LIST OF ATTACHMENTS TO THE INVITATION TO PRE-QUALIFY TENDER NO. 41601

Attachment Attachments A: Participant

Attachment A1 Structure and Organization of the Participant

Attachments B: Parent Company

Attachment B1 Structure and Organization of the Parent Company
Attachment B2 Parent Company's Declaration, Warranty and

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Attachments C: Compliance With The Financial Pre-Qualification Requirements

Attachment C1 Certificate with respect to Sections 4.1, 4.2 and 4.3 (or

4.3A) of the Invitation to Pre-Qualify signed by the

Chief Financial Officer of the relevant entity

Attachment C2 CPA Certificate with respect to Section 4.4 of the

Invitation to Pre-Qualify

Attachment C3 Certificate with respect to Section 4.5 of the Invitation to

Pre-Qualify signed by the Chief Financial Officer of the

relevant entity

Attachment C4 The Financial Statements of the relevant entity with

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Attachment C5 CPA Certificate with respect to Sections 4.1, 4.2 and 4.3

(or 4.3A) of the Invitation to Pre-Qualify

Entity Incorporated in Israel

Attachment C6 Affidavit pursuant to the Public Entities Transactions

Law, 5736-1976

Attachments D: Compliance With The Technical Pre-Qualification Requirements

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authorized signatory of the Participant or Affiliate

Attachment D2 Customer Confirmation(s) respect to Section 7.1 of the

Invitation to Pre-Qualify signed by Customer's

authorized signatory

Attachment D3 Declaration of Participant or Affiliate with respect to

Section 7.1.3(b) of the Invitation to Pre-Qualify signed by the authorized signatory of the Participant or Affiliate

<u>Attachment Attachments E: Signature Form:</u>

Attachment E1 Submission Signature Form

Attachments F: Affiliate

Attachment F1 Declaration pursuant to Section 9.1 of the Invitation to

Pre-Qualify

Attachment F2 Structure, Organization and Works of the Affiliate

Attachment F3 Appointment of the Affiliate

Attachments G: Joint Project

Attachment G1 Declaration pursuant to Section 11.1 of the Invitation to

Pre-Qualify

ATTACHMENTS A

PARTICIPANT

* All Participants shall submit this <u>Attachment A1</u>.

Structure and Organization of the Participant

1. **Structure And Organization**

Participant shall provide the following information with respect to the Participant:

1.1 General Details

- 1.2 Participant's organizational structure
- 1.3 Participant's ownership structure
- 1.4 Names and positions of key personnel who shall be involved in the Works (including C.V.)

2. Authorized Representative of the Particip	Dan	l
----------------------------------------------	-----	---

The Participant's authorized representative	as per Section 1315.7	of the
Invitation to Pre-Qualify is	_, who serves as	_ of the
Participant.		
[Note: please specify name and title]		

ETCS L2 On Board Project Invitation to Pre-Qualify

ATTACHMENTS B

PARENT COMPANY

Attachment B1*

Structure and Organization of the Parent Company

Participant shall provide the following information with respect to the Parent Company:

1. Entity requesting to comply with the applicable Financial Pre-Qualification Requirements through its Parent Company

The entity requesting to comply with the applicable Financial Pre-Qualification Requirements through its Parent Company is the Company specified in **Attachment A1**.

2. **General Information**

2.1 Details

Name of the Parent Company	
Number and country of registration	
Date of establishment of the Parent Company	
Address	
Telephone number	
Facsimile number	
Registered office address	
E-mail Address	
Website	
General Description of the Parent Company (company's activities)	

- 3. Parent Company's organizational structure
- 4. Parent Company's ownership structure

^{*} This <u>Attachment B1</u> shall be submitted with respect to a Participant requesting to comply with the applicable Financial Pre-Qualification Requirements through a Parent Company as per Section 6 of the Invitation to Pre-Qualify.

Attachment B2*

* This <u>Attachment B2</u> shall be submitted with respect to an entity requesting to comply with the applicable Financial Pre-Qualification Requirements through a Parent Company as per Section 6 of the Invitation to Pre-Qualify.

Parent Company's Declaration, Warranty and Undertaking

Israel Railways Ltd. ("**ISR**") Tel Aviv Central Train Station – Savidor (Arlozorov), Tel-Aviv, Israel

In connection with the Invitation to Pre-Qualify for Tender No. 41601 published by ISR, we the undersigned hereby irrevocably and unconditionally declare, warrant and undertake towards ISR as follows:

- 1. We, _______, a company duly incorporated and validly existing under the laws of ______, and having our offices at _______ (the "Parent Company"), are the Controlling shareholders ("Controlling" shall have the meaning ascribed thereto in the Invitation to Pre-Qualify to which this Attachment B2 is attached) of ______ (the "Controlled Company").
- 2. We have carefully read and fully understood the contents of the Pre-Qualification Documents in their entirety.
- 3. We understand that the Controlled Company desires to demonstrate its compliance with the applicable Financial Pre-Qualification Requirements through us, and we fully agree to that and to the submission of our Financial Statements and other relevant financial information, as may be required by ISR for such purpose.
- 4. We hereby create an unlimited, irrevocable and unconditional guarantee (the "Parent Undertaking") in favor of ISR, to fully and timely cover any and all of the Controlled Company's financial liabilities, undertakings and obligations, whether present or future, with respect to the Tender, the Agreement, the Works and the Project (including but without limitation the indemnification of ISR pursuant to the Tender documents, the payment to ISR of all damages and the provision to ISR of all guarantees that may be required under the Agreement).
- 5. The validity of the Parent Undertaking and/or its extent shall not be affected by and/or prejudiced due to any change and/or amendment in the Tender documents (including but without limitation the Agreement) and we hereby confirm our consent and willingness to any such change and/or amendment and we shall remain guarantors and liable for all the Controlled Company's financial liabilities, undertakings and obligations as the same may be changed and/or amended from time to time.
- 6. We hereby undertake to deliver to ISR any information, including any financial information, which may be required at any stage during the Tender process, and to sign any document deemed by ISR to be required as part of the Parent Undertaking.
- 7. Without derogating from the provisions of Section 1214 of the Invitation to Pre-Qualify, we hereby undertake to keep in strict confidence, not to disclose and not to make any use of any information and data, in any form or media, partial or complete, that was made known to us as a result of, or in connection with, the Tender.
- 8. We understand that by allowing the Controlled Company to demonstrate the applicable Financial Pre-Qualification Requirements through us and by accepting the Parent

Undertaking, ISR agrees to rely on our financial strength. Accordingly, the Parent Undertaking shall remain in full force and effect notwithstanding any change in our holdings in the Controlled Company and/or any other change in our relationship with the Controlled Company (including, for the removal of doubt, in the event that we will sell or otherwise dispose of any or all of our holdings in the Controlled Company), unless ISR, at its sole and absolute discretion, discharges us from the Parent Undertaking by a written instrument specifically referring to the provisions of this Declaration, Warranty and Undertaking. Further, the Parent Undertaking shall remain in full force and effect even if the Controlled Company's legal status is changed in any way, including but without limitation by merger, liquidation and winding up, or if we cease to Control the Controlled Company.

cease to Control the Controlled Company. 9. Any capitalized terms used but not defined herein shall have the meanings ascribed to them in the Invitation to Pre-Qualify. Parent Company: _____ By its authorized signatory Name: _____ Title: _____ The undersigned, as legal counsel to the above Parent Company, hereby confirms that this document has been signed on behalf of the Parent Company by authorized signatories whose signatures are binding upon the Parent Company and that the Parent Company is the Controlling shareholder of the Controlled Company. Sincerely, Attorney's signature:_____ Name of Attorney: License number: Telephone:

ATTACHMENTS C

COMPLIANCE WITH THE FINANCIAL PRE-QUALIFICATION REQUIREMENTS

Name of the Participant

Name of Parent Company (if applicable)

<u>Attachments C: Compliance With The Financial Pre-Qualification</u> <u>Requirements</u>

Attachment C1

The CFO of the Participant or of the Parent Company (as applicable) shall complete this form in accordance with Sections 4.1, 4.2 and 4.3 (or 4.3A) of the Invitation to Pre-Qualify.

Parent Company's holdings in Participant (if applicable)	the	
Accounting Principles of the au		
Financial Statement for the Refe Fiscal Years (as described in Section		
of the Invitation to Pre-Qualify)	3.1.2	
to the survey	I	
Fiscal Year ((t-2) (t-1)	t Calculation
[Note: Financial data will be presented in	EURO currency as descri	ibed in Section 3.1.3 of the Invitation to Pre-Qualify]
(1) Equity (as defined in Section 4.1 of the Invitation to Pre-Qualify)		
(2) Weighted Average Annual		WAAR = (Rt*3+Rt-1*2+Rt-2) /
Revenue (WAAR) (as		6
defined in Section 4.2 of the Invitation to Pre-		
Qualify)		Result =
(3) Weighted Average Annual		WACF = (CFt*3+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*2+CFt-1*
Cash Flow From Operating		2) / 6
Activities (WACF) (as defined in Section 4.3 of		
the Invitation to Pre-		Result =
Qualify)		
Participant / Parent Company is to co	mplete at least one o	f the following (4) - (5) [Alternative Financial
Pre-Qualification Requisites if the W		
(4) The Ratio between the		Cash Flow to Equity Ratio =
absolute value of the		WACF / EQt
Weighted Average Annual		W.1202 / 2 Qe
Cash Flow from operating activities (WACF) as		Result =
stated in item (3) above		
and Equity as stated in		
item (1) above (as defined		
in Section 4.3.A.1 of the Invitation to Pre-Qualify)		
invitation to Tie Quality)		
(5) The Ratio between the		WAAD = [(FLt-FAt)*3 + (FLt-1-
Weighted Average Annual Debt (WAAD) <u>and</u> the		FAt-1)*2+(FLt-2-FAt-2)] / 6
Weighted Average Annual		WAAR CETE E TE
EBITDA (WAAE) (as		WAAE = $(Et*3+Et-1*2+Et-2) / 6$
defined in Section 4.3.A.2		Debt to EBITDA Ratio =
of the Invitation to Pre-		

ETCS L2 On Board Project Invitation to Pre-Qualify

Qualify)		(WAAD / WAAE)
		Result =
Participant or the Parent C table above is based on the Participant / Parent Comp	ef Financial Officer of Company), confirms that the Financial Statements of the Repany (circle the applicable) ements set forth in Sections 4 y.	financial information in the eference Fiscal Years of the and is calculated in strict
Chief Financial Officer's Si	gnature:	
Name of Chief Financial O	fficer:	
Address:		-
Telephone:	_	
Date:	_	

The CPA that has audited the Financial Statements of the Participant, Parent Company, and/or Affiliate (as applicable) for Fiscal Year 2014 shall complete this form in accordance with Section 4.4 of the Invitation to Pre-Qualify.

The undersigned, a Certified Public Accou	ntant (CPA) who has audited the Financial
Statement of	(Participant / Parent Company
Affiliate) for Fiscal Year 2014, confirms to	
2014 of the Participant / Parent Company	/ Affiliate (circle the applicable) does not
include a going concern notice or an accounting rules.	equivalent thereof under the applicable
CPA's Signature:	
Name of the CPA:	
Address:	
Telephone:	
Date:	-

	f the Participant, Parents of the With Section 4.5 of	-	•		hall complete this	form
	undersigned,					of ifirms
that as of Affiliate	the Pre-Qualificat (circle the application on or reorganization	ion Subn ole) is no	nission Date, t under any v	the Participant voluntary or involuntary	/ Parent Compoluntary bankr	oany /
Chief Fin	ancial Officer's Sig	gnature: _				
Name of	Chief Financial Of	ficer:				
Address:						
Telephon	e:	_				
Date:						

The Participant (and Parent Company, if applicable) shall attach to this form its audited annual Financial Statements for the Reference Fiscal Years in either English or Hebrew, audited by the CPA, duly signed by the Participant (or Parent Company, as applicable) and the CPA and in accordance with Sections 4.6 of the Invitation to Pre-Qualify.

The CPA that has audited the Financial Statements of the Participant or of the Parent Company (as applicable) for the relevant Fiscal Years shall complete this form.

[This Attachment may be submitted on the CPA's letterhead with strict compliance with the herein below wording of this Attachment C5]

The undersigned, a Certified Public Accountant (CPA), has audited the accompanying statement of financial Pre-Qualification requirements submitted by _______(the Participant or the Parent Company) as part of Attachment C1 (with respect to Sections 4.1, 4.2 and 4.3 (or 4.3A) of the Invitation to Pre-Qualify) (the "Statement").

The Statement is the responsibility of the Participant's / Parent Company's (circle the applicable) management. Our responsibility is to express an opinion on the Statement based on our audits.

We conducted our audits in accordance with Section 3.1.2 of the Invitation to Pre-Qualify. The audit was performed to obtain reasonable assurance about whether the Statement is free of material misstatement. An audit includes examining, on a test basis, of evidence supporting the amounts and disclosures in the Statement. An audit also includes assessing the accounting principles used and significant estimates made by the management, as well as evaluating the overall Statement presentation. We believe that our audit provides a reasonable basis to our opinion.

In our opinion, the Statement presents fairly, in all material respects, the financial data stated therein, on the basis of the Participant's / Parent Company's Financial Statements for the Reference Fiscal Years.

CPA's Signature:	
Name of the CPA: _	
Address:	
Telephone:	
Date:	

Entity Incorporated in Israel

ATTACHMENT C6

Affidavit Pursuant to the Public Entities Transactions Law, 5736-1976

Affidavit pursuant to the Public Entities Transaction Law, 5736-1976

<u>תצהיר בהתאם להוראת סעיף 2ב(ב) לחוק עסקאות גופים ציבוריים, תשל"ו – 1976</u>

		ושא תעודת זהות מספר וי לעונשים הקבועים בחוק	
(להלן: יי הטפק יי)		מנהל בחברת והוסמכתי ליתן תצו	1. הנני משמש כ ח.פ.
זות גופים ציבוריים,	מעתם בחוק עסקא	יים בתצהירי זה, הנם כמש	2. המונחים והביטוי תשלייו – 1976.
ה אליו ביותר משתי	אעו הספק ובעל זיק	מועד ההתקשרות לא הור <i>י</i>	3. הנני מצהיר כי עז
	,	- שעו ביותר משתי עבירות	
	,		לפחות ממועד ההו
חוק עסקאות גופים!	ל פי סעיף 2 (א) כ	נוסף לאישורים הנדרשים ע קיימים בידי וצורפו להצעתי.	
כל האמור לעיל אמת.	ה שמי, זו חתימתי וי	t	
		<u>אישור</u>	
	מרחי	התייצב בפני עוייד	הריני לאשר כי ביום
		המוכר לי באופן	
			זהות מספר
		11110 1112121 1	
		י י לא ייעשה , יילאיין פיייי. ווק אם לא יעשה כן, אישר אר	

ATTACHMENTS D

COMPLIANCE WITH THE TECHNICAL PRE-QUALIFICATION REQUIREMENTS

Compliance with Section 7.1

* This Attachment D1 shall be submitted by each Participant (or its Affiliate). Participant or Affiliate shall fill in the following tables (which should be duplicated if there is more than one customer) and the authorized representative of the Participant or Affiliate, as applicable should sign Attachment D1*:

Experience and Reference List

Participant / Affiliate (circle the applicable) hereby represents that it complies with the technical pre-qualification requirement set forth in Section 7.1 of the Invitation to Pre-Qualify since it has performed all of the activities detailed in this Attachment D1 below:

Project No				
Name of Customer				
Customer's Contact Person (name and title)				
Contact Person's Telephone No.				
Contact Person's E-mail address Location of Project				

Are the systems provided ERTMS/ ETCS L2 Class 1 Subset 026 BL 2.3.0d and/or BL 3 train borne systems?	Is the Participa nt/Affilia te the designer of such systems?	Is the Participa nt/Affilia te the supplier of such systems?	Is the Participa nt/Affilia te the installer of such systems?	Is the Participa nt/Affilia te the commissi oner of such systems?	Are such systems in commerc ial operatio n by customer?	Date of commerc ial operation	Number of Vehicles included in the project	Are the Vehicles equipped with an EVC which was develope d by the Participa nt itself?	Do the Vehicles comply with ERTMS TSI requirem ents?
Yes / No If yes, please indicate which	Yes / No	Yes / No	Yes / No	Yes / No	Yes / No	Please specify	Please specify	Yes / No	Yes / No

ISRAEL RAILWAYS LTD.

INVITATION TO PRE-QUALIFY

ersion:								
	* Please duplicate ** If Participant v Pre-Qualify (i.e. please state briefl as applicable.	wishes to qua with respect	ılify by to a Bı	means of usiness R	estructuring	Event or	Joint Proje	ect),
-						_		
		Name signatory		thorized	Signature of signatory	authorized	Title authorized signatory	of 1
	[Company Name]							

* This <u>Attachment D2</u> shall be submitted by each Participant (or its Affiliate). Attachment D2 shall be filled in and signed by the authorized signatory of each customer specified in Attachment D1*.

Compliance with Section 7.1

Customer Confirmation

Name of Customer	
Customer's Contact Person	
(name and title)	
Contact Person's Telephone No.	
Contact Person's E-mail address	

[Customer name] hereby confirms that all items specified in the tables in **Attachment D1** (other than column 10 in table 2 regarding compliance with ERTMS TSI requirements) are true and accurate.

	Name of signatory	authorized	Signature of authorized signatory	Title authorized signatory	of
[Customer Name]					

* This <u>Attachment D3</u> shall be submitted by each Participant (or its Affiliate).

Compliance with Section 7.1.3(b)

Participant/Affiliate Declaration

Participant / Affiliate (circle the applicable) hereby confirms and represents that it complies with the technical pre-qualification requirement set forth in Section 7.1.3(b) and that it is the software developer of the EVC specified in Attachment D1.

	Name of signatory	authorized	Signature of authorized signatory	Title authorized signatory	of
[Company Name]					

ATTACHMENTATTACHMENTSE

SUBMISSION SIGNATURE FORM

Attachment E1*

* This <u>Attachment E1</u> shall be submitted by each Participant.

Submission Signature Form

To:	Israel Railways Ltd. (" ISR ")
	Tel Aviv Central Train Station - Savidor (Arlozorov)
	P.O.B. 18085
	Tel Aviv 61180,
	Israel

Re: Tender No. 41601 ("the Tender")

Each of the undersigned, _____**, for the purpose of submitting a Submission at the Pre-Qualification Stage of the Tender, hereby declares, warrants and undertakes as follows:

- 1. We have read and fully understood all of the Pre-Qualification Documents, including the attachments thereto, and all Notices to Participants issued by ISR until the Pre-Qualification Submission Date in ISR's website, which constitute an integral part of the Pre-Qualification Documents. We have carefully read and understood the contents of the Pre-Qualification Documents in their entirety, and consulted (where we have deemed such consultation required) with experts. We hereby submit this Submission in accordance with the terms and provisions contained therein. We further agree to all of the provisions of the Tender process contained in the Pre-Qualification Documents, and undertake to be bound by all such provisions.
- 2. The terms of the Submission submitted by Participant with this Submission Signature Form, and any and all documents, experience lists, declarations, financial statements, certificates and authorizations submitted as part of such Submission, are complete, correct, and are not misleading in any respect. This Submission has been prepared on the basis of, and in accordance and compliance with, the Invitation to Pre-Qualify, and all exhibits, schedules, attachments, addendums and amendments thereto.
- 3. The Submission is being submitted, and has been prepared, solely by us and not jointly (directly or indirectly) with any other Participant.
- 4. The Participant is not (directly or indirectly) involved with any other Participant in connection with this Tender, other than for the limited purpose of required engineering correspondences with ISR's Rolling Stock suppliers.
- 5. We undertake to keep in strict confidence, not to disclose and not to make any use of any information or data, in any form or media, partial or complete, provided to us by ISR or on its behalf or made known to us otherwise as a result of or in connection with the Tender. For the removal of doubt, our above undertaking is in addition to, and without derogating from, the provisions of Section 1314 of the Invitation to Pre-Qualify.
- 6. We warrant that we are legally entitled to use and transfer all information, know-how, trade secrets, patents and/or other intellectual property contained in our Submission. For the removal of doubt, our above warrant is in addition to, and without derogating from, the provisions of Section 1314 of the Invitation to Pre-Qualify.
- 7. We understand that the submission of this Submission is only part of the Pre-Qualification Stage of the Tender process and that if we are selected as an Eligible Participant, we will be invited to submit a proposal at the Selection Stage, if and when instructed by ISR. Without derogating from the foregoing, we understand and agree that ISR has the right, *inter alia*, (a) to reject any or all Submissions; (b) to request additional information from Participant or other parties; (c) to cancel or modify the

Tender documents at any time.

- 8. There are no conflicts of interests between any of our prior or current engagements or activities and/or those of our employees and/or consultants, and the obligations or rights of Participant under the Pre-Qualification Documents.
- 9. We represent and warrant that we have ascertained with respect to ourselves as well as with respect to our consultants that neither we nor their consultants have provided consultation services to ISR or otherwise assisted it, directly or indirectly, with the preparation of the Tender and/or any aspect of the Project.
- 10. We undertake that we shall remain committed to our Submission throughout the Tender process, as such Submission may be amended or renewed according to the instructions of ISR.
- 11. We hereby agree to indemnify ISR for all damages incurred by it as a result of a breach of any of the declarations, warranties and undertakings contained herein and/or in our Submission.
- 12. Signature on this Submission Signature Form constitutes our binding commitment, fully enforceable by ISR, to comply with all of the terms and obligations imposed on Participant pursuant to the Pre-Qualification Documents.
- 13. By signing this Submission Signature Form, Participant shall be deemed to have signed on any and all pages of the final version of the Pre-Qualification Documents as of the Pre-Qualification Submission Date, and on any and all pages of its Submission (including any attachment thereto).

	Name of signatory	authorized	Signature of authorized signatory	Title authorized signatory	of
[Company Name]					

Date: _____

ATTACHMENT ATTACHMENTS F

AFFILIATE

* This <u>Attachment F1</u> shall be submitted by a Participant wishing to demonstrate compliance with some or all of the Technical Pre-Qualification Requirements set forth in Section 9 through an Affiliate of such Participant.

Participant Declaration

Participant hereby confirms and represents that it is, itself, a manufacturer of railway rolling stock. Documentation substantiating such declaration is attached hereto.

	Name of signatory	authorized	Signature of authorized signatory	Title authorized signatory	of
[Company Name]					

Structure and Organization of the Affiliate

* This <u>Attachment F2</u> shall be submitted by a Participant wishing to demonstrate compliance with some or all of the Technical Pre-Qualification Requirements set forth in Section 9 through an Affiliate of such Participant, with respect to each such Affiliate.

For the avoidance of doubt, the terms "Affiliate" and "Control" shall have the definitions ascribed to them in the Invitation to Pre-Qualify.

1.	Technical	Pre-Qualification	Requirement	being	demonstrated	through
	Affiliate					

Technical Requirement through Affiliat	Pre-Qualification being demonstrated te – section no.:
echnical equirement nrough Affiliat	Pre-Qualification being demonstrated te – in words:

2. **Details of Affiliation**

Name of Affiliate [Note: please complete]	
Type of affiliation [Note: please mark only one of the alternatives]	 □ Affiliate is Controlled by Participant. □ Participant is Controlled by Affiliate. □ Participant and Affiliate are under common Control.
If Participant and Affiliate are under common Control: name of the entity Controlling the Participant and Affiliate [Note: please complete]	

3. Structure And Organization of the Affiliate

Participant shall provide the following information with respect to Affiliate:

3.1 General Details

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Name of the Affiliate	
Number and country of registration	
Date of establishment of the Affiliate	
Address	
Telephone number	
Facsimile number	
Registered office address	
E-mail Address	
Website	
General Description of the Affiliate (company's activities)	

- 3.2 Affiliate's organizational structure
- 3.3 Affiliate's ownership structure

3. **Controlling Entity**

If Participant and Affiliate are under common Control, Participant shall provide the following information with respect to the Controlling entity:

Name of the Controlling entity	
Number and country of registration	
Date of establishment of the Controlling entity	
Address	
Telephone number	
Facsimile number	
Registered office address	
E-mail Address	

Website		
General Description Controlling entity activities)	of the (company's	

- 3.4 Controlling entity's organizational structure
- 3.5 Controlling entity's ownership structure

Appointment of the Affiliate

CO	This <u>Attachment F3</u> shall be submitted by a Participant wishing to demonstrate compliance with some or all of the Technical Pre-Qualification Requirements set forth is <u>Section 9</u> through an Affiliate of such Participant, with respect to each such Affiliate.							
For clarespon	ndersigned, in accordance with the y for ISR's Tender 41601 to whit with a constraint of the African (i) to demonstrate the fulfillmon (ii) to execute the relevant Works (ii) to execute the relevant Works (iii) to execute the relevant Works (iv) to execute the	ch this Attachment F3 is attach filiate]: ent of the following Technica, and which are the subject matter of t we will be selected by ISR as th Affiliate as per the above shall n Tender with respect to any ob	al Pre-Qualification the Pre-Qualification the winning bidder in ot derogate from our					
withou	nstrument of appointment may n at the prior written approval of ISR		hanged in any way					
	Name ***	Signature of authorized signatory	Name and title of authorized signatory					
We hereby agree to and accept the above appointment and undertake to comply with all of the obligations imposed on the Affiliate under the Tender, including but without limitation under the Invitation to Pre-Qualify. We understand that Israel Railways Ltd. shall not have any obligations whatsoever at any time towards the Affiliate. Our above undertakings may not be revoked, transferred or changed in any way without the prior written approval of ISR.								
Date: _								
	Name of the Affiliate	Signature of the Affiliate's authorized signatory	Name and title					
			İ					

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ATTACHMENTS G

JOINT PROJECT

* This Attachment G1 shall be submitted by a Participant wishing to demonstrate compliance with the Technical Pre-Qualification Requirements through a Joint Project.

Declaration pursuant to Section 11.1 of the Invitation to Pre-Qualify

<u>1.</u>	Participant wishes to be deemed to have met the Technical Pre-
	Qualification Requirements through a Joint Project whose details are
	as follows:

- 2. Participant hereby confirms and represents as follows with respect to the Joint Project:
 - (a) Most of the part and/or the essential part of the Joint Project which is relevant for the proof of compliance with the Technical Pre-Qualification Requirements has been performed by Participant; and
 - (b) All relevant business activities, key employees and know-how as necessary in order to perform the Works which are the subject matter of the Technical Pre-Qualification Requirements in subsection (a) above are held by such Participant as of the Pre-Qualification Submission Date; and
 - (c) Subject only to Section 7.2 of the Invitation to Pre-Qualify, the Joint Project satisfies all of the requirements set forth in Section 7.1 of the Invitation to Pre-Qualify.
- 3. Documentation demonstrating Participant's part in the Joint Project and substantiating this declaration is attached hereto.

	Name of authorized signatory	Signature of authorized signatory	Title on authorized signatory	<u>of</u>
[Company Name]				