 Shares of a par value of US \$3.15 each, with such consolidation to take effect in accordance with the timetable detailed in the explanatory memorandum, and where such consolidation results in a fraction of a Share being held, the Company be authorised to deal with the Shares representing the fractions (including rounding-up, rounding-down, repurchasing or selling those to any person) in accordance with the explanatory memorandum and the articles of association.”

- 2) To consider and, if thought fit, to pass with or without amendment, as an ordinary resolution the following:

“That, the authorised share capital of the Company be increased by the sum of US \$135,000,000 by the creation of 42,857,142.86 Shares of a par value of US \$3.15 each such that the total authorised share capital of the Company is US \$315,000,000 divided into 100,000,000 Shares of par value US \$3.15 each. Such Shares each having the rights in accordance with the then memorandum and articles of association of the Company.”

3) To consider and, if thought fit, to pass with or without amendment, as a special resolution the following:

“That, the memorandum and articles of association of the Company be amended and restated by the deletion in their entirety and by the substitution in their place of the amended and restated memorandum and articles of association, substantially in the form attached hereto as Exhibit A.”

The Board of Directors of the Company has fixed the close of business on October 24, 2022 as the record date (the “**Record Date**”) for determining shareholders entitled to receive notice of the EGM. As of the Record Date, there were 29,068,162 ordinary shares issued and outstanding and entitled to vote at the EGM.

ANY SHAREHOLDER ENTITLED TO ATTEND AND VOTE AT THE EGM IS ALSO ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF THE SHAREHOLDER. TO BE EFFECTIVE, A VALIDLY EXECUTED PROXY FORM MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS PRIOR TO THE COMMENCEMENT OF THE MEETING IN ACCORDANCE WITH THE INSTRUCTIONS SET OUT IN THIS NOTICE AND PROXY STATEMENT.

Whether or not you plan to attend the EGM, you are urged to promptly review, complete and return the proxy. The full proxy materials, including an electronic version of this Notice of Extraordinary General Meeting, are available to you to at <https://gmedinnovations.com/investors#irm-content>. Return of your proxy does not deprive you of your right to attend the EGM or to revoke the proxy.

By Order of the Board of Directors,

/s/ Kenneth R. Melani

Kenneth R. Melani
Chairman of the Board of Directors
November 9, 2022