

Date: October 4, 2021

To: Tender Participants

**E-Tender (Online) No. 15/21 A Framework Tender for the Supply, Integration, Operation and Maintenance for a MTMS (Metropolitan Traffic Management System) and its Modules (the "Tender")**

**Clarification Notice no. 9**

Ayalon Highways Co. Ltd. (the "**Company**") is hereby publishing a clarification to the Tender Documents, as follows.

1. The authorized dealer certificate ("Osek Murshe") or documents of incorporation, and the current extract from the Corporate Registry / Partnership Registry, that the Bidder or proposed subcontractor must submit (according to Section 10.1.1 of Document A and Section 1 of Appendix 7a in Document A, respectively) are documents from its country of incorporation. If the Bidder or proposed subcontractor is not an Israeli entity and has already registered to do business in Israel, then such registration certification should be submitted as well. If the Bidder/subcontractor intends to register to do business in Israel at a later date (only after being awarded a Specific Task, as per answer no. 4 in Clarification Notice no. 7), the Israeli registration certification shall be provided to the Company at such later date. For the avoidance of doubt, it is further clarified that the registration in Israel requirement of Section 8.1B, is the registration of an **existing** foreign entity to do business in Israel, according to Section 346 of the Israeli Companies Law 5759-1999 or Section 75 of the Partnerships Ordinance [New Version] 5735-1975, and does not require the incorporation of a **new** Israeli entity.
2. The Bidders may (but are not required to) make a handwritten amendment to the "Attorney Affirmation(s)" included in the Tender Documents, as follows (thus eliminating the need to describe to the declarant what are the penalties for perjury under Israeli law):

"I the Undersigned \_\_\_\_\_, Attorney at Law, from \_\_\_\_\_ Street, hereby affirm that on the date \_\_\_\_\_ appeared before me in my office Mr./Mrs. \_\_\_\_\_, authorized to sign on behalf of the Subcontractor, and identified by means of an identity card no. \_\_\_\_\_, and after warning him/her to declare the truth and ~~that he/she will be subject toof the~~ penalties prescribed by law if he/she does not do so, affirmed the veracity of the affidavit above and signed before me.

\_\_\_\_\_  
The Attorney's Signature and Stamp

3. Section 8.8 of Document A regarding the submission of a Proposal as a Joint Venture – The signatures of all members do not have to appear on the same execution page (the execution may be in counterparts), and different attorneys may confirm the signature of each member of the Joint Venture.
4. Section 10.3 of Document A requires the Bidders to sign and attach to their proposal all Tender Documents (as defined in Section 2.1). In accordance with answer no. 2 in Clarification Notice no. 7 it is hereby clarified that the Bidders are required to sign and attach the **revised** Framework Agreement (clean version) to their proposal. In addition, the Bidders are required to sign and attach to their proposal all the Clarification Notices published by the Company.

5. Appendix 1 of Document A – without derogating from the Company's right to request further information, the holding structure diagram submitted as part of the Proposal may omit holdings of shareholders who hold less than 1%, or less than 5% in case of a publicly traded company.

**This document is integral part of the Tender Documents, and the Participant is requested to attach a signed copy thereof to its Proposal.**

Name of Participant: \_\_\_\_\_

Participant's Signature: \_\_\_\_\_

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