ISRAEL ELECTRIC CORPORATION LTD.

INVITATION FOR PRE-QUALIFICATION

TO PARTICIPATE IN A TENDER FOR THE SUBMISSION OF BIDS TO PURCHASE THE EAST HAGIT TRANSFERRED FACILITIES

ANNEXES AND PRE-QUALIFICATION FORMS

October 1, 2020
# Table of Contents

**Annex 1** – Definitions ........................................................................................................... 3  
**Annex 2** – Contents of the Pre-Qualification Submission ......................................................... 11  
**Annex 3** – General Information ............................................................................................. 14  
**Appendix 1** – General Description of the Transferred Facilities .............................................. 15  
**Appendix 2** – Site Diagram .................................................................................................... 17  
**Appendix 3** – Resolution No B/372 ......................................................................................... 18  
**Appendix 4** – Ranking Process ............................................................................................... 24  
**Appendix 5** – Examples for Ranking ....................................................................................... 28  
**Appendix 6** – List of Advisors to the Tender Committee .......................................................... 30  
**Annex 4** – the Participating Entities ......................................................................................... 31  
**Pre-Qualification Form A** – The Pre-Qualification Submission Letter .................................... 32  
**Pre-Qualification Form B** – The Participant ............................................................................ 36  
**Pre-Qualification Form C** – The Member of the Participant ...................................................... 39  
**Pre-Qualification Form D** – The Related Entity ..................................................................... 43  
**Pre-Qualification Form E** – The Major Subcontractor ............................................................. 47  
**Annex 5** – General Forms ...................................................................................................... 51  
**Pre-Qualification Form F** – Authorized Representative ............................................................. 52  
**Pre-Qualification Form G** – Undertaking to Maintain Confidentiality ...................................... 53  
**Pre-Qualification Form H₁** – No Unauthorized Deviations ...................................................... 57  
**Pre-Qualification Form H₂** – Public Entities Transactions Law Declaration ............................. 59  
**Pre-Qualification Form H₃** – Participation of Concentrated Entity ........................................... 62  
**Annex 6** – Professional Pre-Qualification Requirements ........................................................... 64  
**Pre-Qualification Form I₁** – Operation and Maintenance Experience ....................................... 65  
**Pre-Qualification Form I₂** – Ownership Experience ................................................................. 67  
**Pre-Qualification Form I₃** – Experience in Financial Close ....................................................... 69  
**Annex 7** – Pre-Qualification Documents .................................................................................. 71  
**Annex 8** – Financial Pre-Qualification Requirements ............................................................... 72  
**Pre-Qualification Form J₁** – Financial Robustness – The Participant/ The Member ................... 73  
**Pre-Qualification Form J₂** – Financial Robustness – Financial Entity ....................................... 75  
**Pre-Qualification Form J₃** – Financial Robustness – Private Investment Fund ............................. 77  
**Pre-Qualification Form K** – Financial Robustness – Auditor Certification ............................... 79  
**Pre-Qualification Form L** – Letter of Guarantee ...................................................................... 81
Annex 1 - Definitions

1. **Definitions**

Each of the following terms in the Pre-Qualification Documents will have the meaning ascribed thereto in this Annex 1, unless expressly otherwise stated, or unless that meaning is not consistent with the content and context of the matter.

1.1 "Addendums" or "Addenda" - As these terms are defined in Section 2.16.1 of the Invitation.

1.2 "Advisors" – As this term is defined in Section 2.18.1 of the Invitation.

1.3 "Advisory Committee" – As this term is defined in Section 1.6.8 of the Invitation.

1.4 "Anticipated Holdings" – As this term is defined in Section 3.11.1 of the Invitation.

1.5 "Applicable Law" or "Law" – As this term is defined in the Interpretation Law, 5741-1981, and any convention, regulation, order, official instruction, binding administrative instruction (all, whether in Israel or – to the extent relevant – outside Israel), or a demand, request or instruction by a Government Entity, or a court judgment that is binding upon the IEC, including the Criteria.

1.6 "As Is" – As this term is defined in Section 1.6.4 of the Invitation.

1.7 "Assets Under Management" – Shall mean the agreement of all capital commitments and contributions made available to a fund, or funds under common Control, by the limited partners.

1.8 "Authorized Representative" – As this term is defined in Section 2.14.1 of the Invitation.

1.9 "Average Operating Cash Flow of a Member" – As this term is defined in Section 5.3.1 of the Invitation.

1.10 "Banking Corporation" – Shall mean any of the entities that are listed in Section 4 of the First Addendum to the Securities Law; in the case of foreign entities – entities that are similar to them, pursuant to the relevant Law in their country of incorporation.

1.11 "Best & Final" – As this term is defined in Section 1.5 of the Invitation.

1.12 "Bid" – Shall mean the complete written response to the Tender Documents, to be submitted by the Bidder within the Tender Stage, including all part thereof, based on the term and condition contained in the Tender Documents and including all the information, filled out in the Tender Forms, etc.

1.13 "Bidder" – An Eligible Participant that submitted a Bid in the Tender Stage.

1.14 "Bids Submission Date" – The final deadline for the submission of Bids in the Tender Stage, as it will be determined within the Tender Documents.
1.15 "Commitment" – Shall mean the overall amount of all financial commitments made available to a Private Investment Fund by its limited partners.

1.16 "Competent Authorities" – All of the government, local and other authorities, the approval of which is required for the purpose of performing and/or completing the Sale Procedure under any law, including (if such a duty exists) the duty of consulting with them, and including the Government of Israel, the Israel Competition Authority, the Concentration Committee, the Electricity Authority, the Government Companies Authority, the Israel Tax Authority, the Israel Lands Authority and the Advisory Committee.

1.17 "Competition Authority" – The Israel Competition Authority, under the Economic Competition Law, 5748-1988.

1.18 "Competition Authority's Pre-Ruling" – As this term is defined in Section 9.4.3(a) of the Invitation.

1.19 "Concentrated Entity(ies)" – as this term is defined the Promotion of Competition and Reduction of Concentration Law, 5774-2013.

1.20 "Concentration Committee" – As this term is defined in Section 2.3(b) of the Invitation.

1.21 "Control", "Holding", "Means of Control" – As these terms are defined in the Securities Law; and the verbs “to hold” and “to control” and the nouns derived therefrom will be interpreted accordingly.

1.22 "Controlling Shareholder" – As this term is defined in the Securities Law. Please note that with regard to cooperative societies, due to the special nature of the cooperative society’s form of incorporation, it has no Controlling Shareholders under Securities Law, except in case of a two-member cooperative society, one of which is a cooperative society itself.

1.23 "Criteria" – The criteria determined by the Electricity Authority, which govern the standard, nature and quality of the service that is provided by the holder of an Essential Service Provider’s license, by virtue of the powers of the Electricity Authority under the Electricity Sector Law.

1.24 "Deducted Copy" – As this term is defined in Section 7.6.1 of the Invitation.

1.25 "Deviation(s)" – Shall mean any amendment, omission, addition, condition, reservation or qualification of the contents of this Invitation, made by the Participant within its Pre-Qualification Submission.

1.26 "East Hagit Transferred Facilities" or "Transferred Facilities" or the "Site" – As set forth in Appendix 1 to the Invitation (General Description of the Transferred Facilities), and as will be set forth in greater detail in the Sale Contract.

1.27 "Electricity Authority" – The Electricity Authority that was established in the Ministry of Energy, by virtue of Section 21 of the Electricity Sector Law.
1.28 "Electricity Sector Law" – The Electricity Sector Law, 5756-1996, including the regulations enacted thereunder and the rules published by the Electricity Authority from time to time.

1.29 "Eligible Participant" – As this term is defined in Section 8.4.1 of the Invitation.

1.30 "Entity" – Any corporation, company, or partnership, recognized by law within its domicile, excluding individuals.

1.31 "Equity" – Shall mean “equity capital exclusive of rights that do not confer control”, “equity capital exclusive of minority rights”, “total capital attributed to the owners of the corporation”, or any section with identical significance in the Financial Statements.

1.32 "Evaluation Process" – As this term is defined in Section 8.1.1 of the Invitation.

1.33 "Experience in Financial Close" – As this term is defined in Section 4.3.1 of the Invitation.

1.34 "Experience Provider" – Shall mean an Entity which complies with both:
   a) all of the requirements set out in Sections 3.7-3.10 of the Invitation; and
   b) any of the Professional Pre-Qualification Requirements, as set forth in Section 4 of the Invitation (Operation and Maintenance Experience, Ownership Experience and Experience in Financial Close).

1.35 "Financial Entity" – Including Banking Corporation, an Institutional Entity or a Private Investment Fund.

1.36 "Financial Forms" – Pre-Qualification Forms J1, J2, J3, K and L.

1.37 "Financial Pre-Qualification Requirements" – Shall mean the requirements set out in Section 5.1 (Equity); Section 5.2 (Turnover); Section 5.3 (Operating Cash Flow); Section 5.4 (No "Going Concern Notice"); and (if applicable) Section 5.5 (Financial Entity (other than a Private Investment Fund)) and Section 5.6 (Private Investment Fund) of the Invitation.

1.38 "Financial Statement(s)" – Shall mean, for each Entity, its audited consolidated financial statement which includes a report signed by the external auditor of the Entity, confirming its compliance with one of the accounting standards specified pursuant to Section 5.9.1 of the Invitation.

1.39 "Final Score" – As this term is defined in Section 6.4.1 of the Invitation.

1.40 "Foreign Entity" – As this term is defined in the Israel Lands Law.

1.41 "General Information" – Shall mean all the information contained in the Pre-Qualification Submission, other than the Financial Forms.
1.42 "Generation Units" – Units for the generation of electricity that are located in the Site, as set forth in Appendix 1 to the Invitation (General Description of the Transferred Facilities), and as will be set forth in the Sale Contract.


1.44 "Government Institution" – Shall mean any Israeli Government Corporation (as this term is defined in the Invitation), and, with respect to a non-Israeli Entity, an Entity that is similar to any of the entities listed among the entities included in the definition of the term “Israeli Government Corporation” in this Invitation, according to the Applicable Law in the country of incorporation of the non-Israeli Entity as stated.

1.45 "Government Resolution" – As this term is defined in Section 1.1 of the Invitation.

1.46 "Group" – As this term is defined in Section 3.1.1 of the Invitation.

1.47 "Guarantor" – As this term is defined in Section 3.4 of the Invitation.

1.48 "Hagit Facility" – As this term is defined in Section 1 of Appendix 1 to this Invitation.

1.49 "Handover" – Shall mean the delivery of possession of the Transferred Facilities to the Purchaser.

1.50 "IEC" – The Israel Electric Corporation Ltd.

1.51 "ILA's Pre-Ruling" – As this term is defined in Section 9.4.3(b) of the Invitation.

1.52 "Infrastructure Project" – A project in one or more of the following sectors:

   (a) Energy sector, including power plant(s) of any capacity (including from Renewable Energy) under a generation license(s) and/or refinery – including not for a Government Institution

   (b) Transport sector, including seaport and airport, where the project was constructed for a Government Institution;

   (c) Water sector, where the project was constructed for a Government Institution;

   (d) Construction of Public Buildings for a Government Institution.

1.53 "Interested Party" – Shall mean with respect to Entity₁: (a) any Entity or individual directly holding at least 15% of any of the Means of Control of Entity₁ (in this definition: "Entity₂"); (b) any Entity or individual Holding at least 70% of any of the Means of Control of Entity₂; (c) the CEO of Entity₁; or (d) any of the directors of Entity₁.

1.54 "Institutional Entity" – This refers to any of the entities that are listed in Sections 1-4 of the First Addendum to the Securities Law; in the case of foreign entities – entities that are similar to them, pursuant to the relevant Law in their country of incorporation.

1.55 "Invitation for Pre-Qualification" or "this Invitation" – Invitation for Pre-Qualification to Participate in a Tender for the Submission of Bids to Purchase the East Hagit
Transferred Facilities, including the annexes, the addenda, and the amendments hereto, if any.

1.56 **"Israel Lands Authority"** or **"ILA"** – The Israel Lands Authority that was established under the Israel Lands Authority Law, 5720-1960.


1.58 **"Israeli Government Corporation"** – Any of the following: (1) a government company, a government subsidiary, a mixed company (as these terms are defined in the Government Companies Law); (2) a corporation that was established under a special law; (3) companies and corporations that are set forth in Section 60 of the Government Companies Law; (4) a municipal corporation, as this term is defined in the Municipalities Ordinance [New Version]; (5) a corporation that is under the Control of one or more of the entities set forth above, or in which one or more of them (other than a mixed company) holds 25% or more of the share capital or of the Means of Control (6) government ministries (including the Accountant General of the Ministry of Finance), municipalities and local authorities.

1.59 **"Fiscal Year"** – Shall mean, the period with respect to which the audited consolidated (if relevant) annual Financial Statement has been drawn up according to the rules of generally accepted accounting practice (as set forth in Section 5.9.1 of the Invitation), for the corporation.

1.60 **"Major Subcontractor"** – As this term is defined in Section 3.3.1 of the Invitation.

1.61 **"Member of the Participant"** or **"Member"** – As this term is defined in Section 3.2.1 of the Invitation.

1.62 **"Member's Average Turnover"** – As this term is defined in Section 5.2.2.2 of the Invitation.

1.63 **"Minimal Turnover Required"** – As this term is defined in Section 5.2.3 of the Invitation.

1.64 **"Offence"** – Shall mean a criminal offence, in Israel or abroad, which constitutes a felony ("עון") or more severe crime, or another criminal offence which resulted in a prison sentence of at least 1 (one) year, or if the Entity or any Position Holder or representative thereof is not a resident of or domiciled in the State of Israel, analogous offences committed under the laws of its domicile, and which sentence was passed during the last 7 (seven) years, including any offense that is capable of preventing and/or limiting the receipt of the Required Approvals by the Participant, including the receipt of the generation licenses required for the generation of electricity, according to Electricity Sector Regulations (Conditions and Procedures for Granting a License and Obligations of a Licensee), 5757-1997.

1.65 **"Operation and Maintenance Experience"** – As this term is defined in Section 4.1.1 of the Invitation.

1.66 **"Ownership Experience"** – As this term is defined in Section 4.2.1 of the Invitation.
"Participant" – As this term is defined in Section 3.1.1 of the Invitation.

"Participant's Weighted Turnover" – As this term is defined in Section 5.2.1 of the Invitation.

"Participating Entity" – Shall mean any Entity participating in the Pre-Qualification Submission, i.e. the Participant, a Member, a Related Entity, a Major Subcontractor or a Guarantor, as applicable.

"Participation Fee" – As this term is defined in Section 2.13.2 of the Invitation.

"Position Holder" – A person who holds key positions in the organization – the CEO and any senior executive who reports to the CEO.

"Power Plant(s)" – As this term is defined in Section 4.1.1 of the Invitation.

"Power Purchase Agreement" – Shall mean an agreement between the System Management Company Ltd. or the IEC, and the Purchaser, including the appendices thereto, including an agreement for the operation and maintenance of the substation, all as will be set forth in the Sale Contract.

"Pre-Rulings" – As this term is defined in Section 9.4.3 of the Invitation.

"Pre-Qualification Documents" – As this term is defined in Section 2.7.1 of the Invitation.

"Pre-Qualification Forms" – Shall mean the forms attached hereto as forms "A"-"L" which each Participant is required to complete, execute and submit as part of its Pre-Qualification Submission, as applicable.

"Pre-Qualification Process" or "Pre-Qualification Stage" – Shall mean the process commencing upon the issuance of this Invitation and ending upon the announcement of Eligible Participants.

"Pre-Qualification Requirements" – Shall mean the requirements set out in the Invitation, including the Professional Pre-Qualification Requirements and the Financial Pre-Qualification Requirements.

"Pre-Qualification Submission" – Shall mean the complete written response to the Pre-Qualification Documents, to be submitted by the Participant within the Pre-Qualification Stage, including all parts thereof, based on the terms and conditions contained in the Pre-Qualification Documents and including all the information, filled out in the Pre-Qualification Forms.

"Pre-Qualification Submission Date" – As this term is defined in Section 7.10.1 of the Invitation.

"Private Investment Fund" – Shall mean a private investment fund, Israeli or foreign, the majority of the investors in which (more than 50%) are Institutional Entities (Israeli or foreign), which is after the first closing, and which is not listed for trading.
1.82 "Professional Pre-Qualification Requirements" – Shall mean the requirements of Section 4.1 (Operation and Maintenance Experience); Section 4.2 (Ownership Experience); and Section 4.3 (Experience in Financial Close) of the Invitation.

1.83 "Professional Procedure No. 05.02M" – Shall mean the ILA's Professional Procedure No. 05.02M Purchase or Transfer of Rights in Israeli Lands to Foreigners.

1.84 "Public Buildings" – Shall mean hospitals, courts, military bases or training schools for the defence and security forces, prisons, office buildings, educational institutions and universities. For the avoidance of doubt, it is hereby clarified that buildings that are used for residential purposes or for industry will not be considered as “Public Buildings” in this regard.


1.86 "Purchaser" – The Bidder, which will be announced by the Tender Committee as the Successful Bidder and with which the IEC will engage in the Sale Contract, all in accordance with the Tender Documents.

1.87 "Ranking Process" – As this term is defined in Section 6.1.1 of the Invitation.

1.88 "Regulations" – As this term is defined in Section 2.2.1 of the Invitation.

1.89 "Reform" – As this term is defined in Section 1.1 of the Invitation.

1.90 "Related Entity" – Shall mean, with reference to any Entity: any Entity that Controls the referenced Entity, any Entity that is under the same Control as the referenced Entity, and any Entity that is controlled by the referenced Entity.

1.91 "Renewable Energy" – Shall mean energy, the source for the generation of which is sun, wind, water, waste or biomass, but does not including fossil fuel, as set forth in the Rules of the Electricity Sector (Transactions with an Essential Service Provider), 5760-2000. It is hereby clarified that a Power Plant that runs on thermo-solar energy (CSP) or a Power Plant using pumped storage technology will not be considered as a Renewable Energy Power Plant for the purposes of this Invitation.

1.92 "Resolution No. B/372" – As this term is defined in Section 2.3(c) of the Invitation.

1.93 "Requests for Clarification" – As this term is defined in Section 2.15.1 of the Invitation.

1.94 "Request Regarding Changes in Group Composition" – As this term is defined in Section 9.3.1 of the Invitation.

1.95 "Required Approvals" – As this term is defined in Section 9.4.1 of the Invitation.

1.96 "Sale Contract" – Shall mean the detailed contract for the sale of the East Hagit Transferred Facilities, which will be provided within the Tender Process to the Eligible Participants.
1.97 "Sale Process" – Shall mean the process for the sale of the East Hagit Transferred Facilities by IEC.

1.98 "Seconded Employees" – As this term is defined in Section 1.6.6 of the Invitation.


1.100 "Sensitive Information" – As this term is defined in Section 7.7.1 of the Invitation.

1.101 "Site Diagram" – Shall mean a diagram of the Hagit Facility, which is attached as Appendix 2 to the Invitation.

1.102 "Special-Purpose Vehicle" or "SPV" – Shall mean a new Entity, incorporated after July 15th, 2018, one of the purposes of which is, inter alia, participation in the Sale Process and/or operation of power plants and/or operation of the Transferred Facilities.

1.103 "Starting Date of Ownership" – As this term is defined in Section 4.2.3 of the Invitation.

1.104 "Successful Bidder" – Shall mean the Bidder which was awarded the highest score during the Tender Process and was selected by the Tender Committee as the winning Bidder.

1.105 "Tender Committee" – Shall mean a special tender committee that was appointed by the IEC for the purpose of conducting the Sale Process.

1.106 "Tender Documents" – Shall mean all documents which shall be distributed to Eligible Participants as part of the Tender Process, including the invitation to bid and all forms provided therein, the Sale Contract and the Power Purchase Agreement, and any other document which will be issued by the Tender Committee during the Tender Process.

1.107 "Tender Process" – Shall mean the process commencing upon the issuance of the Invitation for Pre-Qualification and ending upon the award of the Agreement.

1.108 “Undertaking to Maintain Confidentiality” – The undertaking to maintain confidentiality that will be signed by each Participating Entity, in the form that is attached as Pre-Qualification Form G to this Invitation.

1.109 "Unutilized Commitments" – Shall mean the total commitments, deducted by (a) fund invested and (b) the fund committed to be invested by the Private Investment Fund.

1.110 "Update Statement" – As this term is defined in Section 9.2.1 of the Invitation.

1.111 “VAT” – Value added tax, including any similar tax that will be imposed in addition to it or in its stead from time to time.

### Annex 2 – Contents of the Pre-Qualification Submission

The Participant is required to include the following documents within its Bid:

<table>
<thead>
<tr>
<th>Appendix No.</th>
<th>Name of Appendix</th>
<th>Appended?</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Envelope No. 1</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Annex 1</td>
<td>Definitions</td>
<td>☐</td>
</tr>
<tr>
<td>Annex 2</td>
<td>Contents of the Pre-Qualification Submission</td>
<td>☐</td>
</tr>
<tr>
<td>Annex 3</td>
<td>General Information</td>
<td>☐</td>
</tr>
<tr>
<td>• Appendix 1</td>
<td>General Description of the Transferred Facilities</td>
<td>☐</td>
</tr>
<tr>
<td>• Appendix 2</td>
<td>Site Diagram</td>
<td>☐</td>
</tr>
<tr>
<td>• Appendix 3</td>
<td>Resolution No. B/327</td>
<td>☐</td>
</tr>
<tr>
<td>• Appendix 4</td>
<td>Ranking Process</td>
<td>☐</td>
</tr>
<tr>
<td>• Appendix 5</td>
<td>Examples for Ranking</td>
<td>☐</td>
</tr>
<tr>
<td>• Appendix 6</td>
<td>List of Advisors to the Tender Committee</td>
<td>☐</td>
</tr>
<tr>
<td><strong>Annex 4</strong></td>
<td>The Participating Entities</td>
<td>☐</td>
</tr>
<tr>
<td>• PQ Form A</td>
<td>The Pre-Qualification Submission Letter</td>
<td>☐</td>
</tr>
<tr>
<td>• Attachment 1</td>
<td>Participant’s Group chart <em>(to be incorporated by the Participant)</em></td>
<td>☐</td>
</tr>
<tr>
<td>• Attachment 2</td>
<td>Acknowledgments of Addenda <em>(to be incorporated by the Participant)</em></td>
<td>☐</td>
</tr>
<tr>
<td>• Attachment 3</td>
<td>Receipt for the payment of the Participation Fee <em>(to be incorporated by the Participant)</em></td>
<td>☐</td>
</tr>
<tr>
<td>• PQ Form B</td>
<td>The Participant</td>
<td>☐</td>
</tr>
<tr>
<td>• Attachment 1</td>
<td>Certifications of Incorporation <em>(to be incorporated by the Participant)</em></td>
<td>☐</td>
</tr>
<tr>
<td>• PQ Form C</td>
<td>The Member of the Participant</td>
<td>☐</td>
</tr>
<tr>
<td>• Attachment 1</td>
<td>Certifications of Incorporation <em>(to be incorporated by the Participant)</em></td>
<td>☐</td>
</tr>
<tr>
<td>• PQ Form D</td>
<td>The Related Entity</td>
<td>☐</td>
</tr>
<tr>
<td>• Attachment 1</td>
<td>Certifications of Incorporation <em>(to be incorporated by the Participant)</em></td>
<td>☐</td>
</tr>
<tr>
<td>• Attachment 2</td>
<td>Group Chart <em>(to be incorporated by the Participant)</em></td>
<td>☐</td>
</tr>
<tr>
<td>• PQ Form E</td>
<td>The Major Subcontractor</td>
<td>☐</td>
</tr>
<tr>
<td>• Attachment 1</td>
<td>Certifications of Incorporation <em>(to be incorporated by the Participant)</em></td>
<td>☐</td>
</tr>
<tr>
<td>• Attachment 2</td>
<td>Agreement with the Participant <em>(to be incorporated by the Participant)</em></td>
<td>☐</td>
</tr>
<tr>
<td><strong>Annex 5</strong></td>
<td>General Forms</td>
<td>☐</td>
</tr>
<tr>
<td>• PQ Form F</td>
<td>Authorized Representative</td>
<td>☐</td>
</tr>
<tr>
<td></td>
<td>PQ Form G</td>
<td>Undertaking to Maintain Confidentiality</td>
</tr>
<tr>
<td>---</td>
<td>-----------</td>
<td>-----------------------------------------</td>
</tr>
<tr>
<td></td>
<td>PQ Form H₁</td>
<td>No Unauthorized Deviations</td>
</tr>
<tr>
<td></td>
<td>PQ Form H₂</td>
<td>Public Entities Transactions Law Declaration</td>
</tr>
<tr>
<td></td>
<td>Attachment 1</td>
<td>Certification regarding keeping of account books (to be incorporated by the Participant and/or by the Members thereof)</td>
</tr>
<tr>
<td></td>
<td>Attachment 2</td>
<td>Certification regarding reporting on income (to be incorporated by the Participant and/or by the Members thereof)</td>
</tr>
<tr>
<td></td>
<td>PQ Form H₃</td>
<td>Participation of Concentrated Entity</td>
</tr>
</tbody>
</table>

**Annex 6**

<table>
<thead>
<tr>
<th></th>
<th>Professional Pre-Qualification Requirements</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>PQ Form I₁</td>
</tr>
<tr>
<td></td>
<td>PQ Form I₂</td>
</tr>
<tr>
<td></td>
<td>Attachment 1</td>
</tr>
<tr>
<td></td>
<td>PQ Form I₃</td>
</tr>
</tbody>
</table>

**Annex 7**

Each Participant is required to sign the Invitation for Pre-Qualification (including the annexes hereto) with stamp and initials on each and every page of the Invitation.

It is hereby clarified that the Participant needs not to submit the Addenda.

**Envelope No. 2**

**Annex 8**

<table>
<thead>
<tr>
<th></th>
<th>Financial Pre-Qualification Requirements</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>PQ Form J₁</td>
</tr>
<tr>
<td></td>
<td>PQ Form J₂</td>
</tr>
<tr>
<td></td>
<td>PQ Form J₃</td>
</tr>
<tr>
<td></td>
<td>PQ Form K</td>
</tr>
<tr>
<td></td>
<td>PQ Form L</td>
</tr>
<tr>
<td></td>
<td>Attachment 1</td>
</tr>
<tr>
<td>General</td>
<td></td>
</tr>
<tr>
<td>-------------------------</td>
<td>---</td>
</tr>
<tr>
<td><strong>Envelope No. 1 (General Information)</strong></td>
<td></td>
</tr>
<tr>
<td>• 4 (four) printed copies</td>
<td></td>
</tr>
<tr>
<td>• An original copy</td>
<td></td>
</tr>
<tr>
<td>• 2 (two) identical copies</td>
<td></td>
</tr>
<tr>
<td>• Deducted Copy</td>
<td></td>
</tr>
<tr>
<td>• USB flash drive</td>
<td></td>
</tr>
<tr>
<td>• Files in PDF format – original (without signatures) and scanned (including signature)</td>
<td></td>
</tr>
<tr>
<td>• File of the PQ Forms in Word format (editable)</td>
<td></td>
</tr>
<tr>
<td><strong>Envelope No. 2 (Financial Information)</strong></td>
<td></td>
</tr>
<tr>
<td>• 4 (four) printed copies</td>
<td></td>
</tr>
<tr>
<td>• An original copy</td>
<td></td>
</tr>
<tr>
<td>• 2 (two) identical copies</td>
<td></td>
</tr>
<tr>
<td>• Deducted Copy</td>
<td></td>
</tr>
<tr>
<td>• USB flash drive</td>
<td></td>
</tr>
<tr>
<td>• Files in PDF format – original (without signatures) and scanned (including signature)</td>
<td></td>
</tr>
<tr>
<td>• File of the PQ Forms in Word format (editable)</td>
<td></td>
</tr>
</tbody>
</table>
Annex 3 – General Information

(Cover page)
Appendix 1 – General Description of the Transferred Facilities

The Transferred Facilities:

1. The Hagit facility is located in the north-center of Israel, 11 km from Zichron Ya'akov (the "Hagit Facility"). The block of land on which the Hagit Facility is located is marked with blue surrounding line on the diagram of the Site that is attached as Appendix 2 to this Invitation (hereinafter respectively: the “Site Diagram”).

2. In this Sale Process, the IEC will be selling the Eastern part of the Hagit Facility the total surface area of which is approximately 163 thousands of square meters of generation site which includes a type E combined cycle facility (the "East Hagit Transferred Facilities" or the "Site"). After the completion of the sale process, IEC will own the Western part of Hagit Facility, including two combined cycle units with installed capacity of approximately 734MW and including the switching and substation yards of 161 KW and 400 KW that are not part of the Sale Process and will remain under the exclusively ownership of the IEC.

3. As set forth above, the Site includes a generation site with a surface area of approximately 163 thousands square meters, as marked with a red surrounding line on the Site Diagram. The capacity of the Site is approximately 660MW, composed of Class E combined cycle units 3-4-7 (units 3-4 being gas turbines and unit 7 a steam turbine) with a capacity of 330 MW, Class E combined cycle units 5-6-8 (units 5-6 being gas turbines and unit 8 a steam turbine) with a capacity of 330MW. All gas turbines in the East Hagit Transferred Facilities are dual fuel, with the primary fuel being natural gas and the secondary fuel being diesel oil.

4. Detailed hereby in the following table is the description of the generation units and the date of their establishment:

<table>
<thead>
<tr>
<th>Year of Inception</th>
<th>Installed Capacity (MW)</th>
</tr>
</thead>
<tbody>
<tr>
<td>1994</td>
<td>115</td>
</tr>
<tr>
<td>1994</td>
<td>115</td>
</tr>
<tr>
<td>2002</td>
<td>100</td>
</tr>
<tr>
<td>1996</td>
<td>115</td>
</tr>
<tr>
<td>1996</td>
<td>115</td>
</tr>
<tr>
<td>2002</td>
<td>100</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td><strong>660</strong></td>
</tr>
</tbody>
</table>
5. For the avoidance of doubt, it is hereby clarified that the description of the aforesaid capacity of the units in the Site does not constitute an explicit or implied commitment regarding their performance or any other parameters when operating in any type of fuel.

6. It is hereby clarified that most of the plots sold (approx. 163,000 m²) are privately owned by IEC, although the registration process in the Land Registry and Settlement of Rights in the Ministry of Justice has not yet been completed. One plot, of an area of 7,000 m², is in a long-term lease from Israel Land Authority. IEC has already begun proceedings for the acquisition of the full rights for this plot as well as planning preparation, to split all of the sold land from the rest of the Hagit Facility. Once the plan will be approved by the authorized committee, it will serve as a basis for the application of registration of real estate rights, and will enable the registration of the Purchaser’s rights under it, once approved (for all or some of the relevant plots). The success and the pace of progress are dependent on the decisions and procedures of the planning institutions and ILA. However, there is no guarantee that these procedures will be concluded in time for the Site's transfer of possession to the Purchaser. The attention of the Participants is directed to the fact that if the purchase procedure from ILA does not end by the date of the Handover, the Purchaser will be required to receive the Required Approval from the ILA, according to section 2A of the Israel Land Law.

7. The East Hagit Transferred Facilities are being sold exclusively as a “going concern”, for the purpose of the continued operation and maintenance of the Site and for the purpose of the generation of electricity in the sale thereof to the system director, in accordance with new generation licenses that will be issued to the Purchaser by the Electricity Authority under the Electricity Sector Law and to be approved by the Minister of Energy, and provided that the Purchaser obtains all of the Required Approvals, as this term is defined in the Invitation.

8. The East Hagit Transferred Facilities will be sold, as set forth above, As Is, including from the legal, regulatory, accounting, economic, tax-related, physical, environmental, technical and engineering standpoints, and without any representations whatsoever having been made to the Purchaser with respect to the Site, other than as expressly set forth in the Sale Contract, and all pursuant and subject to the conditions and provisions that will be set forth in the Sale Contract.

9. On the date of completion of the Sale Process, upon the Handover of the Site to the Purchaser, the Seconded Employees will be seconded to the Purchaser for a period of five (5) years. The identities of the Seconded Employees will be provided to the Purchaser before the Handover, and the terms of such secondment will be determined by IEC, all as will be set forth in the Sale Contract.

10. The descriptions that are included in this Appendix 1 and in the Pre-Qualification Documents, including with respect to the East Hagit Transferred Facilities, are intended exclusively for the purpose of providing a general background, they should not be viewed as a declaration or an undertaking by the IEC or anyone on its behalf, and are not intended as a substitute for an examination on behalf of the Participants in the Sale Process and do not purport to be exhaustive.

11. For the avoidance of doubt, it is hereby clarified that the operation and maintenance of all of the East Hagit Transferred Facilities, following the Handover, will come under the exclusive responsibility of the Purchaser.
Appendix 2 – Site Diagram

Legend

- Hagit Facility – Boundary of ownership.
- Eastern Polygon for sale (approx. 163,000 Sqm).
- Water system – retained by IEC (approx. 7,000 Sqm).
- PRMS.
- Transmission pipeline and natural gas delivery network to generation units.
- 161 kV lines.
- 400 kV lines.
Appendix 3 – Resolution No B/372

סמכות Hanayim לברחנות הנובים בישראל בשמשתור תורן

Resolution No

372/ב

3.10.2018

The resolution sets forth the conditions for the establishment of a limited partnership in Israel, including the requirements for the partners and the form of the partnership agreement. The resolution also outlines the procedures for the registration of such partnerships in the Commercial Register of Israel.

Methods:

1. For this day: Any person who establishes a limited partnership in Israel shall register it.

2. For this day: Any person who establishes a limited partnership in Israel shall file a statement with the Registrar of Limited Partnerships in Israel.

The resolution is intended to ensure the proper functioning of limited partnerships in Israel and to provide a clear and comprehensive framework for their establishment and operation.
הערכה מפכילה של תפקידי מחוזות:

1. לחקות בשדות את האזורים Hexatrigesimal לוחות הרובוטים בינוניים.
2. לא.Client מחוזות לוחות הרובוטים서비스 שיתוף פעולה בין הרובוטים בינוניים.
3.פוטנציאל פעילות מחוזות וביתים, כתובות וסוכנים נוספים להנפקת ריבויים נוספים בשדות מחוזות. 
הסדרת חלקי היצואנית של המלח"ה עם תמרון הרגישון החוזק והsmarty

1. המלח"ה יוצר עלโremium הרגישון החוזק והsmarty נשלבים

2. הרגישון לﭱיל שליחת ההתקבות עלשם המוסף והחברה בחוזק לשתי פעמים

3. הרגישון ל Brooke ל Brooke שלב הרגישון

4. המלח"ה Fan שנתון חנות הרגישון החוזק והsmarty נשלבים

5. המלח"ה Fan נתון חנות הרגישון החוזק והsmarty נשלבים

6. המלח"ה Fan הנתון חנות הרגישון החוזק והsmarty נשלבים

7. המלח"ה Fan הנתון חנות הרגישון החוזק והsmarty נשלבים

8. המלח"ה Fan הנתון חנות הרגישון החוזק והsmarty נשלבים

9. המלח"ה Fan הנתון חנות הרגישון החוזק והsmarty נשלבים

10. המלח"ה Fan הנתון חנות הרגישון החוזק והsmarty נשלבים
שלישי

الفraud

המותג

ל投融资

11. להקות את התחוויות המופיעות במסגר 45 ג"ש, גולט שיתוף. בכפר
 שלך בה, ואת אופט התוכנית על תיאור החשש והחותם המועצה;
صدق עבורי והחותם המועצה, הפריט ו trwał יבגダウン, ו所有情节
העורות המתוויות על אףי המועצה הכיפה ואלו ירי החותם המועצה
לוח לבר המועצה, בכפר שיתוף דן, וג"ש לוגו שיתוף לוחה
כתבאות ל(right) תועדו הנוסים ונספים, ובדרי ניתוח מים, סדרים

ieee: לחות זוכי לוחות המועצה המועצה.

12. להקות את התחוויות המופיעות. בישון על משדר המשיכים. משדר
הכלכלות התעשייתיות, משדר התחום, משדר האקדמיה, אגף ההשקעות
במשוד החבר. משדרים התחום והנPECIALים וה突出问题ים, בלעדי
בכת 120 ג"ש. בעדית הטיה ש.CASCADE להסרה על השליה, בכפר
שידורו, בכפר שבשטות מavi-אמג"ש מסייר. לוח אקר
симה על המגלאים והשליחים שיתוף ילTableCell סדרי בד"ש
אשימים לשכונת גזורים, גז"ש בוח, באגף קיים ייקונים
תקלה.

13. תוקף התחוויות של טען: לחות זוכי |
נובמבר 2020 01
## Appendix 4 – Ranking Process

### Criteria for Ranking – Financial Robustness

The financial robustness of the Participants that will be found to comply with the Pre-Qualification Requirements pursuant to this Invitation will be scored by the Tender Committee according to the following criteria:

### The Requirement

<table>
<thead>
<tr>
<th>The Requirement</th>
<th>Criterion</th>
<th>Maximum score</th>
</tr>
</thead>
<tbody>
<tr>
<td>Equity</td>
<td><strong>With respect to a Member that is not a Financial Entity:</strong></td>
<td></td>
</tr>
<tr>
<td></td>
<td>(a) Equity of a Member in the amount higher than NIS 9,000,000 and up to the amount of NIS 12,000,000 for each 1% of Anticipated Holdings in the Participant, will entitle the relevant Member to 50 points;</td>
<td></td>
</tr>
<tr>
<td></td>
<td>– or –</td>
<td></td>
</tr>
<tr>
<td></td>
<td>(b) Equity of a Member in the amount higher than 12,000,000 NIS for each 1% of Anticipated Holdings in the Participant, will entitle the relevant Member to 100 points.</td>
<td></td>
</tr>
<tr>
<td></td>
<td>For the avoidance of doubt, in the case of Equity as set forth in this subsection (b), no additional points will be given with respect to that set forth in subsection (a) above, so that the maximum score of that Member will be only 100 points.</td>
<td></td>
</tr>
<tr>
<td></td>
<td>The score that are given to the Participant will be equal to the total score that was conferred upon every relevant Member as stated, multiplied by that Member’s percentage of Anticipated Holdings in the Participant.</td>
<td></td>
</tr>
<tr>
<td></td>
<td><strong>With respect to a Member that is a Financial Entity (other than a Private Investment Fund):</strong></td>
<td>100</td>
</tr>
<tr>
<td></td>
<td>(a) Equity of a Member in the amount higher than 15,000,000 NIS and up to the amount of 20,000,000 NIS for each 1% of Anticipated Holdings in the Participant, will entitle the relevant Member to 50 points;</td>
<td></td>
</tr>
<tr>
<td></td>
<td>– or –</td>
<td></td>
</tr>
<tr>
<td></td>
<td>(b) Equity of a Member in the amount higher than 20,000,000 NIS for each 1% of Anticipated Holdings in the Participant, will entitle the relevant Member to 100 points.</td>
<td></td>
</tr>
<tr>
<td></td>
<td>For the avoidance of doubt, in the case of Equity as set forth in this subsection (b), no additional points will be given with respect to that set forth in subsection (a) above, so that the maximum score of that Member will be only 100 points.</td>
<td></td>
</tr>
<tr>
<td></td>
<td>The score that will be given to the Participant will be equal to the total score that was conferred upon every relevant Member as stated, multiplied by that Member’s Percentage of Anticipated Holdings in the Participant.</td>
<td></td>
</tr>
<tr>
<td></td>
<td><strong>Or, in the alternative:</strong></td>
<td></td>
</tr>
</tbody>
</table>
(a) Managed Assets in the amount higher than 150,000,000 NIS and up to the amount of 200,000,000 NIS for each 1% of Anticipated Holdings in the Participant, will entitle the relevant Member to 50 points;

– or –

(b) Managed Assets in the amount higher than 200,000,000 NIS for each 1% of Anticipated Holdings in the Participant, will entitle the relevant Member to 100 points.

For the avoidance of doubt, in the case of Managed Assets as set forth in this subsection (b), no additional points will be given with respect to that set forth in subsection (a) above, so that the maximum score of that Member will be only 100 points.

The score that are given to the Participant will be equal to the total score that was conferred upon every relevant Member as stated, multiplied by that Member’s Percentage of Anticipated Holdings in the Participant.

<table>
<thead>
<tr>
<th>With respect to a Member that is a Private Equity Fund:</th>
</tr>
</thead>
<tbody>
<tr>
<td>(a) Unutilized Commitments in the amount higher than 9,000,000 NIS and up to the amount of 12,000,000 NIS for each 1% of Anticipated Holdings in the Participant, will entitle the relevant Member to 50 points;</td>
</tr>
<tr>
<td>– or –</td>
</tr>
<tr>
<td>(b) Unutilized Commitments in the amount higher than 12,000,000 NIS for each 1% of Anticipated Holdings in the Participant, will entitle the relevant Member to 100 points.</td>
</tr>
</tbody>
</table>

For the avoidance of doubt, in the case of Unutilized Commitments as set forth in this subsection (b), no additional points will be given with respect to that set forth in subsection (a) above, so that the maximum score of that Member will be only 100 points.

The score that are given to the Participant will be equal to the total score that was conferred upon every relevant Member as stated, multiplied by that Member’s Percentage of Anticipated Holdings in the Participant.
## Criteria for Ranking – Professional Experience

The professional experience of the Participants that complies with the Pre-Qualification Requirements pursuant to this Invitation will be scored by the Tender Committee in the following manner:

<table>
<thead>
<tr>
<th>The Requirement</th>
<th>Criterion</th>
<th>Maximum score</th>
</tr>
</thead>
</table>
| **Operation and Maintenance Experience** | Participant/ Member that will demonstrate compliance with operation and maintenance experience of Power Plants with a cumulative installed power higher than the requested, will receive the following score:  
  (a) Operation and maintenance of Power Plants with a cumulative installed power higher than 250 MW and up to 350 MW – will receive 5 points;  
  (b) Operation and maintenance of Power Plants with a cumulative installed power higher than 350 MW and up to 450 MW – will receive 10 points;  
  (c) Operation and maintenance of Power Plants with a cumulative installed power higher than 450 MW – will receive 15 points. | 30            |
| **Ownership Experience**             | Participant/ Member that will demonstrate compliance with ownership experience of Power Plants with a cumulative installed power higher than the requested or of Infrastructure Project(s) with cumulative costs (not including VAT) higher than the requested, will receive the following score:  
  (a) Ownership of Power Plant(s), with a cumulative installed power higher than 250 MW and up to 350 MW, or one Infrastructure Project, the construction cost of which is higher than NIS 750,000,000 and up to NIS 1,000,000,000, or cumulative construction cost for, at the most, up to 4 Infrastructure Projects, higher than NIS 1,250,000,000 and up to NIS 1,500,000,000 – will receive 5 points;  
  (b) Ownership of Power Plant(s), with a cumulative installed power higher than 350 MW and up to 450 MW, or one Infrastructure Project, the construction cost of which is higher than NIS 1,000,000,000 and up to NIS 1,250,000,000, or cumulative construction cost for, at the most, up to 4 Infrastructure Projects, higher than NIS 1,500,000,000 and up to NIS 1,750,000,000 – will receive 10 points;  
  (c) Ownership of Power Plant(s), with a cumulative installed power higher than 450 MW or one Infrastructure Project, the construction cost of which is higher than NIS 1,250,000,000, or cumulative construction cost for, at the most, up to 4 Infrastructure Projects, higher than NIS 1,750,000,000 – will receive 15 points; | 30            |
<table>
<thead>
<tr>
<th>Experience in financial close</th>
<th>Participant/ Member that will demonstrate compliance with experience in financial close of Infrastructure Project with a construction cost (not including VAT) higher than the requested, will receive the following score:</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>(a) Infrastructure Project, the construction cost of which is higher than NIS 1,500,000,000 and up to NIS 2,000,000,000 in Israel and/or OECD Countries – will receive 7 points.</td>
</tr>
<tr>
<td></td>
<td>(b) Infrastructure Project, the construction cost of which is higher than NIS 2,000,000,000 and up to NIS 2,500,000,000 in Israel and/or OECD Countries – will receive 13 points.</td>
</tr>
<tr>
<td></td>
<td>(c) Infrastructure Project, the construction cost of which is higher than NIS 2,500,000,000, in Israel and/or OECD Countries – will receive 20 points.</td>
</tr>
</tbody>
</table>
Appendix 5 – Examples for Ranking

** These examples are given for illustrative purposes only, and there should be no extrapolation from them on the scores of one or another Participant or a Member. In any case, every Pre-Qualification Submission will be scored according to the criteria set forth in Appendix 4.

<table>
<thead>
<tr>
<th>Participant A</th>
<th>Pre-Qualification Requirement for every 1% Holding (all denominations are in NIS)</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>Holdings in the Participant</td>
</tr>
<tr>
<td>Not Financial Entity</td>
<td>30%</td>
</tr>
<tr>
<td>Financial Entity</td>
<td>40%</td>
</tr>
<tr>
<td>Private Investment Fund</td>
<td>30%</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td><strong>100%</strong></td>
</tr>
</tbody>
</table>

* Equity as submitted in the Financial Forms.

<table>
<thead>
<tr>
<th>Participant B</th>
<th>Pre-Qualification Requirement for every 1% Holding (all denominations are in NIS)</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>Holdings in the Participant</td>
</tr>
<tr>
<td>Not Financial Entity</td>
<td>30%</td>
</tr>
<tr>
<td>Financial Entity</td>
<td>40%</td>
</tr>
<tr>
<td>Private Investment Fund</td>
<td>30%</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td><strong>100%</strong></td>
</tr>
</tbody>
</table>

* Equity as submitted in the Financial Forms.
<table>
<thead>
<tr>
<th>Participant C</th>
<th>Pre-Qualification Requirement for every 1% Holding (all denomination are in NIS)</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>Holdings in the Participant</td>
</tr>
<tr>
<td>Not Financial Entity</td>
<td>50%</td>
</tr>
<tr>
<td>Not Financial Entity</td>
<td>30%</td>
</tr>
<tr>
<td>Not Financial Entity</td>
<td>20%</td>
</tr>
<tr>
<td>Total</td>
<td>100%</td>
</tr>
</tbody>
</table>

* Equity as submitted in the Financial Forms.
Appendix 6 – List of Advisors to the Tender Committee

Pursuant to the provisions of Section 2.18 (Advisors to the Tender Committee) of the Invitation, and without derogating from its provisions, the following table contains a list of Advisors to the Tender Committee during the Pre-Qualification Stage (it is hereby clarified that this list may be updated by the Tender Committee from time to time):

<table>
<thead>
<tr>
<th>No.</th>
<th>Name of the Advisor</th>
<th>Name of the Advisor</th>
<th>The Advisor’s role</th>
<th>The Advisor’s role</th>
</tr>
</thead>
<tbody>
<tr>
<td>1.</td>
<td>S. Horowitz &amp; Co.</td>
<td>ש. הורוביץ ושות', עורכי דין</td>
<td>Legal Advisor</td>
<td>יועץ משפטי</td>
</tr>
<tr>
<td>2.</td>
<td>Herzog Fox &amp; Neeman Law Office</td>
<td>ורוצג פוקס נאמן משרד עורכי דין</td>
<td>Legal Advisor</td>
<td>יועץ משפטי</td>
</tr>
<tr>
<td>3.</td>
<td>Meir Mizrahi &amp; Co.</td>
<td>מאיר מזרחי ושות', עורכי דין</td>
<td>Legal Advisor</td>
<td>יועץ משפטי</td>
</tr>
</tbody>
</table>
Annex 4 – the Participating Entities

(Cover page)
Pre-Qualification Form A – The Pre-Qualification Submission Letter

[To be completed by the Participant pursuant to the provisions of Sections 3.11.1-3.11.2 of the Invitation. In case that the Participant is a Group, the form shall be signed by all the Members thereof on the same form]

To:
Israel Electric Corporation Ltd.
Nativ Ha Or 1 st., Haifa

Gentlemen,

Re: Invitation for Pre-Qualification to Participate in a Tender for the Submission of Bids to Purchase the East Hagit Transferred Facilities

In response to the Invitation for Pre-Qualification to Participate in a Tender for the Submission of Bids to Purchase the East Hagit Transferred Facilities, we, the undersigned, __________________ (name of the Participant) registration number _________________, and all the Members thereof, ________________, registration number _______________; ________________, registration number _______________; ________________, registration number _______________; ________________, registration number _______________, respectfully submit this Pre-Qualification Submission, and declare and undertake as follows:

1. We have received the Pre-Qualification Documents; we have read, learned, understood and thoroughly examined all of the Pre-Qualification Requirements; and we hereby submit our Pre-Qualification Submission.

2. We hereby take upon ourselves the conditions of the Pre-Qualification Documents and all the undertakings that are included therein.

3. We have carefully examined all of the conditions and provisions relevant to our undertakings in accordance with the Pre-Qualification Documents. We hereby declare that we have the financial robustness, the professional experience and the knowledge that are required for the purpose of fulfilling all of our undertakings pursuant to the provisions of the Pre-Qualification Documents.

4. We understand that the submission of Pre-Qualification Submission will not be considered, in any way whatsoever, as creating an obligation for the IEC and/or the Tender Committee to declare us as an Eligible Participant and/or to invite us to participate in the Tender Stage and/or to declare us as a Successful Bidder; that the IEC and/or the Tender Committee are entitled, in their exclusive discretion, to reject the Pre-Qualification Submission that was filed by us; and that the IEC and/or the Tender Committee are entitled, in their exclusive discretion, to cancel the Sale Process and to reject all the Pre-Qualification Submissions at any time; and that the IEC and/or the Tender Committee are entitled to request additional information from the Participant or from other parties, to cancel or to modify the Pre-Qualification Documents at any time, and to conduct negotiations with all or some of the Participants.

5. We are aware that by submitting a Pre-Qualification Submission pursuant to this Invitation, the Participant and/or any Participating Entity and/or any Related Entity with respect to any thereof and/or any Entity on their behalf, will be deemed to have waived in advance any argument in connection with the terms of the Invitation and the right to file with any court a motion for the issuance of an injunction to delay the Pre-Qualification Process and/or the Sale Process, or any other
remedy, the meaning of which, whether directly or indirectly, will be a delay in the promotion of the Pre-Qualification Process and/or the Sale Process.

6. Attachments

Incorporated hereto, and made an integral part of the Pre-Qualification Submission, are all Pre-Qualification Forms, attachments and annexes thereto, and other annexes attached to the Pre-Qualification Submission as described herein:

**Envelope 1**
- Annex 1 Definitions
- Annex 2 Contents of the Pre-Qualification Submission
- Annex 3 General Information
  - Appendix 1 General Description of the Transferred Facilities
  - Appendix 2 Site Diagram
  - Appendix 3 Resolution No. B/327
  - Appendix 4 Ranking Process
  - Appendix 5 Examples for Ranking
  - Appendix 6 List of Advisors to the Tender Committee

**Annex 4**
- PQ Form A The Pre-Qualification Submission Letter
- Attachment 1 Participant's Group chart
- Attachment 2 Acknowledgments of Addenda
- Attachment 3 Receipt for the payment of the Participation Fee *(to be incorporated by the Participant)*
  - PQ Form B The Participant
  - Attachment 1 Certifications of Incorporation
  - PQ Form C The Member of the Participant
  - Attachment 1 Certifications of Incorporation
  - PQ Form D The Related Entity
  - Attachment 1 Certifications of Incorporation
  - Attachment 2 Group Chart
  - PQ Form E The Major Subcontractor
  - Attachment 1 Certifications of Incorporation
  - Attachment 2 Agreement with the Participant

**Annex 5**
- PQ Form F Authorized Representative
- PQ Form G Undertaking to Maintain Confidentiality
- PQ Form H1 No Unauthorized Deviations
- PQ Form H2 Public Entities Transactions Law Declaration
  - Attachment 1 Certification regarding keeping of account books
  - Attachment 2 Certification regarding reporting on income
- PQ Form H3 Participation of Concentrated Entity

**Annex 6**
- PQ Form I1 Operation and Maintenance Experience
- PQ Form I2 Ownership Experience
  - Attachment 1 Starting Date of Ownership
- PQ Form I3 Experience in Financial Close

**Envelope 2**
- Financial Pre-Qualification Requirements

**Annex 8**
- PQ Form J1 Financial Robustness – The Participant
- PQ Form J2 Financial Robustness – Financial Entity
- PQ Form J3 Financial Robustness – Private Investment Fund
- PQ Form K Financial Robustness – Auditor Certification
7. Attached hereby as **Attachment 1**, is the Participant's Group chart, which includes, *inter alia*, the names of the Participating Entities (*i.e.*, the Members, the Related Entities, the Major Subcontractor and the Guarantors, as applicable), their roles in the Pre-Qualification Submission, according to Section 3.11.2 of the Invitation and their connection to the Participant and/or the Members, as applicable.

8. Detailed herein is information in the Pre–Qualification Submission which the Participant considers to be a Sensitive Information [*to be completed in accordance with the provisions of Section 7.7.1 of the Invitation*]:

________________________________________________________________________________
_____________________________________________________________________________
________________________________________________________________________________

9. The undersigned acknowledges the receipt, understanding and full consideration of the following Addenda to the Pre-Qualification Documents, issued until the Pre-Qualification Submission Date, and such signed acknowledgments are attached hereto as **Attachment 2**:

<table>
<thead>
<tr>
<th>Addendum No.</th>
<th>Date Received:</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td></td>
</tr>
<tr>
<td>2</td>
<td></td>
</tr>
<tr>
<td>3</td>
<td></td>
</tr>
<tr>
<td>4</td>
<td></td>
</tr>
<tr>
<td>5</td>
<td></td>
</tr>
<tr>
<td>6</td>
<td></td>
</tr>
</tbody>
</table>

[to be completed]

10. Attached hereby as **Attachment 3**, is the receipt for the payment of the Participation Fee.

Faithfully yours,

________________________________________________________________________________
Date

Attorney’s Signature and Stamp

I hereby declare and certify with my signature that the signers on behalf of the Participant are authorized signatories on its behalf and are entitled to bind it for the purposes of this Pre-Qualification Process.

________________________________________________________________________________
Date

Signature and stamp of the Participant

________________________________________________________________________________
Date

Attorney’s Signature and Stamp

I hereby declare and certify with my signature that the signers on behalf of the Member are authorized signatories on its behalf and are entitled to bind it for the purposes of this Pre-Qualification Process.

________________________________________________________________________________
Date

Signature and stamp of the Member
<table>
<thead>
<tr>
<th>Date</th>
<th>Attorney’s Signature and Stamp</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>I hereby declare and certify with my signature that the signers on behalf of the Member are authorized signatories on its behalf and are entitled to bind it for the purposes of this Pre-Qualification Process.</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Date</th>
<th>Signature and stamp of the Member</th>
</tr>
</thead>
</table>
Pre-Qualification Form B – The Participant

[To be completed by the Participant pursuant to the provisions of Section 3.11.3 of the Invitation. In case that the Participant is a Group, the form shall be signed by all the Members thereof on the same form]

General information regarding the Participant, as of the Pre-Qualification Submission Date:

1. **Name:**
   
   **Registration Number***:
   
   **Place of registration***:
   
   **Date of registration***:
   
   **Business Address**:
   
   **Phone**:
   
   **E-mail**:
   
   *as applicable

2. **Members’ Anticipated Holdings in the Participant***:

<table>
<thead>
<tr>
<th>Name of the Member and Registration No.</th>
<th>Registration Number:</th>
<th>Percentage of Holdings in the Participant (%)</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

   *as applicable

3. Attached hereto, as Attachment 1, are authenticated copies of the Participant’s certificate of incorporation and name change certificates, as applicable, or their equivalent within its domicile.

4. **Position Holders in the Participant***:

<table>
<thead>
<tr>
<th>Name</th>
<th>Profession</th>
<th>Title</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

   *as applicable

5. **If the Participant is a single Entity – Is the Participant a Foreign Entity or is it Controlled**

   by a Foreign Entity? If the Participant is a Group – Will the Participant be Controlled by a Foreign Entity after its incorporation as a SPV for the purpose of participation in the Tender Process, in accordance with the Anticipated Holdings? If yes, please explain how and provide details:

---

1 Except for official authenticated certificates of Israeli corporations submitted in Hebrew, certificates of incorporation and name change certificates provided by a Participant in any language other than English should be accompanied by a translation to English and a notarized statement of translation.

2 For the purpose of this PQ Form only, the term “Control” shall have the meaning ascribed thereto in the Banking (Licensing) Law, 5741-1981.

3 For the purpose of this PQ Form only, the term “Control” shall have the meaning ascribed thereto in the Banking (Licensing) Law, 5741-1981.
6. The Participant hereby warrants and declares as follows:

- The Pre-Qualification Submission is not made in the interest of, or on behalf of, any undisclosed person, corporation, company, voluntary association, partnership, trust, or unincorporated association;

- The Pre-Qualification Submission is genuine and not collusive or sham;

- The Participant has not, directly or indirectly, induced or solicited any other Participant or Member(s) to put in a false or sham Pre-Qualification Submission, and has not by itself, or directly or indirectly, colluded, arranged or agreed with any Participant or Member(s) to secure any advantage against any other Participant, or to secure any advantage against the Tender Committee or the State of anyone interested in the Site;

- The Participant and each Member hereby undertakes and declares that, to the best of its knowledge and after having performed a due diligence examination, each of the Experience Providers that has been presented on behalf of the Participant is in compliance with all of the relevant Pre-Qualification Requirements of the Invitation;

- Our Pre-Qualification Submission corresponds to the purposes and powers that have been set forth in the documents of the corporation, in the name of which the Pre-Qualification Submission is being submitted, and we declare that we are competent to sign this Pre-Qualification Submission on behalf of the corporation, and that there is no impediment under any law and/or pursuant to any agreement to our signing this Pre-Qualification Submission;

- In case that the Participant is a Group, and should the Participant be announced as Eligible Participant in accordance with the provisions of the Invitation, and will be invited by the Tender Committee to submit a Bid pursuant to the provisions of the Tender Documents, it is the intention of all Members to enter into a detailed agreement between them and to form a SPV, incorporated under the Laws of the State of Israel, all, as required pursuant to the provisions of the Invitation and in accordance thereof, and as shall be further required pursuant to the provisions of the Tender Documents. The Holdings by each and all Members in such SPV shall be as listed above.

- The Participant is aware of the limitation with regard to the number of the Members of the Participant, as it is set forth in Section 3.1.1 of the Invitation, and it declares that it and its Members have formed their Pre-Qualification Submission so that it will comply with the aforesaid limitation.

Faithfully yours,

Date ______________________________
Attorney’s Signature and Stamp
I hereby declare and certify with my signature that the signers on behalf of the Participant are authorized signatories on its behalf and are entitled to bind it for the purposes of this Pre-Qualification Process.

Date ______________________________
Signature and stamp of the Participant

Date ______________________________
Attorney’s Signature and Stamp
I hereby declare and certify with my signature that the signers on behalf of the Member are authorized signatories on its behalf and are entitled to bind it for the purposes of this Pre-Qualification Process.

Date ______________________________
Signature and stamp of the Member
<table>
<thead>
<tr>
<th>Date</th>
<th>Attorney’s Signature and Stamp</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>I hereby declare and certify with my signature that the signers on behalf of the Member are authorized signatories on its behalf and are entitled to bind it for the purposes of this Pre-Qualification Process.</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Date</th>
<th>Signature and stamp of the Member</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Date</th>
<th>Attorney’s Signature and Stamp</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>I hereby declare and certify with my signature that the signers on behalf of the Member are authorized signatories on its behalf and are entitled to bind it for the purposes of this Pre-Qualification Process.</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Date</th>
<th>Signature and stamp of the Member</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Date</th>
<th>Attorney’s Signature and Stamp</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>I hereby declare and certify with my signature that the signers on behalf of the Member are authorized signatories on its behalf and are entitled to bind it for the purposes of this Pre-Qualification Process.</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Date</th>
<th>Signature and stamp of the Member</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
</tr>
</tbody>
</table>
Pre-Qualification Form C – The Member of the Participant

[To be completed by the Participant, or by each Member, where the Participant is a Group, pursuant to the provisions of Section 3.11.4 of the Invitation. Separate forms may be submitted if needed]

General information regarding the Member, as of the Pre-Qualification Submission Date:

1. Name: ___________________________________________________________

   Registration Number: _____________________________________________

   Place of registration: _____________________________________________

   Date of registration: _____________________________________________

   Business Address: _______________________________________________

   Phone: __________________________________________________________

   E-mail: _________________________________________________________

2. Attached hereto, as Attachment 1, are authenticated copies of the Member's certificate of incorporation and name change certificates, as applicable, or their equivalent within its domicile.  

3. Directors or executives of the Member:

   Name  Profession  Title
   __________________  __________________  __________________
   __________________  __________________  __________________
   __________________  __________________  __________________
   __________________  __________________  __________________

4. Position Holders of the Member:

   __________________  __________________  __________________
   __________________  __________________  __________________
   __________________  __________________  __________________

5. Representative:

   Name  Title  Address, Tel & E-mail
   __________________  __________________  __________________

   Israeli representative*: __________________  __________________  __________________

   *for non-Israeli companies only (if any)

---

4 Except for official authenticated certificates of Israeli corporations submitted in Hebrew, certificates of incorporation and name change certificates provided by a Member in any language other than English should be accompanied by a translation to English and a notarized statement of translation.
6. **Legal status:**

   (Check applicable)  
   - Private Limited  
   - Public Limited  
   - Partnership  
   - Joint Venture  
   - Other (explain)

7. **Authorized share capital:**

   ______________________________________________________

   Issued and fully paid up capital:

   ______________________________________________________

8. **Interested Parties in the Member:**

   ______________________________________________________

   ______________________________________________________

   ______________________________________________________

9. **Is the Member a Foreign Entity or is it Controlled\(^5\) by a Foreign Entity? If yes, please explain how and provide details:**

   ______________________________________________________

   ______________________________________________________

10. **Does the Member have an Israeli subsidiary or affiliate company?**

    □ Yes □ No

    *If yes – identify and provide details:

    ______________________________________________________

    ______________________________________________________

    ______________________________________________________

    ______________________________________________________

    *for non-Israeli companies only (if any)

11. **The Pre-Qualification Requirement the Member will be demonstrating compliance with:**

    (if applicable, detail the applicable Pre-Qualification Requirement the Member is demonstrating compliance with, other than the Financial Pre-Qualification Requirements. Please specify if the Member is demonstrating compliance with the relevant Requirement by itself or through another Entity (a Related Entity or SPV), and in that case – please specify the identity of that Entity and its connection to the Member)

---

\(^5\) For the purpose of this PQ Form only, the term “Control” shall have the meaning ascribed thereto in the Banking (Licensing) Law, 5741-1981.
12. The Member hereby warrants and represents the following:

12.1 The Member is duly incorporated, organized and validly existing under the laws of the jurisdiction in which it was organized;

12.2 Criminal proceedings with respect to Offence [check applicable]

☐ The Member and/or any directors or managers thereof and/or Interested Parties therein (which are connected to the Member, based on the Anticipated Holdings in the Participant) [erase applicable], have not been convicted in an Offence [to be completed by the Member].

☐ There are no criminal proceeding with respect to an Offence being conducted against either the Member and/or any directors or managers thereof and/or Interested Parties therein (which are connected to the Member, based on the Anticipated Holdings in the Participant) [erase applicable] [to be completed by the Member].

☐ The Member and/or any directors or managers thereof and/or Interested Parties therein (which are connected to the Member, based on the Anticipated Holdings in the Participant) [erase applicable], have been convicted with the following Offences [to be completed by the Member]:

_______________________________________________________________________
_______________________________________________________________________
_______________________________________________________________________

12.3 Neither the Member nor any Interested Party including the office holders thereof involved in the Pre-Qualification Process, in the Tender Process or in the Sale Process (including individuals) are not residents or citizens of a state which does not have diplomatic relations with the State of Israel;

12.4 The Member has all requisite corporate power and authority for the ownership and operation of its properties and for the carrying on of its business as currently conducted (including the participation in this Pre-Qualification Process);

12.5 There are no actions or proceedings pending nor, to the best knowledge of the Member and after due investigation, actions or proceedings which might result in any material adverse change in the Member business, operations, affairs, condition, assets, prospects, cash flow or any of its properties or assets;

12.6 The Member has not, directly or indirectly, induced or solicited any other Participant or Member(s) to put in a false or sham Pre-Qualification Submission, and has not by itself, or directly or indirectly, colluded, arranged or agreed with any Participant or Member(s) to
secure any advantage against any other Participant, or to secure any advantage against the Tender Committee or the State of anyone interested in the Transferred Facilities;

12.7 The Member participates in the Pre-Qualification Process only within this Pre-Qualification Submission;

12.8 The Member does not employ or engage any of the Advisors to the Tender Committee detailed in Appendix 6 of the Invitation, for the purposes of the Pre-Qualification Process;

12.9 Any Related Entity to the Member does not participate in the Pre-Qualification Process except within this Pre-Qualification Submission;

12.10 We understand that the Pre-Qualification Submission will not be considered, in any way whatsoever, as creating an obligation for the Tender Committee to declare the Participant as an Eligible Participant and/or to invite the Participant to the participate in the Tender Process; that the Tender Committee is entitled, in its exclusive discretion, to reject the Pre-Qualification Submission that was filed by us; and that the Tender Committee is entitled, in its exclusive discretion, to cancel the Sale Process and to reject all of the Pre-Qualification Submissions at any time; and that the Tender Committee is entitled to request additional information from the Participant or from other parties, to cancel or to modify the Pre-Qualification Documents at any time, and to conduct negotiations with all or some of the Participants.

12.11 We are aware that in submitting the Pre-Qualification Submission, the Participant, as well as any Member, will be considered as having waived any claim regarding the terms of the Invitation and any right to file an application for an injunction against the Pre-Qualification Process and/or the Sale Process or any other relief whose meaning, directly or indirectly, is a delay in the promotion of the Pre-Qualification Process and/or the Sale Process.

Faithfully yours,

Date ____________________________

I hereby declare and certify with my signature that the signers on behalf of the Member are authorized signatories on its behalf and are entitled to bind it for the purposes of this Pre-Qualification Process.

Date ____________________________

Signature and stamp of the Member
Pre-Qualification Form D – The Related Entity

[To be completed by each Related Entity, pursuant to the provisions of Section 3.11.5 of the Invitation]

General information regarding the Related Entity, as of the Pre-Qualification Submission Date:

1. Name: ____________________________________________________________________________
   Registration Number: __________________________________________________________________
   Place of registration: __________________________________________________________________
   Date of registration: ____________________________________________________________________
   Business Address: ______________________________________________________________________
   Phone: _______________________________________________________________________________
   E-mail: ______________________________________________________________________________

2. Attached hereto, as Attachment 1, are authenticated copies of the Related Entity's certificate of incorporation and name change certificates, as applicable, or their equivalent within its domicile.

3. Attached hereto, as Attachment 2, is a structure chart demonstrating the relation between the Related Entity and the Participant/ the Member. Please explain how does the Related Entity relate to the Participant/ the Member:
   ___________________________________________________________________________________
   ___________________________________________________________________________________
   ___________________________________________________________________________________

4. The Pre-Qualification Requirement the Related Entity will be demonstrating compliance with:
   ___________________________________________________________________________________
   ___________________________________________________________________________________
   ___________________________________________________________________________________

5. Directors or executives of the Related Entity
   Name | Profession | Title
   __________ | __________ | __________
   __________ | __________ | __________
   __________ | __________ | __________
   __________ | __________ | __________

---

6 Except for official authenticated certificates of Israeli corporations submitted in Hebrew, certificates of incorporation and name change certificates provided by a Related Entity in any language other than English should be accompanied by a translation to English and a notarized statement of translation.
<table>
<thead>
<tr>
<th>Position Holders of the Related Entity:</th>
<th></th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

6. **Representative:**

<table>
<thead>
<tr>
<th>Name</th>
<th>Title</th>
<th>Address, Tel &amp; E-mail</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**Israeli representative***:

<table>
<thead>
<tr>
<th>Name</th>
<th>Title</th>
<th>Address, Tel &amp; E-mail</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

*for non-Israeli companies only (if any)

7. **Legal status:**

(Check applicable)

- Private Limited
- Public Limited
- Partnership
- Joint Venture
- Other (explain)

8. **Authorized share capital:**

Issued and fully paid up capital:

<p>| | | |</p>
<table>
<thead>
<tr>
<th></th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

9. **Interested Parties in the Related Entity:**

________________________________________________________________________________
________________________________________________________________________________

_____________________________________________  _______________________________

10. **Does the Related Entity have an Israeli subsidiary or affiliate company?**

☐ Yes ☐ No

*for non-Israeli companies only (if any)

11. The Related Entity hereby warrants and represents the following:

11.1 The Related Entity is duly incorporated, organized and validly existing under the laws of the jurisdiction in which it was organized;

11.2 Criminal proceedings with respect to Offence [check applicable]

☐ The Related Entity and/or any directors or managers thereof and/or Interested Parties therein [erase applicable], have not been convicted in an Offence [to be completed by the Related Entity].

☐ There are no criminal proceeding with respect to an Offence being conducted against either the Related Entity and/ or any directors or managers thereof and/ or Interested
Parties therein [erase applicable] [to be completed by the Related Entity].

☐ The Related Entity and/or any directors or managers thereof and/or Interested Parties therein [erase applicable] have been convicted with the following Offences [to be completed by the Related Entity]:

_______________________________________________________________________
_______________________________________________________________________

☐ The following criminal proceeding are being conducted against the Related Entity and/or any directors or managers thereof and/or Interested Parties therein, with respect to the following Offences [erase applicable] [to be completed by the Related Entity]:

_______________________________________________________________________
_______________________________________________________________________

11.3 Neither the Related Entity nor any Interested Party including the office holders thereof involved in the Pre-Qualification Process, in the Tender Process or in the Sale Process (including individuals) are not residents or citizens of a state which does not have diplomatic relations with the State of Israel;

11.4 The Related Entity has all requisite corporate power and authority for the ownership and operation of its properties and for the carrying on of its business as currently conducted or proposed to be conducted for the purposes of the Site;

11.5 The Related Entity accepts the role which has been assigned to it by the Participant as described in this Pre-Qualification Form D, and confirms that subject to declaration of the Participant as a Successful Bidder, it will provide all the knowledge, experience, equipment and manpower required, in any volume, to fulfill the obligations of the Participant, and undertakes to bear the responsibility that will be imposed on the Participant by the IEC, pursuant to the Tender Documents and according to any Applicable Law.

11.6 There are no actions or proceedings pending nor, to the best knowledge of the Related Entity and after due investigation, actions or proceedings which might result in any material adverse change in the Related Entity business, operations, affairs, condition, assets, prospects, cash flow or any of its properties or assets;

11.7 The Related Entity has not, directly or indirectly, induced or solicited any other Participant or Member(s) to put in a false or sham Pre-Qualification Submission, and has not by itself, or directly or indirectly, colluded, arranged or agreed with any Participant or Member(s) to secure any advantage against any other Participant, or to secure any advantage against the Tender Committee or the State of anyone interested in the Transferred Facilities;

11.8 To the best of the Related Entity’s knowledge, and with respect to those part of the Pre-Qualification Submission concerned with the Related Entity:

11.8.1 The Pre-Qualification Submission submitted by the Participant is not made in the interest of, or on behalf of, any undisclosed person, corporation, company, voluntary association, partnership, trust, or unincorporated association;
11.8.2 The Pre-Qualification Submission is genuine and not collusive or sham;

11.8.3 All the information contained in the Pre-Qualification Submission is true, accurate, complete and current as of the Pre-Qualification Submission Date.

11.9 The Related Entity does not employ or engage any of the Advisors to the Tender Committee detailed in Appendix 6 of the Invitation, for the purposes of the Pre-Qualification Process;

11.10 The Related Entity participates in the Pre-Qualification Process only within this Pre-Qualification Submission, and any person or Entity under the common Control over it, any person or Entity under the common Control thereof, and any person or Entity Controlled thereby, does not participate in the Pre-Qualification Process except within this Pre-Qualification Submission;

Faithfully yours,

Date __________________________ Attorney’s Signature and Stamp
I hereby declare and certify with my signature that the signers on behalf Related Entity are authorized signatories on its behalf and are entitled to bind it for the purposes of this Pre-Qualification Process.

Date __________________________ Signature and stamp of the Related Entity
Pre-Qualification Form E – The Major Subcontractor
[To be completed by the Major Subcontractor, pursuant to the provisions of Section 3.11.6 of the Invitation]

General information regarding the Major Subcontractor, as of the Pre-Qualification Submission Date:

1. Name: ____________________________________________________________
   Registration number: ________________________________________________
   Place of registration: _________________________________________________
   Date of registration: _________________________________________________
   Business address: ____________________________________________________
   Phone: _____________________________________________________________
   E-mail: _____________________________________________________________

2. Attached hereto, as Attachment 1, are authenticated copies of the Major Subcontractor's certificate of incorporation and name change certificates, as applicable, or their equivalent within its domicile.7

3. Directors or executives of the Major Subcontractor:

<table>
<thead>
<tr>
<th>Name</th>
<th>Profession</th>
<th>Title</th>
</tr>
</thead>
<tbody>
<tr>
<td>__________________</td>
<td>__________</td>
<td>__________</td>
</tr>
<tr>
<td>__________________</td>
<td>__________</td>
<td>__________</td>
</tr>
<tr>
<td>__________________</td>
<td>__________</td>
<td>__________</td>
</tr>
</tbody>
</table>

4. Position Holders of the Major Subcontractor:

<table>
<thead>
<tr>
<th>Name</th>
<th>Profession</th>
<th>Title</th>
</tr>
</thead>
<tbody>
<tr>
<td>__________________</td>
<td>__________</td>
<td>__________</td>
</tr>
<tr>
<td>__________________</td>
<td>__________</td>
<td>__________</td>
</tr>
</tbody>
</table>

5. Representative:

<table>
<thead>
<tr>
<th>Name</th>
<th>Title</th>
<th>Address, Tel &amp; E-mail</th>
</tr>
</thead>
<tbody>
<tr>
<td>__________________</td>
<td>__________</td>
<td>__________________</td>
</tr>
</tbody>
</table>

6. Israeli representative*:

<table>
<thead>
<tr>
<th>Name</th>
<th>Title</th>
<th>Address, Tel &amp; E-mail</th>
</tr>
</thead>
<tbody>
<tr>
<td>__________________</td>
<td>__________</td>
<td>__________________</td>
</tr>
</tbody>
</table>

*for non-Israeli companies only (if any)

---

7 Except for official authenticated certificates of Israeli corporations submitted in Hebrew, certificates of incorporation and name change certificates provided by a Major Subcontractor in any language other than English should be accompanied by a translation to English and a notarized statement of translation.
7. **Legal status:**

(Check applicable)  
- Private Limited  
- Public Limited  
- Partnership  
- Joint Venture  
- Other (explain)  

8. **Authorized share capital:**

__________________________________________________

Issued and fully paid up capital:

__________________________________________________

9. **Interested Parties in the Major Subcontractor:**

________________________________________________________________________________

________________________________________________________________________________

________________________________________________________________________________

10. **Does the Major Subcontractor have an Israeli subsidiary or affiliate company?**

☐ Yes ☐ No  
*If yes – identify and provide details:*

________________________________________________________________________________

________________________________________________________________________________

________________________________________________________________________________

*for non-Israeli companies only (if any)*

11. **The Major Subcontractor hereby warrants and represents the following:**

11.1 The Major Subcontractor has entered into an agreement with the Participant for purposes of performing the role assigned to it by the Participant. Attached hereby, as Attachment 2, is a signed agreement between the Major Subcontractor and the Participant, pursuant to the provisions of Section 3.11.6 to the Invitation.

11.2 The Major Subcontractor is duly incorporated, organized and validly existing under the laws of the jurisdiction in which it was organized;

11.3 Criminal proceedings with respect to Offence [check applicable]

☐ The Major Subcontractor and/or any directors or managers thereof and/or Interested Parties therein [erase applicable], have not been convicted in an Offence [to be completed by the Major Subcontractor].

☐ There are no criminal proceeding with respect to an Offence being conducted against either the Major Subcontractor and/or any directors or managers thereof and/or Interested Parties therein [erase applicable] [to be completed by the Major Subcontractor].

☐ The Major Subcontractor and/or any directors or managers thereof and/or Interested Parties therein [erase applicable] have been convicted with the following Offences [to be completed by the Major Subcontractor]:
☐ The following criminal proceeding are being conducted against the Major Subcontractor and/or any directors or managers thereof and/or Interested Parties therein, with respect to the following Offences [erase applicable] [to be completed by the Major Subcontractor]:

11.4 Neither the Major Subcontractor nor any Interested Party including the office holders thereof involved in the Pre-Qualification Process, in the Tender Process or in the Sale Process (including individuals) are not residents or citizens of a state which does not have diplomatic relations with the State of Israel;

11.5 The Major Subcontractor has all requisite corporate power and authority for the ownership and operation of its properties and for the carrying on of its business as currently conducted or proposed to be conducted for the purposes of the Site;

11.6 The Major Subcontractor accepts the role which has been assigned to it by the Participant as described in this Pre-Qualification Form, and confirms that subject to declaration of the Participant as a Successful Bidder, it will execute all of the obligations of the Participant according to this Invitation and the Tender Documents, regarding performing its Operation and Maintenance Experience and providing all the knowledge, experience, equipment and manpower required, in any volume, to fulfill the operation and maintenance obligations of the Participant, and undertakes to bear the operation and maintenance responsibility that will be imposed on the Participant by the IEC, pursuant to the Tender Documents and according to any law.

11.7 There are no actions or proceedings pending nor, to the best knowledge of the Major Subcontractor and after due investigation, actions or proceedings which might result in any material adverse change in the Major Subcontractor business, operations, affairs, condition, assets, prospects, cash flow or any of its properties or assets;

11.8 The Major Subcontractor has not, directly or indirectly, induced or solicited any other Participant or Member(s) to put in a false or sham Pre-Qualification Submission, and has not by itself, or directly or indirectly, colluded, arranged or agreed with any Participant or Member(s) to secure any advantage against any other Participant, or to secure any advantage against the Tender Committee and/or IEC of anyone interested in the Site;

11.9 To the best of the Major Subcontractor’s knowledge, and with respect to those part of the Pre-Qualification Submission concerned with the Major Subcontractor:

11.9.1 The Pre-Qualification Submission submitted by the Participant is not made in the interest of, or on behalf of, any undisclosed person, corporation, company, voluntary association, partnership, trust, or unincorporated association;

11.9.2 The Pre-Qualification Submission is genuine and not collusive or sham;

11.9.3 All the information contained in the Pre-Qualification Submission is true, accurate, complete and current as of the Pre-Qualification Submission Date.
11.10 The Major Subcontractor does not employ or engage any of the advisors to the Tender Committee detailed in Appendix 6 of the Invitation, for the purposes of the Pre-Qualification Process;

11.11 The Major Subcontractor participates in the Pre-Qualification Process only within this Pre-Qualification Submission, and any person or Entity under the common Control over it, any person or Entity under the common Control thereof, and any person or Entity Controlled thereby, does not participate in the Pre-Qualification Process except within this Pre-Qualification Submission;

Faithfully yours,

__________________________
Date

__________________________
Attorney’s Signature and Stamp
I hereby declare and certify with my signature that the signers on behalf Major Subcontractor are authorized signatories on its behalf and are entitled to bind it for the purposes of this Pre-Qualification Process.

__________________________
Date

Signature and stamp of the Major Subcontractor
Annex 5 – General Forms
(Cover page)
Pre-Qualification Form F – Authorized Representative
[To be signed by the Participant and the Members thereof, if applicable, pursuant to the provisions of Section 2.14.2 of the Invitation, on the same form]

1. Name of the Participant

2. Registration number of the Participant (as applicable):

3. Names of the Members:

4. Registration numbers of the Members:

5. Name of the Authorized Representative:

6. Address of the Authorized Representative:

7. Telephone:

8. Email address:

<table>
<thead>
<tr>
<th>Date</th>
<th>Attorney’s Signature and Stamp</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>I hereby declare and confirm with my signature that the signers on behalf of the Participant are authorized signatories on its behalf and are entitled to bind it for the purposes of this Pre-Qualification Process.</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Date</th>
<th>Signature and stamp of the Participant</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Date</th>
<th>Attorney’s Signature and Stamp</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>I hereby declare and certify with my signature that the signers on behalf of the Member are authorized signatories on its behalf and are entitled to bind it for the purposes of this Pre-Qualification Process.</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Date</th>
<th>Signature and stamp of the Member</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Date</th>
<th>Attorney’s Signature and Stamp</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>I hereby declare and certify with my signature that the signers on behalf of the Member are authorized signatories on its behalf and are entitled to bind it for the purposes of this Pre-Qualification Process.</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Date</th>
<th>Signature and stamp of the Member</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Date</th>
<th>Attorney’s Signature and Stamp</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>I hereby declare and certify with my signature that the signers on behalf of the Member are authorized signatories on its behalf and are entitled to bind it for the purposes of this Pre-Qualification Process.</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Date</th>
<th>Signature and stamp of the Member</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
</tr>
</tbody>
</table>
Pre-Qualification Form G – Undertaking to Maintain Confidentiality
[To be signed by each Participating Entity, as applicable, on a separate form, pursuant to the provisions of Section 3.8.1 of the Invitation]

To:
Israel Electric Corporation Ltd.
1 Netiv Ha-Or Street, Haifa

Dear Sirs,

Re: Undertaking to Maintain Confidentiality

Whereas: in the Invitation for Pre-Qualification to Participate in a Tender for the Submission of Bids to Purchase the East Hagit Transferred Facilities, which was published by the Israel Electric Corporation Ltd. (hereinafter: the “IEC” and the “Invitation”), the Participants that are interested in participating in the Pre-Qualification Process and in purchasing the Transferred Facilities, including the undersigned, will be given a general description of the East Hagit Transferred Facilities, as well as additional data with respect to the Transferred Facilities, and, furthermore, the Participants may be given additional information, documents and data that pertain to the IEC and/or to the Transferred Facilities, which include Confidential Information (as this term is defined below) of the IEC; and

Whereas: it has been clarified to us by the Company, and we hereby confirm and undertake, that a condition for our participation in the Pre-Qualification Stage, is that all of the Confidential Information that will be given to us and/or to anyone on our behalf and/or to which we will be exposed within the Pre-Qualification Process, will be kept absolutely confidential by us, will not be disclosed to any third party whatsoever (hereinafter: “Third Party”), and will not be used by us for any other purpose than for the purpose of performing examinations that we reasonably require for the purpose of submitting a Pre-Qualification Submission and the participation in the Pre-Qualification Process, in accordance with the Pre-Qualification Documents (hereinafter: the “Permitted Purpose”):

Now therefore we, __________________________ (complete the name of the Participating Entity), are making this Undertaking as part of _________________________’s (complete the name of the Participant) Pre-Qualification Submission, and we hereby declare and (as is relevant) undertake as follows:

Maintaining confidentiality and limiting the use of the Confidential Information

1. In this Undertaking, the term “Confidential Information” refers to any information, whether in writing or oral or otherwise, which is related and/or pertains to the IEC, including its property, its belongings, its facilities, its business, its suppliers, its service providers, its representatives, its agents, its customers, its monetary, financial and marketing data, its professional, commercial and business secrets, its plans (including its business, financial and strategic plans), ideas, data, examinations, calculations, knowledge, intellectual property, its agreements with others, including employees, lessees, lessors, customers, service providers, representatives, agents, suppliers, guarantees, indemnifications, loans, bonds, deeds of pledge, encumbrances, insurance policies, securities of the IEC and/or officers, any negotiation between the IEC and ourselves (to the extent
that it takes place as part of the Sale Process), its details, and everything related thereto and/or resulting therefrom, as well as any other or additional material, knowledge or information that has come/will come to us and/or to anyone on our behalf from the IEC and/or from any Third Party, whether in writing or orally, by electronic means or in any other way, within and/or as a result of the Invitation and/or the Pre-Qualification Process, and/or an examination of the possibility of submitting Pre-Qualification Submission, including pursuant to this Undertaking and the Pre-Qualification Documents. Notwithstanding the foregoing, Confidential Information will not include information as stated above that: (a) is in the public domain; (b) was lawfully known to us before it was given to us within and/or in connection with the Pre-Qualification Process and with respect to which we are in possession of written proof; (c) came to us lawfully from a Third Party; or provided that this information did not come into the public domain and/or did not come to us and/or to anyone on our behalf, or to a Third Party, as a result of a breach of this Undertaking to Maintain Confidentiality and/or a breach of any other undertaking vis-à-vis the Company and/or as a result of an act or an omission by us and/or by anyone on our behalf, including by the Authorized Persons (as this term is defined below) and/or by a Third Party.

In this Section 1.1 of this Undertaking, the term “the IEC” refers to: the IEC and any corporation that is held, directly or indirectly, by the IEC, including subsidiaries and related companies (as these terms are defined in the Securities Law, 5728-1968).

2. We hereby declare and confirm that there is no prohibition, impediment and/or limitation by virtue of any contract, statute or any other reason, including the competition laws, that prohibit, impede and/or limit us from being exposed to Confidential Information and/or reviewing it as set forth in this Undertaking.

3. We undertake to maintain complete and absolute confidentiality with respect to the Confidential Information, and not to give it, disclose it, publish it, describe it and/or transfer it to a Third Party (other than the Authorized Persons (as this term is defined below)), according and subject to the conditions and provisions that are set forth in Section 1.5 below, without having obtained your prior written consent and in accordance with the conditions that will be set forth in that consent (if and to the extent that it is given). Without derogating from the generality of that set forth in this Section 1.3 above, we undertake to take all of the required and/or necessary precautions in order to prevent any possibility that the Confidential Information will leave our possession and will reach a Third Party.

4. We are aware that giving the Confidential Information to us and/or bringing it to our attention does not confer any rights to it upon us, and that the sole and exclusive purpose for which the Confidential Information is given to us and for which we will be entitled to make use of the Confidential Information is the Permitted Purpose, and we will not be entitled to make use of the Confidential Information for any purpose other than the Permitted Purpose, whether directly or indirectly.

5. Without derogating and/or detracting from the generality of that set forth in this Undertaking, we undertake that the transfer of the Confidential Information to our employees and/or to those operating in our name and/or on our behalf, including to the consultants, appraisers, accountants and attorneys operating on our behalf, will only be made to such of those persons who reasonably require the Confidential Information in connection with the performance of the examinations that will be performed by us with respect to our participation in the Pre-Qualification Process (hereinafter jointly: the “Authorized Persons”), and that the transfer of Confidential Information as stated to any of the persons mentioned above in this Section will be made provided that, prior to and as a condition for the transfer of Confidential Information as stated, the Authorized Person receiving the information expressly undertakes vis-à-vis the IEC, by signing in the margins of this Undertaking, to maintain complete confidentiality with respect to the Confidential Information that will be given to him, and not to use it for any purpose other than the Permitted Purpose, all in
accordance with that set forth in this Undertaking. For the avoidance of doubt, it is hereby clarified that the non-fulfillment of the conditions as stated by any of the Authorized Persons will not release us from any of our undertakings pursuant to this Undertaking, and that we will be liable for the undertakings by the Authorized Persons as stated, jointly and severally with the Authorized Persons, and that any act or omission by the Authorized Persons will be deemed, for the purposes of this Undertaking, to constitute an act or an omission by us.

6. Immediately upon your first demand, we undertake to return to the IEC all of the Confidential Information that is and/or will be in our possession or in the possession of anyone on our behalf (including the Authorized Persons), including any and all copies, photocopies, correspondence, notes, processing, duplication, abstract, presentation and/or summary of the Confidential Information (including reports and/or working papers and the like) in which the Confidential Information or any part thereof and/or any other material in connection with and/or pertaining to the Confidential Information is reflected or analyzed, all if it was prepared by the IEC and/or anyone on its behalf (hereinafter: the “Documents and Data of the Confidential Information”). Without derogating from the generality of the foregoing, we undertake, immediately upon your first demand, to destroy the Documents and Data of the Confidential Information, in such a way that none of the Documents and Data of the Confidential Information will remain in our possession and/or in the possession of anyone on our behalf (including the Authorized Persons). For the avoidance of doubt, it is hereby emphasized that the performance of that set forth in this Section will not derogate from our liability and our remaining undertakings pursuant to this Undertaking.

7. If a demand under any Applicable Law is addressed to us by a competent entity and/or a Competent Authority to give them information that constitutes Confidential Information, we will be entitled to provide the information as stated, provided that we notify the IEC to that effect immediately and in writing, before providing any Confidential Information as stated, and if this is not possible by any Applicable Law, we will notify the IEC to that effect immediately after the provision thereof, and we will ensure that the disclosure as stated is reduced to the necessary minimum for the purpose of compliance with the requirements of the Applicable Law. In addition, we undertake that, in such a case, we will give the IEC a reasonable and sufficient period of time to defend itself against a demand as stated before providing the Confidential Information that was demanded to an entity and/or an authority as stated, unless this is not possible by any Applicable Law.

8. We are aware that the Confidential Information was and/or will be given to us, inter alia, on the basis of the confirmations and undertakings that have been set forth in this Undertaking.

General

9. The Preamble to this Undertaking constitutes an integral part hereof.

10. Each of the terms that are included in this Undertaking (for the avoidance of doubt, including the Preamble hereto), which are defined in the Invitation and are not expressly defined in this Undertaking, will have the meaning that is conferred upon it in the Invitation.

11. We are aware of and accept the fact that the information will be given to us in its condition at the time (“As-Is”), and that the provision thereof by the IEC and/or by anyone on its behalf will not constitute, under any circumstances whatsoever, any representation, confirmation, promise, description, explanation, estimation and/or undertaking by the IEC and/or by anyone on its behalf (including with respect to conducting negotiations in connection with the purchase of the Transferred Facilities and/or engaging in an Sale Contract for the purchase of the Transferred Facilities), and, therefore, the IEC and anyone on its behalf will not bear any liability whatsoever with respect thereto and/or in connection therewith. We are aware that we are required to perform
all of the examinations related to the Invitation and the Pre-Qualification Process, the Transferred Facilities, in an independent manner, and our Pre-Qualification Submission, if it is submitted, will be submitted on the basis of our examinations and under our exclusive responsibility. We are aware that the Confidential Information that will be transferred to us is only partial, that there is no certainty that it provides all of the required information that pertains to the Transferred Facilities, and that the IEC does not take upon itself any liability with respect to the content of the Confidential Information and/or with respect to the satisfactory or exhaustive nature thereof.

12. For the avoidance of doubt, the IEC will be entitled to any legal remedy against us that is available to the IEC under any Applicable Law, in the case of breach of any of our undertakings as stated above, whether by us directly or indirectly or by anyone on our behalf (including the Authorized Persons), including an injunction, a mandatory injunction and an order for the collection of information, and we undertake not to oppose such orders. Without derogating from the foregoing, we are aware that great damage may be caused to the IEC and to Third Parties if any of our undertakings pursuant to this Undertaking is breached by us and/or by anyone on our behalf (including the Authorized Persons), and we undertake to indemnify the IEC and any Third Party as stated for all of the damage and expenses that will be caused in the case of breach of any of our undertakings as stated above, whether by us directly or indirectly or by anyone on our behalf (including the Authorized Persons), whether through an act or through an omission, for any reason whatsoever.

13. The validity of this Undertaking is for 3 years as of the Pre-Qualification Submission Date. For the avoidance of doubt, this Undertaking will remain fully in effect, even if our Pre-Qualification Submission, which will be submitted by us, is not accepted, for any reason whatsoever.

14. No modification, amendment and/or updating of the provisions of this Undertaking will be valid unless made in writing and signed by us and by the IEC.

15. Without derogating from the provisions of the Invitation, if it is determined that any provision of this Undertaking is illegal or unenforceable, this will not detract from the remaining provisions of this Undertaking, which will remain in effect. Without derogating from the foregoing, in any case in which it is determined that any provision of this Undertaking is illegal or unenforceable, the provision with respect to which it has been determined as stated will be replaced by a legal and enforceable provision, the content, purpose and outcome of which are as close as possible to those of the provisions with respect to which it has been determined as stated.

16. This Undertaking and the interpretation and implementation hereof will be governed exclusively by Israeli law. The sole and exclusive jurisdiction to hear any dispute, difference of opinion and/or any other matter that will arise between the parties and that is related to and/or results from this Undertaking will rest with the competent courts of the State of Israel in Tel Aviv.

17. We are aware and agree that this Undertaking by us does not give rise to any impediment and/or limitation for the IEC in any matter related to the acceptance of other Pre-Qualification Submissions and/or conducting negotiations with any Participants whatsoever, and that, from our point of view, the IEC is not subject to any such impediment and/or limitation.

Date

Attorney’s Signature and Stamp
I hereby declare and certify with my signature that the signers on behalf of the Participating Entity are authorized signatories on its behalf and are entitled to bind it for the purposes of this Pre-Qualification Process.

Date

Signature and stamp of the Participating Entity

56

L/566005/2590/9439868/1
Pre-Qualification Form H₁ – No Unauthorized Deviations

[To be completed and signed by the Participant and by each Member (if the Participant is a group), pursuant to the provisions of Section 3.11.8 of the Invitation. Separate forms may be submitted, if needed]

To:
Israel Electric Corporation Ltd.
1 Netiv Ha-Or Street, Haifa

Gentlemen:

Re: Declaration Regarding No Unauthorized Deviations

In response to the Invitation for Pre-Qualification to Participate in a Tender for the Submission of Bids to Purchase the East Hagit Transferred Facilities, we, the undersigned, __________________ (name of the Participant), and/or all of the Members, _______________________; _______________________; _______________________; _______________________, respectfully declare and undertake as follows:

1. We have read, learned, understood and thoroughly examined all of the Pre-Qualification Documents, including, but not only, the Invitation, its Appendixes and Pre-Qualification Forms, and we accept the provisions set therein.

2. We have received, read, learned, understood and thoroughly examined all of the Addendums to the Pre-Qualification Documents, and we accept the provisions set therein.

3. We have examined each part of our Pre-Qualification Submission, and we fully accept it and agree to it.

4. We declare that no Deviation has been made by us in the Pre-Qualification Documents, within our Pre-Qualification Submission, and we are aware that the binding wording of the Pre-Qualification Documents is only the version published by IEC, except of the complements made by the Participant within the Pre-Qualification Documents.

Faithfully yours,

________________________________________
Date

Attorney’s Signature and Stamp
I hereby declare and certify with my signature that the signers on behalf of the Participant are authorized signatories on its behalf and are entitled to bind it for the purposes of this Pre-Qualification Procedure.

________________________________________
Date

Signature and stamp of the Participant

________________________________________
Date

Attorney’s Signature and Stamp
I hereby declare and certify with my signature that the signers on behalf of the Member are authorized signatories on its behalf and are entitled to bind it for the purposes of this Pre-Qualification Procedure.

________________________________________
Date

Signature and stamp of the Member

________________________________________
Date

Attorney’s Signature and Stamp
I hereby declare and certify with my signature that the signers on behalf of the Member are authorized signatories on its behalf and are entitled to bind it for the purposes of this Pre-Qualification Procedure.

________________________________________
Date

Signature and stamp of the Member
I hereby declare and certify with my signature that the signers on behalf of the Member are authorized signatories on its behalf and are entitled to bind it for the purposes of this Pre-Qualification Procedure.
Pre-Qualification Form H₂ – Public Entities Transactions Law Declaration
[To be completed and signed by the Participant and by each Member thereof (as applicable), pursuant to the provisions of Section 3.11.9 of the Invitation]

To:
Israel Electric Corporation Ltd.
1 Netiv Ha-Or Street, Haifa

Gentlemen,

Re: **Affidavit Pursuant to Section 2(B)b of the Public Entities Transactions Law, 5736-1976**

(hereinafter: the “Public Entities Transactions Law”)

I, the undersigned, ______________, Identity No. __________, having been warned that I must tell the truth and that I will be subject to the penalties that have been set forth under law if I fail to do so, do hereby affirm in writing as follows:

1. I give this Affidavit in the name of _______________________ (the "Entity") to Israel Electric Corporation Ltd. as part of the Pre-Qualification Submission submitted by _____________________ (name of the Participant to be completed) in response to the Invitation for Pre-Qualification to participate in a Tender for the Submission of Bids to Purchase the East Hagit Transferred Facilities.

2. I serve as the ____________ of the Entity, and I have been empowered under law to provide this Affidavit in the name of the Entity and on its behalf.

3. I hereby affirm, after having performed a clarification and an examination, that, as of the Pre-Qualification Submission Date in the above-referenced Invitation, the Entity and every Related Entity to it [check (✓) the relevant alternative]:

   □ Have not been Convicted of more than two (2) offenses under the Foreign Workers Law (Prohibition Against Unlawful Employment and Assurance of Fair Conditions), 5751-1991 (hereinafter: the “**Foreign Workers Law**”) and the Minimum Wage Law, 5747-1987 (hereinafter: the “**Minimum Wage Law**”).

   □ Have been Convicted of more than two (2) offenses under the Foreign Workers Law and the Minimum Wage Law, but, as of the Pre-Qualification Submission Date in the Invitation, at least one (1) year has elapsed since the date of the most recent conviction.

   □ Have been Convicted of more than two (2) offenses under the Foreign Workers Law and the Minimum Wage Law, according to the details listed below, and, as of the Pre-Qualification Submission Date, at least one (1) year has not yet elapsed since the date of the most recent conviction.
For the purposes of this Section 3, “Convicted” and “Connected Entity” – as these terms are defined in the Transactions with Public Entities Law, 5736-1976.8

Affidavit pursuant to Section 2b1 of the Public Entities Transactions Law

4. I hereby affirm, after having performed a clarification and an examination, that as of the Pre-Qualification Submission Date in the above-referenced Invitation, one of the following applies [check (✓) the relevant alternative]:

☐ Alternative A – The provisions of Section 9 of the Equal Opportunities for Persons with Disabilities Law, 5758-1998 (hereinafter: the “Equal Opportunities Law”) do not apply to the Participant.9

☐ Alternative B – The provisions of Section 9 of the Equal Opportunities Law apply to the Entity, and it fulfills them.

☐ [If checked Alternative B – please continue]:

☐ Alternative (1) – The Entity employs fewer than 100 employees.

☐ Alternative (2) – The Entity employs at least 100 employees, and it undertakes to apply to the Director-General of the Ministry of Labor, Welfare and Social Services, for the purpose of an examination of the implementation of its duties pursuant to Section 9 of the Equal Opportunities Law, and, if necessary – for the purpose of receiving instructions in connection with the implementation thereof.

If the Entity has undertaken in the past to apply to the Director-General of the Ministry of Labor, Welfare and Social Services pursuant to the provisions of Alternative (2) above, and entered into an agreement pursuant to which it undertook as stated in that Alternative (2) – it declares that it applied, as it was required to do, and if it received instructions for the implementation of its duties pursuant to Section 9 of the Equal Opportunities Law, it also took measures to implement them.

8 “Convicted” of an offense – convicted in a peremptory judgment of an offense that was committed after 25 Heshvan 5763 (October 31, 2002); “Connected Entity” – any of the following: (1) a body of persons controlled by the supplier; (2) if the supplier is a body of persons, any of the following: (a) its controlling shareholder; (b) a body of persons, the composition of the shareholders in which or the partners in which, as is relevant, is essentially similar to the composition as stated of the supplier, and the areas of activity of the body of persons are essentially similar to the areas of activity of the supplier; (c) the person on behalf of the supplier who is responsible for the payment of salaries; (3) if the supplier is a body of persons that is controlled by way of significant control – another body of persons, which is controlled by way of significant control by the entity that controls the Participant; “Means of Control,” “Holding” and “Control” – as these terms are defined in the Banking Law (Licensing), 5741-1981; “Significant Control” – holding of three-quarters or more of a specific type of means of control of a body of persons.

9 The provisions of Section 9 of the Equal Opportunities Law apply to an “Employer,” as that term is defined there: “An employer that employs more than 25 employees, other than the State or another employer to which the provisions of Section 15A of the Civil Service Law (Appointments), 5719-1959, apply.”
Entity which Alternative B in Section 4 above applies to – The Entity undertakes to forward a copy of the Affidavit pursuant to Section 4 above to the Director-General of the Ministry of Labor, Welfare and Social Services, within 30 days of the “Date of the Agreement,” as this term is defined in the Public Entities Transactions Law.

5. Attached to this Affidavit are the following certifications:

☐ A valid certification from an Assessing Officer for an accountant with respect to the keeping of account books as provided by law, pursuant to the provisions of the Income Tax Ordinance (New Version) and the VAT Law.

☐ A valid certification from an Assessing Officer or an accountant with respect to reporting to the Assessing Officer on its income and to the Director of VAT on transactions that are taxed under the VAT Law.

This is my name, this is my signature, and the content of my Affidavit above is true.

Faithfully yours,

________________________________________

Date                              Full name                              Signature

Certification by an Attorney

I the undersigned, Adv. ________________, of _____________________, do hereby certify that, on _________, Mr./Ms. ________________, Identity No. __________, who is competent to affirm on behalf of the Participant/the Member for all intents and purposes, appeared before me, and after he/she was warned by me that he/she would have to affirm the truth and that he/she would be subject to the penalties set forth under law if he/she failed to do so, confirmed the accuracy of the above Affidavit and signed it before me.

________________________________________

Attorney’s signature and stamp
Pre-Qualification Form H₃ – Participation of Concentrated Entity

[To be submitted by the Participant, and where the Participant is a Group – by each Member thereof – according to the provisions of Section 9.4.4(a) of the Invitation]

To:
Israel Electric Corporation Ltd.
1 Netiv Ha-Or Street, Haifa

Re: Affidavit Regarding Participation of a Concentrated Entity in the Pre-Qualification Process

I, the undersigned, ___________________, Identity No. ___________________, serving as ______________________ in the ______________________ (complete the name of the Participant/Member) (the "Entity"), registration number __________________, having been warned that I must tell the truth and that I will be subject to the penalties set forth under law if I fail to do so, do hereby affirm in writing as follows:

1. I have been empowered under law to provide this Affidavit in the name of the Entity and on its behalf.

2. Please choose and complete one of the following options:

   □ The Entity has a Controlling* shareholder:
     - The name of the Controlling* shareholder: ________________;
     - Identity No.: ________________;
     - The name of the ultimate parent entity: ________________;
     - Identity No.: ________________;

   □ The Entity has no Controlling* shareholder.

3. Please choose and complete the applicable option with regard to the Entity:

   □ The Entity, its shareholders or its partners (which hold at least 5% of the Means of Control* therein), as applicable, are not included in the list of Concentrated Entities (גומרים ריכוזיים) under the Promotion of Competition and Reduction of Concentration Law, 2013 (hereinafter: the "Concentration Law").

   □ To the best of my knowledge, none of the alternatives in section 4(a) of the Concentration Law applies with regard to the Entity, its shareholders or its partners (which hold at least 5% of the Means of Control therein).

   □ To the best of my knowledge, a shareholder or a partner in the Entity (directly or indirectly) is part of a group that is listed in the list of Concentrated Entities, or one of the above criteria applies to it.
Please elaborate:

__________________________________________________________________________
__________________________________________________________________________

This is my name, this is my signature, and the content of my Affidavit above is true.

Faithfully yours,

______________

Date

______________

The Entity's Name

______________

The Entity's Signature

______________

Full name of the Affiant

Signature

Certification by an Attorney

I the undersigned, Adv. ________________, of ________________, do hereby certify that, on __________, Mr./Ms. ________________, Identity No. ________________, who is competent to affirm on behalf of the Entity for all intents and purposes, appeared before me, and after he/she was warned by me that he/she would have to tell the truth and that he/she would be subject to the penalties set forth under law if he/she failed to do so, confirmed the accuracy of the above Affidavit and signed it before me.

___________________________
Attorney’s signature and stamp

* In this Form: "Control", "Holding" and "Means of Control" – as these terms are defined in the Banking (Licensing) Law, 1981, as follows: "Control" - the ability - whether alone or together with others - to direct the activity of a corporation, except for an ability deriving solely from the performance of the position of a director or other officer in the corporation; without derogating from the generality of the aforesaid, a person shall be deemed to control the corporation if one of the following applies to him: (1) he holds half or more of a certain type of means of control in the corporation; (2) he has the ability to prevent the making of business decisions in a corporation, except for decisions concerning the issuance of means of control in a corporation or decisions concerning the sale or liquidation of most of the corporation's business or a material change thereof. "Holding" - whether alone or together with others, whether directly or indirectly, including by a controlled entity. "Means of Control", in a corporation - any of the following: (1) the right to vote at a general meeting of a company or at a parallel body of another corporation; (2) the right to appoint a director in a corporation, and for this purpose - (A) the person who appointed a director in the corporation shall be deemed to have the right to appoint him; (B) a corporation of which an officer is appointed as a director of another corporation, and a person who controls that corporation, shall be deemed to have the right to appoint him; (C) the right to participate in the profits of the corporation; (D) the right to the balance of assets of the corporation upon its liquidation after its obligations are settled;
Annex 6 – Professional Pre-Qualification Requirements
(Cover page)
Pre-Qualification Form I₁ – Operation and Maintenance Experience  
[To be completed by the Experience Provider, pursuant to the provisions of Section 4.1.2 of the Invitation]

1. I, ________________ the undersigned, am making this affidavit on behalf of ________________ (fill the name of the Experience Provider).

2. The Experience Provider is the Participant or a Member that holds ____% of the Anticipated Holdings in the Participant or a Related Entity to the Participant/ to the Member or a Major Subcontractor (erase the inapplicable).

3. The projects

<table>
<thead>
<tr>
<th>The Information</th>
<th>Project's name</th>
<th>Project's owner</th>
<th>Type of Power Plant(s)</th>
<th>Cumulative installed power</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>A</td>
<td>B</td>
<td>C</td>
<td>D</td>
</tr>
<tr>
<td><strong>Project's name</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Project's owner</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Type of Power Plant(s)</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Cumulative installed power</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Period during which the Experience Provider has provided the operation and maintenance services (from-until) [DD/MM/YYYY – DD/MM/YYYY]</strong></td>
<td>From _________ Until _________</td>
<td>From _________ Until _________</td>
<td>From _________ Until _________</td>
<td>From _________ Until _________</td>
</tr>
<tr>
<td><strong>Execution of the project</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>[check the applicable box]</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>□ By itself</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>□ SPV/ Joint Venture</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>□ Other Entity:</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>□ By itself</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>□ SPV/ Joint Venture</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>□ Other Entity:</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>□ By itself</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>□ SPV/ Joint Venture</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>□ Other Entity:</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>□ By itself</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>□ SPV/ Joint Venture</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>□ Other Entity:</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**Effective percentage of holdings in the SPV/ Joint Venture [if applicable]**

<table>
<thead>
<tr>
<th></th>
<th>_____ %</th>
<th>_____ %</th>
<th>_____ %</th>
<th>_____ %</th>
</tr>
</thead>
</table>

**Direct/ Indirect holding [if applicable]**

<table>
<thead>
<tr>
<th></th>
<th>Direct</th>
<th>Indirect</th>
<th>Direct</th>
<th>Indirect</th>
<th>Direct</th>
<th>Indirect</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>Direct</td>
<td>Indirect</td>
<td>Direct</td>
<td>Indirect</td>
<td>Direct</td>
<td>Indirect</td>
</tr>
<tr>
<td></td>
<td>Direct</td>
<td>Indirect</td>
<td>Direct</td>
<td>Indirect</td>
<td>Direct</td>
<td>Indirect</td>
</tr>
<tr>
<td></td>
<td>Direct</td>
<td>Indirect</td>
<td>Direct</td>
<td>Indirect</td>
<td>Direct</td>
<td>Indirect</td>
</tr>
</tbody>
</table>

**Client details and contact person information (name and e-mail)**


4. **Additional Relevant Information:**

To the extent the aforementioned experience is not held directly by the Experience Provider itself, please provide details with respect to the Entity which has the experience, including its name and the connection between such Entity and the Experience Provider (please include a chart describing the structure of holdings):

_______________________________________________________________________________

_______________________________________________________________________________

_______________________________________________________________________________

Date____________________________
Attorney’s Signature and Stamp
I hereby declare and certify with my signature that the signers on behalf of the Experience Provider are authorized signatories on its behalf and are entitled to bind it for the purposes of this Pre-Qualification Process.

Date____________________________
Signature and stamp of the Experience Provider
Pre-Qualification Form I₂ – Ownership Experience
[This form will be completed by the Experience Provider, pursuant to the provisions of Sections 4.2.5 of the Invitation]

1. I, __________ the undersigned, am making this affidavit on behalf of __________ (fill the name of the Experience Provider).

2. The Experience Provider is the Participant or a Member that holds ____% of the Anticipated Holdings in the Participant or a Related Entity to the Participant/ to the Member (erase the inapplicable).

3. **The Projects**

<table>
<thead>
<tr>
<th>The Information</th>
<th>The Projects</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>A</td>
</tr>
<tr>
<td><strong>Project's Name</strong></td>
<td>Ownership of Power Plants(s)</td>
</tr>
<tr>
<td><strong>Type of Project</strong></td>
<td>Infrastructure Project(s)</td>
</tr>
<tr>
<td><strong>If ownership of Power Plant(s):</strong></td>
<td>Type of Power Plant</td>
</tr>
<tr>
<td></td>
<td>Cumulative installed power</td>
</tr>
<tr>
<td><strong>If Infrastructure Project:</strong></td>
<td>Description of the Project</td>
</tr>
<tr>
<td></td>
<td>Construction cost</td>
</tr>
<tr>
<td><strong>Starting date of the Ownership [DD/MM/YYYY]</strong></td>
<td></td>
</tr>
<tr>
<td><strong>Ownership of the project [check the applicable box]</strong></td>
<td>By itself</td>
</tr>
<tr>
<td></td>
<td>SPV/ Joint Venture</td>
</tr>
<tr>
<td></td>
<td>Other Entity: __________</td>
</tr>
<tr>
<td><strong>Effective percentage of holdings in the SPV/ Joint Venture [if applicable]</strong></td>
<td>_____%</td>
</tr>
<tr>
<td><strong>Direct/ Indirect holding [if applicable]</strong></td>
<td>Direct</td>
</tr>
<tr>
<td></td>
<td>Indirect</td>
</tr>
</tbody>
</table>
* It is hereby clarified that projects that are presented by the Participant for the purpose of demonstrating compliance with Section 4.2 (Ownership Experience) may not be presented by the Participant for the purpose of demonstrating compliance with Section 4.3 (Experience in Financial Close).

4. **Additional Relevant Information:**

To the extent the aforementioned experience is not held directly by the Experience Provider itself, please provide details with respect to the Entity which has the experience, including its name and the connection between such Entity and the Experience Provider (please include a chart describing the structure of holdings):

_____________________________________________________________________________
_____________________________________________________________________________
_____________________________________________________________________________

5. Attached hereto to this Form, as **Attachment 1**, the relevant document for the demonstration of Starting Date of Ownership, as follows (erase the inapplicable):

(a) An accountant’s certificate; or

(b) A permanent generation license for the private generation of electricity under the Electricity Sector Law; or

(c) A reference document with respect to the start of commercial operation of the project.

<table>
<thead>
<tr>
<th>Date</th>
<th>Attorney’s Signature and Stamp</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>I hereby declare and confirm with my signature that the signers on behalf of the Experience Provider are authorized signatories on its behalf and are entitled to bind it for the purposes of this Pre-Qualification Process.</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Date</th>
<th>Signature and stamp of the Experience Provider</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
</tr>
</tbody>
</table>
Pre-Qualification Form I₃ – Experience in Financial Close

(This form will be completed by the Experience Provider, pursuant to the provisions of Sections 4.3.3 of the Invitation)

1. I, _______ the undersigned, am making this affidavit on behalf of _________ (fill the name of the Experience Provider).

2. The Experience Provider is the Participant or a Member that holds ____% of the Anticipated Holdings in the Participant or a Related Entity to the Participant/ to the Member (erase the inapplicable).

3. The Projects*

<table>
<thead>
<tr>
<th>The Information</th>
<th>The Projects</th>
</tr>
</thead>
<tbody>
<tr>
<td>Project's Name</td>
<td>A</td>
</tr>
<tr>
<td>Description of Project</td>
<td>B</td>
</tr>
<tr>
<td>Construction cost</td>
<td>C</td>
</tr>
<tr>
<td>Date of the financial close</td>
<td>D</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>financial close of the project [check the applicable box]</th>
<th>A</th>
<th>B</th>
<th>C</th>
<th>D</th>
</tr>
</thead>
<tbody>
<tr>
<td>By itself</td>
<td>☐</td>
<td>☐</td>
<td>☐</td>
<td>☐</td>
</tr>
<tr>
<td>SPV/ Joint Venture</td>
<td>☐</td>
<td>☐</td>
<td>☐</td>
<td>☐</td>
</tr>
<tr>
<td>Other Entity:</td>
<td>☐</td>
<td>☐</td>
<td>☐</td>
<td>☐</td>
</tr>
<tr>
<td>_________</td>
<td>☐</td>
<td>☐</td>
<td>☐</td>
<td>☐</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Effective percentage of holdings in the SPV/ Joint Venture [if applicable]</th>
<th>A</th>
<th>B</th>
<th>C</th>
<th>D</th>
</tr>
</thead>
<tbody>
<tr>
<td>____ %</td>
<td>☐</td>
<td>☐</td>
<td>☐</td>
<td>☐</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Direct/ Indirect holding [if applicable]</th>
<th>A</th>
<th>B</th>
<th>C</th>
<th>D</th>
</tr>
</thead>
<tbody>
<tr>
<td>Direct</td>
<td>☐</td>
<td>☐</td>
<td>☐</td>
<td>☐</td>
</tr>
<tr>
<td>Indirect</td>
<td>☐</td>
<td>☐</td>
<td>☐</td>
<td>☐</td>
</tr>
</tbody>
</table>

* It is hereby clarified that projects that are presented by the Participant for the purpose of demonstrating compliance with Section 4.3 (Experience in Financial Close) may not be presented by the Participant for the purpose of demonstrating compliance with Section 4.2 (Ownership Experience).
4. **Additional Relevant Information:**

To the extent the aforementioned experience is not held directly by the Experience Provider itself, please provide details with respect to the Entity which has the experience, including its name and the connection between such Entity and the Experience Provider (please include a chart describing the structure of holdings):

_____________________________________________________________________________
_____________________________________________________________________________
_____________________________________________________________________________

Date ____________  Attorney’s Signature and Stamp
I hereby declare and confirm with my signature that the signers on behalf of the Experience Provider are authorized signatories on its behalf and are entitled to bind it for the purposes of this Pre-Qualification Process.

Date ____________  Signature and stamp of the Experience Provider
Annex 7 – Pre-Qualification Documents
(To be incorporated by the Participant. Please note that there is no need to submit the Addenda)
Pre-Qualification Form J1 – Financial Robustness – The Participant/ The Member

(To be completed separately by each Member (which is not a Financial Entity) or Guarantor (as applicable), pursuant to the provisions of Section 5.8.1 of the Invitation. In cases where the Participant is a single Entity, it will also be considered a “Member” for the purposes of this Form)

I, the undersigned, _________________________, I.D/ Passport No. _______________________, am making this undertaking in the name of the Participant/ the Member/ the Guarantor (erase the inapplicable), _________________________ (complete the name of the Participant/ the Member/ the Guarantor), as part of the Pre-Qualification Submission submitted by __________________, (complete the name of the Participant), within the Invitation for Pre-Qualification to Participate in a Tender for the Submission of Bids to Purchase the East Hagit Transferred Facilities, and hereby declare and undertake as follows:

<table>
<thead>
<tr>
<th>Name of the Participant/ the Member</th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>Anticipated Holdings by the Member in the Participant</td>
<td>____%</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Name of the Guarantor (if relevant)</th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>Percentage of holdings of the Guarantor in the Member</td>
<td>____ % Directly/ Indirectly (erase the inapplicable)</td>
</tr>
</tbody>
</table>

1. Participant's/ Member's / Guarantor's Turnover

<table>
<thead>
<tr>
<th>Fiscal year</th>
<th>2017</th>
<th>2018</th>
<th>2019</th>
<th>Participant's/ Member's Average Turnover in the last three (3) years**</th>
</tr>
</thead>
<tbody>
<tr>
<td>Turnover (NIS)*</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

* According to the audited Financial Statements (if relevant) of the Participant/ the Member / the Guarantor.
** The Participant's/ the Member's Average Turnover will be calculated according to the formula set out in section 5.2.2 of the Invitation.

2. Operating Cash Flow of the Participant/ the Member / the Guarantor

The Participant/ the Member / the Guarantor shall comply with one of the provisions of Section 5.3.1 or Section 5.3.2 of the Invitation.

2.1 Average Operating Cash Flow:

<table>
<thead>
<tr>
<th>Fiscal year</th>
<th>2017</th>
<th>2018</th>
<th>2019</th>
<th>Average Operating Cash Flow in the last three (3) years**</th>
</tr>
</thead>
<tbody>
<tr>
<td>Operating Cash Flow (NIS)*</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

* According to the audited Financial Statements (if relevant) of the Participant/ the Member/ the Guarantor.
** The Average Operating Cash Flow will be calculated according to the formula set out in section 5.3.1 of the Invitation.
2.2 The ratio between the Weighted Operating Cash Flow and its Equity: [Shall be filled only in case where the Participant/ the Member or the Guarantor does not comply with the requirements of Section 5.3.1 of the Invitation]

The ratio between the absolute value of the Participant's/ the Member's / the Guarantor's (erase the inapplicable) Average Operating Cash Flow in the last three Fiscal Years and its Equity is ______% (in words: __________________________ percent).

3. Equity

The Equity of the Participant/ the Member / the Guarantor is NIS ___________________________ (in words: ___________________________ New Israeli Shekels), based on one of the following: (a) its most recent annual Financial Statements (provided these are not earlier than for year 2019); or (b) its most recent quarterly financial statements (provided these are not earlier than for year 2019) (erase the inapplicable).

4. The most recent audited Financial Statements of the Member and/or the Guarantor did not contain a “Going Concern Notice”.

Faithfully yours,

__________________________  __________________________  __________________________
Date                             Full name                            Signature

Approval

I the undersigned, Adv. ______________, attorney-at-law, do hereby certify that, on day __________, Mr./Ms. __________________, Identity No. ______________, appeared before me, and after he/she was warned by me that he/she would have to affirm the truth and that he/she would be subject to the penalties set forth under law if he/she failed to do so, confirmed the accuracy of the above Affidavit and signed it before me.

In addition, I hereby do attest and confirm that Mr./Ms. __________________, is authorized to sign on behalf of the Member, and is entitled to bind it for the purposes of this Pre-Qualification Process.

__________________________
Attorney’s signature and stamp
Pre-Qualification Form J2 – Financial Robustness – Financial Entity

[To be completed and signed by the CEO or CFO of the Participant or Member or the Guarantor (if applicable) which is a Financial Entity, pursuant to the provisions of Section 5.8.2 of the Invitation. In cases where the Participant is a single Entity, it will also be considered a “Member” for the purposes of this Form]

I, the undersigned, _________________________, I.D/ Passport No. _______________________, am making this undertaking in the name of the Participant/ the Member/ the Guarantor (erase the inapplicable), ______________________________________ (complete the name of the Participant/ the Member/ the Guarantor), as part of the Pre-Qualification Submission submitted by _______________________, within the Invitation for Pre-Qualification to Participate in a Tender for the Submission of Bids to Purchase the East Hagit Transferred Facilities, and hereby declare and undertake as follows:

Name of the Participant/ the Member

| Anticipated Holdings by the Member in the Participant | _____% |
| Name of the Guarantor (if relevant) | |
| Percentage of holdings of the Guarantor in the Member | _____ % Directly/ Indirectly (erase the inapplicable) |

1. I am the CEO/ CFO in the Participant/ the Member/ the Guarantor (erase the inapplicable).

2. Detailed hereby is the financial data with respect to the Equity or, the amount of managed assets by the Participant/ the Member/ the Guarantor (erase the inapplicable).

   a. Equity

   Equity, based on its most recent annual or quarterly Financial Statements

   NIS ________________________________

   Or

   b. The assets managed by the Participant/ the Member/ the Guarantor

   Managed assets, with respect to the Last Fiscal Year

   NIS ________________________________

3. I hereby declare that the Participant/ the Member/ the Guarantor is not under liquidation proceedings, bankruptcy proceedings or a stay of proceedings was/were initiated against the Member/ the Guarantor; a receivership order was issued with respect to it; a temporary or permanent receiver was appointed for it; any insolvency proceeding, of any type and kind whatsoever, was initiated against it, and the like. And that the most recent audit of the Member/ the Guarantor did not contain a “Going Concern Notice”.

   Faithfully yours,

   ___________________________  ___________________________  ___________________________
   Date                        Full name                  Signature
Approval

I the undersigned, Adv. ________________, attorney-at-law, do hereby certify that, on ________, Mr./Ms. ________________, Identity No. _________, who is the CEO/CFO of_______________, appeared before me, and after he/she was warned by me that he/she would have to affirm the truth and that he/she would be subject to the penalties set forth under law if he/she failed to do so, confirmed the accuracy of the above Affidavit and signed it before me.

______________________________________

Attorney’s signature and stamp
Pre-Qualification Form J₃ – Financial Robustness – Private Investment Fund
[To be completed by the CEO or CFO of the Participant or the Member or the Guarantor (if applicable), which is a Private Investment Fund, pursuant to the provisions of Section 5.8.3 of the Invitation. In cases where the Participant is a single Entity, it will also be considered a “Member” for the purposes of this Form]

I, the undersigned, ___________________________, I.D/ Passport No. ________________________, am making this undertaking in the name of the Participant/ the Member/ the Guarantor (erase the inapplicable), ___________________________, (complete the name of the Participant/ the Member/ the Guarantor), as part of the Pre-Qualification Submission submitted by ____________________, (complete the name of the Participant), within the Invitation for Pre-Qualification to Participate in a Tender for the Submission of Bids to Purchase the East Hagit Transferred Facilities, and hereby declare and undertake as follows:

<table>
<thead>
<tr>
<th>Name of the Participant/ the Member</th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>Anticipated Holdings by the Member in the Participant</td>
<td>____ %</td>
</tr>
<tr>
<td>Name of the Guarantor (if relevant)</td>
<td></td>
</tr>
<tr>
<td>Percentage of holdings of the Guarantor in the Member</td>
<td>____ % Directly/ Indirectly (erase the inapplicable)</td>
</tr>
</tbody>
</table>

1. I am the CEO or CFO of the Participant/ the Member/ the Guarantor (erase the inapplicable).

2. Detailed hereby is the financial data relating to the Participant/ the Member/ the Guarantor:

<table>
<thead>
<tr>
<th>The amount of Unutilized Commitments under its management:</th>
<th>as of the date 14 days prior to the Pre-Qualification Submission Date:</th>
</tr>
</thead>
<tbody>
<tr>
<td>The amount of Assets Under Management:</td>
<td>as at the end of the Last Fiscal Year:</td>
</tr>
</tbody>
</table>

3. I hereby confirm that the scope of the investment planned by the Private Investment Fund as part of the Sale Process is consistent with the Fund’s investment policy.

4. I hereby declare that the Participant/ the Member/ the Guarantor is not under liquidation proceedings, bankruptcy proceedings or a stay of proceedings was/were initiated against the Participant/ the Member/ the Guarantor; a receivership order was issued with respect to it; a temporary or permanent receiver was appointed for it; any insolvency proceeding, of any type and kind whatsoever, was initiated against it, and the like. And that the most recent audit of the Member/ the Guarantor did not contain a “Going Concern Notice”.

Faithfully yours,

______________________________
Date

______________________________
Full name

______________________________
Signature
Approval

I, the undersigned, Adv. ________________, attorney-at-law, do hereby certify that, on __________, Mr./Ms. ______________, Identity No. _________, who is the CEO/CFO of_______________, appeared before me, and after he/she was warned by me that he/she would have to affirm the truth and that he/she would be subject to the penalties set forth under law if he/she failed to do so, confirmed the accuracy of the above Affidavit and signed it before me.

________________________________________

Attorney’s signature and stamp
Pre-Qualification Form K – Financial Robustness – Auditor Certification

[To be completed and signed by the Participant’s auditor. In cases the Participant is a group, the form will be completed and signed separately by the auditor of each of the Members. In cases involving reliance on a Guarantor, the form will also be completed and signed by the auditor of the Guarantor. The form will be completed pursuant to the provisions of Section 5.8.4 of the Invitation]

[This form may be completed on the accountant’s letterhead]

Re: Financial Data of ____________________

As the auditors of ____________________ (hereinafter: the “Corporation”), and subsidiaries, we hereby state the following:

1. We have been the auditors of the Corporation since the year ________.

2. The audited [consolidated] financial statements of the Corporation, as of the years 2017, 2018 and 2019 were audited by our firm [delete the inapplicable, if relevant] (hereinafter: "Audited Financial Statements"). The financial statements for the years ________, ________ were audited by another auditor, and his report/s dated ________, included an unmodified opinion [complete if applicable].

Financial data

3. The following financial data was obtained from the Audited Financial Statements:

3.1. Pursuant to the (1) Audited Financial Statements or (2) reviewed quarterly financial statements [delete the inapplicable, if relevant], the Equity of the Corporation for its most recent (1) annual Financial Statements or (2) quarterly financial statements [delete the inapplicable, if relevant] totals the amount of _______ thousand NIS.

3.2. Pursuant to the Audited Financial Statements, the turnover of the Corporation for the years ended on December 31, 2017, 2018 and 2019 totals the amount of _______ thousand NIS, _______ thousand NIS and _______ thousand NIS respectively.

3.3. Pursuant to the Audited Financial Statements, the operating cash flow of the Corporation for the years ended on December 31, 2017, 2018 and 2019 totals the amount of _______ thousand NIS, _______ thousand NIS and _______ thousand NIS respectively.

3.4. If the Corporation is a “Financial Entity,” as this term is defined in the Invitation for Pre-Qualification—

Pursuant to the Audited Financial Statements, the amount of its managed assets for the year 2019 totals the amount of _______ thousand NIS.

3.5. If the Corporation is a “Private Investment Fund”, as this term is defined in the Invitation for Pre-Qualification—

Pursuant to the Audited Financial Statements, the Assets Under Management of the Corporation for the year 2019 totals the amount of _______ thousand NIS.

4. No “Going Concern Notice” was included in the Audited Financial Statements for the years of 2017, 2018 and 2019.
5. We have performed procedures for identifying subsequent events, and we have held a discussion on the subject of the “Going Concern Notice” with the management of the Corporation.

6. Starting on the signing date of the above-referenced financial statements and up to the date on which we are signing this letter, no information on any substantive change for the worse in the business situation of the Corporation, to the point of raising real doubts with respect to the continued existence of the Corporation as a “Going Concern Notice” has come to our attention, including on the basis of the examinations as set forth in Section 5 above and of trial balances that were prepared for the Corporation (if any trial balances were prepared during the referenced period of time).

7. We have not audited any financial statements of the Corporation since our audit of the financial statements as of December 31, 2019.

8. In order to obtain an understanding of the Corporation’s financial position, the Corporation’s consolidated financial statements, including the related notes thereto, need to be read in their entirety due to the interrelationship between the individual amounts, disclosures, and other components of the Corporation’s consolidated financial statements.

9. All denominations in this form are converted to NIS in accordance with the conversion rates and provisions of section 5.9 of the Invitation for Pre-Qualification [delete if inapplicable].

_________________________  _________________________
    Date                              Signature and stamp of the auditor of the Corporation
Pre-Qualification Form L – Letter of Guarantee

[To be signed and completed, as applicable, by the Guarantor, pursuant to the provisions of Section 5.7.2 and 5.8.5 of the Invitation]

To:
Israel Electric Corporation Ltd.
Nativ Ha Or 1 st., Haifa

Gentlemen,

Re: Invitation for Pre-Qualification to Participate in a Tender for the Submission of Bids to Purchase the East Hagit Transferred Facilities

The undersigned, ___________________________ (name of the Guarantor to be completed) (the "Guarantor"), hereby confirms and warrants as follows, with respect to _________________________ (name of the Member seeking to rely on the Guarantor, to be completed) (the "Company"), which is holding ___ % (Member's Anticipated Holdings in the Participant, to be completed) of ___________________________ (name of the Participant to be completed) (the "Participant"), submitting a Pre-Qualification Submission in response to the Invitation:

1. General information

Name of the Guarantor: __________________________________________
Corporation No.: ______________________________________________
Place of registration: ___________________________________________
Date of registration: ___________________________________________
Registered address: _____________________________________________
Telephone No.: ________________________________________________
Email address: _________________________________________________

<table>
<thead>
<tr>
<th>Name</th>
<th>Profession</th>
<th>Title</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Directors or executives of the Guarantor:

<p>| | | |</p>
<table>
<thead>
<tr>
<th></th>
<th></th>
<th></th>
</tr>
</thead>
</table>

Position Holders of the Guarantor:

<p>| | | |</p>
<table>
<thead>
<tr>
<th></th>
<th></th>
<th></th>
</tr>
</thead>
</table>

2. The Guarantor (check the applicable):

☐ Controls the Company by means of _____________________________ (please provide appropriate explanation, attested to by an attorney, demonstrated by applicable documentation, e.g. reports issued by the Registrar of Companies, organizational charts, etc.).

☐ Is also a Member of the Participant, holding ____________ (Guarantor's Anticipated Holdings in the Participant, to be completed) in the Participant;
2.1. This Undertaking is being given as part of the Pre-Qualification Submission submitted by _____________ (hereinafter: the “Participant”), within the Invitation for Pre-Qualification to Participate in a Tender for the Submission of Bids to Purchase the East Hagit Transferred Facilities.

2.2. We are lawfully incorporated in the country of our incorporation.

2.3. The Guarantor and any Interested Party including the office holders thereof involved in the Pre-Qualification Process, in the Tender Process or in the Sale Process (including individuals) are not residents or citizens of a state which does not have diplomatic relations with the State of Israel.

2.4. We declare that we have examined the relevant representations and declarations that are included in the Pre-Qualification Submission, and that we have examined the provisions of the Invitation that imposed limitations and direct duties upon the Guarantor, and we take the referenced conditions, and especially the powers that are conferred in those provisions upon IEC, upon ourselves, and declare that each of the referenced representations and declarations should be viewed as if they had been given by the Company and the Guarantor, jointly and severally.

2.5. We hereby autonomously and unconditionally undertake to comply with all of the monetary and other undertakings of the Participant / the Member in connection with the Invitation and the Sale Process.

2.6. We are aware that this undertaking by us is irrevocable and is being given independently vis-à-vis IEC, and vis-à-vis the Participant / the Member, and not as a guarantee. Accordingly, all of the reservations, protections and rights that are conferred upon a guarantor with respect to and including the Guarantee Law, 1968, will not apply to this undertaking by us.

2.7. We have the financial robustness that is required in Section 5 of the Invitation, and we declare that we comply with the Financial Pre-Qualification Requirement.

2.8. We declare and consent that all of our signatures on the Pre-Qualification Submission and the Pre-Qualification Forms in the Invitation that pertain to us are fully binding upon us.

2.9. Without derogating from the Participant’s liability and/or from IEC’s right to raise complaints against us and/or against the Participant, jointly and severally, we bear complete liability vis-à-vis IEC in all matters that pertain to any damage and/or loss of any kind whatsoever that will be caused as a result of one of the following cumulative conditions:

2.9.1. If any of the representations and/or the declarations included in the Participant’s Pre-Qualification Submission with respect to the Guarantor are found to be incorrect and/or inaccurate as of the signing date of this declaration.

2.9.2. If it is found that the Guarantor participated in illegal and/or malicious conduct with respect to the Pre-Qualification Process.

2.9.3. If it is found that the Guarantor breached any of its undertakings under this declaration.
2.10. The content of this undertaking will continue in effect and will not be adversely affected in any case of modification of the Pre-Qualification Documents, at any stage, and we give our consent in advance to any such modification, and, in addition, we consent to the adaptation of our undertakings pursuant to this document to the Pre-Qualification Documents as they will be modified as stated.

2.11. We and any Entity that Controls us and/or that is Controlled by us and/or that is under joint Control with us are not participating, in the Pre-Qualification Process, but in this Pre-Qualification Submission only, and not in any other Pre-Qualification Submission.

2.12. We do not employ or engage with any of the Advisors to the Tender Committee listed in Appendix 6 to the Invitation, for the purposes of the Pre-Qualification Process.

2.13. We declare that we are aware that the Pre-Qualification Submission does not require the IEC and/or the Tender Committee to declare the Participant as a Eligible Participant; and that the IEC and/or the Tender Committee has the authority to reject and/or to disqualify some or all of the Pre-Qualification Submissions; and/or to request the receipt of additional information from the Participants or from the Participating Entities, including the Guarantor; and/or to cancel and/or to modify the Pre-Qualification Documents at any given time and/or to hold negotiations with each or all of the Participants.

2.14. We bear the responsibility for ensuring that: (1) the part of the Pre-Qualification Submission that pertains to us is accurate, complete and updated, as of the Pre-Qualification Submission Date, in accordance with the requirements presented in the Pre-Qualification Documents and the appendices thereto; and (2) the Pre-Qualification Submission parts that pertain to us are fully compliant with the requirements and provisions of the Pre-Qualification Documents.

2.15. We undertake to maintain confidentiality with respect to any information, whether given in writing or orally, that pertains to the Pre-Qualification Process, and that we have received in the framework of the information presented in the Pre-Qualification Documents, or in discussions that pertain to this matter.

2.16. We undertake not to raise any complaint and/or claim against the IEC and/or the Tender Committee on the basis and/or as a result of any misunderstanding or lack of knowledge with respect to any term or provision in the Pre-Qualification Documents, and we hereby waive, with no reservations whatsoever, our right to raise any complaint and/or claim against the IEC and/or the Tender Committee in connection with the foregoing.

2.17. We declare that we are fully bound by the Participant’s Pre-Qualification Submission, inter alia, in any case in which the Participant’s Pre-Qualification Submission is changed or updated in accordance with the powers conferred upon the IEC and/or the Tender Committee.

2.18. We confirm that all of the costs related to the filing of our share of the Pre-Qualification Submission, including, without exception, our examination of the relevant Pre-Qualification Documents, will be borne in their entirety by us and/or by the Participant, and we will have no complaint and/or cause of action in this context.

2.19. No legal proceeding is pending against us, including proceedings for liquidation, dissolution, receivership, bankruptcy, settlement and arrangement, or any similar proceeding that may prevent, impede or interfere with the implementation of this undertaking or part hereof.
2.20. Any matter related to this undertaking will be subject to the laws of the State of Israel, including with respect to the manner of its interpretation and the undertakings of the Guarantor.

2.21. The breach of any of the declarations, agreements or representations set forth above, jointly or severally, will establish cause for the disqualification of the Participant’s Pre-Qualification Submission.

Faithfully yours,

_________________________  ___________________________  __________________
Date                            Full name                           Signature

Approval

I the undersigned, Adv. ________________, attorney-at-law, do hereby certify that, on day __________, Mr./Ms. ________________, Identity No. ________________, appeared before me, and after he/she was warned by me that he/she would have to affirm the truth and that he/she would be subject to the penalties set forth under law if he/she failed to do so, confirmed the accuracy of the above Affidavit and signed it before me.

_________________________
Attorney’s signature and stamp