

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

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ATTACHMENT A

PARTICIPANT

Attachment A1

* All Participants shall submit this Attachment A1.

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

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

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 Participant

The Participant's authorized representative as per Section 13.7 of the Invitation to Pre-Qualify is _____, who serves as _____ of the Participant.

[Note: please specify name and title]

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**.

** This Attachment B1 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.*

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

Attachment B2*

** This Attachment B2 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 12 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.

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: _____

Address: _____

Telephone: _____

Date: _____

ATTACHMENTS C

**COMPLIANCE WITH THE FINANCIAL PRE-
QUALIFICATION REQUIREMENTS**

Attachments C: Compliance With The Financial Pre-Qualification Requirements

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.

Name of the Participant	_____
Name of Parent Company (if applicable)	_____
Parent Company's holdings in the Participant (if applicable)	_____
Accounting Principles of the audited Financial Statement for the Reference Fiscal Years (as described in Section 3.1.2 of the Invitation to Pre-Qualify)	

Fiscal Year	(t-2)	(t-1)	t	Calculation
[Note: Financial data will be presented in EURO currency as described 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 Revenue (WAAR) (as defined in Section 4.2 of the Invitation to Pre-Qualify)				$WAAR = (R_t * 3 + R_{t-1} * 2 + R_{t-2}) / 6$ Result =
(3) Weighted Average Annual Cash Flow From Operating Activities (WACF) (as defined in Section 4.3 of the Invitation to Pre-Qualify)				$WACF = (CF_t * 3 + CF_{t-1} * 2 + CF_{t-2}) / 6$ Result =
Participant / Parent Company is to complete <u>at least one</u> of the following (4) - (5) [Alternative Financial Pre-Qualification Requisites if the WACF is negative]:				
(4) The Ratio between the absolute value of the Weighted Average Annual Cash Flow from operating activities (WACF) as stated in item (3) above <u>and</u> Equity as stated in item (1) above (as defined in Section 4.3.A.1 of the Invitation to Pre-Qualify)				Cash Flow to Equity Ratio = $ WACF / EQ_t$ Result =
(5) The Ratio between the Weighted Average Annual Debt (WAAD) <u>and</u> the Weighted Average Annual EBITDA (WAAE) (as defined in Section 4.3.A.2 of the Invitation to Pre-Qualify)				$WAAD = [(FL_t - FA_t) * 3 + (FL_{t-1} - FA_{t-1}) * 2 + (FL_{t-2} - FA_{t-2})] / 6$ $WAAE = (E_t * 3 + E_{t-1} * 2 + E_{t-2}) / 6$ Debt to EBITDA Ratio =

Qualify)		(WAAD / WAAE) Result =
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The undersigned, the Chief Financial Officer of _____(the Participant or the Parent Company), confirms that the financial information in the table above is based on the Financial Statements of the Reference Fiscal Years of the Participant / Parent Company (circle the applicable) and is calculated in strict accordance with the requirements set forth in Sections 4.1, 4.2 and 4.3 (or 4.3A) of the Invitation to Pre-Qualify.

Chief Financial Officer's Signature: _____

Name of Chief Financial Officer: _____

Address: _____

Telephone: _____

Date: _____

Attachment C2

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 Accountant (CPA) who has audited the Financial Statement of _____ (Participant / Parent Company / Affiliate) for Fiscal Year 2014, confirms that the Financial Statement for Fiscal Year 2014 of the Participant / Parent Company / Affiliate (circle the applicable) does not include a going concern notice or an equivalent thereof under the applicable accounting rules.

CPA's Signature: _____

Name of the CPA: _____

Address: _____

Telephone: _____

Date: _____

Attachment C3

The CFO of the Participant, Parent Company, and/or Affiliate (as applicable) shall complete this form in accordance with Section 4.5 of the Invitation to Pre-Qualify.

The undersigned, the Chief Financial Officer of _____ (Participant / Parent Company / Affiliate), confirms that as of the Pre-Qualification Submission Date, the Participant / Parent Company / Affiliate (circle the applicable) is not under any voluntary or involuntary bankruptcy (liquidation or reorganization), receivership or any insolvency proceeding.

Chief Financial Officer's Signature: _____

Name of Chief Financial Officer: _____

Address: _____

Telephone: _____

Date: _____

Attachment C4

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.

Attachment C5

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**

Attachment C6***Affidavit pursuant to the Public Entities Transaction Law, 5736-1976****תצהיר בהתאם להוראת סעיף 2(ב) לחוק עסקאות גופים ציבוריים, תשל"ו – 1976**

אני הח"מ _____ נושא תעודת זהות מספר _____ לאחר שהוזהרתי כי עלי לומר את האמת וכי אהיה צפוי לעונשים הקבועים בחוק אם לא אעשה כן, מצהיר בזאת בכתב כדלקמן:

1. הנני משמש כמנהל בחברת _____ בע"מ (להלן: "הספק") ח.פ. _____ והוסמכתי ליתן תצהיר זה מטעמו.
2. המונחים והביטויים בתצהירי זה, הנם כמשמעתם בחוק עסקאות גופים ציבוריים, תשל"ו – 1976.
3. הנני מצהיר כי עד מועד ההתקשרות לא הורשעו הספק ובעל זיקה אליו ביותר משתי עבירות, ואם הורשעו ביותר משתי עבירות - כי במועד ההתקשרות חלפה שנה אחת לפחות ממועד ההרשעה האחרונה.
4. אישור זה הנו בנוסף לאישורים הנדרשים על פי סעיף 2 (א) לחוק עסקאות גופים ציבוריים הנ"ל, הקיימים בידי וצורפו להצעתי.

זה שמי, זו חתימתי וכל האמור לעיל אמת.

אישור

הריני לאשר כי ביום _____ התייצב בפני עו"ד _____ מרח' _____ מר / גב' _____ המוכר לי באופן אישי / שזוהה על ידי באמצעות תעודת זהות מספר _____, ולאחר שהוזהרתי כי עליו לומר את האמת וכי יהיה צפוי לעונשים הקבועים בחוק אם לא יעשה כן, אישר את נכונות הצהרתו דלעיל וחתם עליה בפני.

תאריך

עו"ד

* *This Attachment C6 shall be submitted with respect to a Participant, Parent Company, or Affiliate which is an entity incorporated in the State of Israel.*

ATTACHMENTS D

**COMPLIANCE WITH THE TECHNICAL PRE-
QUALIFICATION REQUIREMENTS**

Attachment D1**Compliance with Section 7.1**

* This Attachment D1 shall be submitted by each Participant (or its Affiliate). Participant or Affililate 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 Participant/Affiliate the designer of such systems?	Is the Participant/Affiliate the supplier of such systems?	Is the Participant/Affiliate the installer of such systems?	Is the Participant/Affiliate the commissioner of such systems?	Are such systems in commercial operation by customer ?	Date of commercial operation	Number of Vehicles included in the project	Are the Vehicles equipped with an EVC which was developed by the Participant itself?	Do the Vehicles comply with ERTMS TSI requirements?
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

version: _____ _____									
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* Please duplicate the tables as applicable

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

Attachment D2

** This Attachment D2 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 authorized signatory	Signature of authorized signatory	Title of authorized signatory
[Customer Name]			

Attachment D3

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

Compliance with Section 7.1.3

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 and that it is the software developer of the EVC specified in Attachment D1.

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

ATTACHMENT E

SUBMISSION SIGNATURE FORM

Attachment E1*

* *This Attachment E1 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/are not (directly or indirectly) involved with any other Participant in connection with this Tender.
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 12 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 12 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 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).

Date: _____

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

ATTACHMENT F

AFFILIATE

Attachment F1

** This Attachment F1 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 authorized signatory	Signature of authorized signatory	Title of authorized signatory
[Company Name]			

Attachment F2**Structure and Organization of the Affiliate**

- * This Attachment F2 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 Pre-Qualification Requirement being demonstrated through Affiliate – section no.:	
Technical Pre-Qualification Requirement being demonstrated through Affiliate – in words:	

2. **Details of Affiliation**

Name of Affiliate [Note: please complete]	_____
Type of affiliation [Note: please mark <u>only one</u> of the alternatives]	<input type="checkbox"/> Affiliate is Controlled by Participant. <input type="checkbox"/> Participant is Controlled by Affiliate. <input type="checkbox"/> 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**

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 of the Controlling entity (company's activities)	

3.4 Controlling entity's organizational structure

3.5 Controlling entity's ownership structure

Attachment F3**Appointment of the Affiliate**

* *This Attachment F3 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.*

The undersigned, in accordance with the provisions of Section 9 of the Invitation to Pre-Qualify for ISR's Tender 41601 to which this Attachment F3 is attached, hereby appoints _____ [name of the Affiliate]:

- (i) to demonstrate the fulfillment of the following Technical Pre-Qualification Requirement(s) (or items): _____, and
 (ii) to execute the relevant Works which are the subject matter of the Pre-Qualification Requirements (or items) above, if we will be selected by ISR as the winning bidder in the Tender.

For clarification, the appointment of the Affiliate as per the above shall not derogate from our responsibility and/or liability under the Tender with respect to any obligation imposed on Participant and/or on the winning bidder (if applicable).

This instrument of appointment may not be revoked, transferred or changed in any way without the prior written approval of ISR.

Date: _____

	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