

May 23, 2021

## Ayalon Highways Co. Ltd. - Technologies Division

### A Request for Applicants (RFA) to Join the Ayalon Highways Co. Ltd. Suppliers' Repository to Provide Advanced Technological Solutions in the Field of Transportation

#### 1. GENERAL

- 1.1 Ayalon Highways Ltd. (hereinafter: the "**Company**") is a government-owned company that is the executive arm of the Ministry of Transportation, in charge of promoting the planning, execution, and technology of transportation projects in Israel.
- 1.2 The Company's mission is to engage, among other things, in initiating the planning, promotion, management and execution of transportation projects **using technological innovations and advancements in the automotive industry, infrastructure and road facilities to improve the traffic network in Israel.**
- 1.3 In this context, the Company's Technologies Division wishes to explore, promote and implement advanced and innovative technological solutions that will contribute to the experience of road users as well as Israel's technological capabilities and place it at the forefront of transportation knowledge.

#### 2. THE TECHNOLOGICAL SOLUTIONS THE COMPANY WISHES TO EXPLORE

- 2.1 For the promotion of these goals, the Company hereby invites qualified applicants to be accepted into a list of bidders (a repository) of service providers and suppliers of advanced technological solutions in the transportation field (hereinafter: the "**Suppliers' Repository**"), and is hereby requesting proposals from companies, partnerships and individuals to join the Company's Suppliers' Repository based on the technological fields that the Company wishes to explore.
- 2.2 The Company intends to issue gradually, and from time to time, public RFAs to join its Suppliers' Repository of technological solutions in various fields of transportation, including:
  - 2.2.1 Means and systems for traffic control and management;
  - 2.2.2 Safety and monitoring of bicycle paths;
  - 2.2.3 Passenger counting systems (from outside and inside the vehicle);
  - 2.2.4 3D printing;
  - 2.2.5 Charging management systems for electric vehicles and buses;
  - 2.2.6 Means of monitoring and managing infrastructure maintenance;

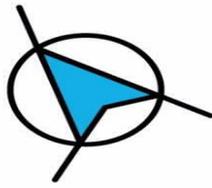
- 2.2.7 Command and control systems;
- 2.2.8 Demands management;
- 2.2.9 Technologies for terminals;
- 2.2.10 Structure arrangement and analysis of information;
- 2.2.11 Analytics;
- 2.2.12 V2X;

For the avoidance of doubt, it is clarified that the abovementioned fields do not constitute a closed list. The Company is entitled, at its sole discretion, to subtract and/or add fields from the Suppliers' Repository as per its needs and areas of activity.

- 2.3 As part of the RFAs that the Company will issue for acceptance into its Suppliers Repository in the various fields as stated, a compilation of detailed threshold specifications for joining the relevant field in the repository will be published, including the various criteria for the proposals' review.
- 2.4 Upon the acceptance of companies into the Suppliers' Repository in the relevant technological field, the Company will be entitled to turn to Suppliers listed in the repository, from time to time and as per its needs, to receive proposals to provide services or implement and assimilate technological solutions .

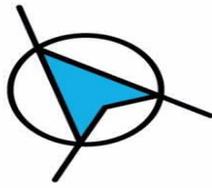
### 3. THE CHALLENGES FACING AYALON HIGHWAYS

- 3.1 **Means and systems for traffic control and management** - With the increase in the number of vehicles on Israel's roads, both in urban areas as well as highways, there is a need for advanced traffic management to support efficient and safe flow of traffic. Being in charge of the integration of advanced technological means for improving and upgrading transportation in Israel, the Company is looking for advanced technologies and means/systems to monitor and control traffic to help to alleviate the situation on the roads and improve transportation safety. Such means may include, **for example**, smart traffic light systems, traffic light systems for optimizing waiting times and utilizing the capacity of intersections at both the local intersection level and along traffic arteries, methods and means for monitoring traffic in terms of infrastructure, technological systems that display data transmitted from third parties on a geographic layer, means for real-time traffic monitoring by using devices installed in vehicles, and the like. The solutions can be hardware, software or a combination of the two. It should be emphasized that reference in this section is to traffic management systems, and not stand-alone "discrete" products (such as cameras, sensors, etc.) that would require systemic integration to incorporate them in traffic management systems.
- 3.2 **Safety and monitoring of bicycle paths** - Apart from the ever-increasing use of bicycles for sports and recreational purposes, the percentage of bicycles replacing motor vehicles as a mode of transportation is on the rise and becoming increasingly prevalent on Israel's roads and worldwide.

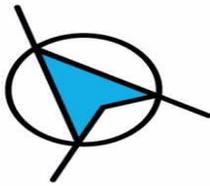


Road congestion, lack of convenient parking spaces, costly fuel prices, the proliferation of road accidents, and rising air pollution are just some of the factors that motivate the public to choose bicycles as their primary means of transportation. Moreover, the Government of Israel, as well as many other countries, sees the national importance of encouraging this trend. This encouragement is reflected in the conversion of sidewalks and/or motor vehicle lanes into bicycle lanes, but also creates the vital need to use means that will increase the safety of cyclists and make their experience more enjoyable. As part of this trend, the Company is executing the "OfnayDan" (Dan Bicycles) project, a 110 km bicycle path. The Company is interested in proposals for high-tech products that will increase the safety of cyclists and their surroundings, will support comfortable travel, identify areas, lanes and time intervals when bicycle congestion on the paths is high, monitor the maintenance status of the bicycle paths/lanes, and help to enforce cycling laws. For example, these products may include (**but not limited to**) advanced means for marking bicycle paths, indicators and traffic light priority for bicycles to increase safety, warnings against turns in the road where there is limited visibility, speed guidance warnings when approaching intersections, means of marking and transmitting information, means of identification and collection of information, and means of enforcement. The Company is also interested in smartphone apps and/or dedicated devices for cyclists in Hebrew for navigating and providing field maps, and will also be used for transferring data between the bicycle and the control center for monitoring and transmitting information, alert of incidents or potential incidents, etc.

- 3.3 **Passenger counting systems (from outside and inside the vehicle)** - In recent years, transportation authorities worldwide are striving to reduce congestion on the roads by incentivizing and encouraging drivers to switch from private vehicles to public transportation and ride-sharing that increases the vehicle's fill factor. One of the increasingly commonplace methods is to designate a "fast lane" that is strictly for vehicles where the number of passengers exceeds a certain minimum (usually between two and four, including the driver). Several versions of such lanes have evolved. What they all share in common is the authorities' need to know the number of passengers in each vehicle in order to prevent unlawful use of the lane (resulting in higher congestion and slowing down the driving speed). The government is also examining the possibility of encouraging raising the "fill factor" in private vehicles by incentivizing differentially and nationwide, depending on the point of departure and destination of the drive and travel hours. Since the possibilities of enforcing this option using "conventional" means, such as the police, are dangerous and difficult to implement, this has created the need for a technological solution to identify the number of passengers in each vehicle with a very high degree of accuracy, by using passenger counting systems. For more than a decade, attempts have been made worldwide to develop technological systems for counting passengers using a variety of methods, but so far, the Company has not yet identified a system capable of producing sufficient levels of accuracy. With the rapid development of such fast lanes in Israel, the Company is interested in a passenger counting system, whether by using instrumentation outside or inside the vehicle, which will be able to provide an available and accurate solution to the problem.

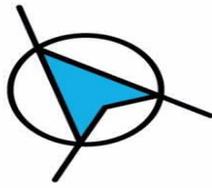


- 3.4 **3D printing** - In recent years there has been a steep increase in the use of printers and robots for building infrastructure elements (bridges, passageways, railings, roads, etc.) such as printing/casting passageways. The proposals the Company will review must be in compliance with the required standards for elements that the Company will wish to construct. In this technological field, proposals for printers/robots for printing elements will be reviewed. Proposals should include information on the size of the printable elements, the range of materials that can be used, and a detailed cost estimate (initial cost, operating cost, cost and availability of materials, etc.) involved in the implementation of the proposed technology.
- 3.5 **Charging management systems for buses** – There is a growing trend in the bus industry shifting to electric-driven buses. The Company, supporting this trend, is currently designing and implementing smart EV charging systems for bus fleets. Thus, the Company is interested in reviewing proposals for such charging systems, of various types, which include, among others, static and dynamic charging systems, fast charging systems, slow charging systems, systems that include optimization and charge management dictated by the needs of the bus fleet as well as electricity rates at different hours, various types of electricity storage, super-capacitors, methods for storing and generating energy from vehicular traffic, **and more**. The specification of the proposed system should indicate the component features, connection methods, infrastructure work requirements, compatibility with different types of buses, maintenance requirements, and the capabilities of their management systems.
- 3.6 **Means of monitoring and managing infrastructure maintenance work** - Employees and operational vehicles engaged in infrastructure maintenance work are high-risk workers and, more than other road users, are victims of road accidents. The Company, which maintains Highway 20 from Mevo Ayalon to Highway 57 (in both directions), is requesting information on products and technologies for ongoing monitoring of maintenance work. This information may include technological means for managing and streamlining maintenance work, means for monitoring the condition of the infrastructure, etc.
- 3.7 **Command and control systems** - Due to the increase in the amount of information sources and need to manage numerous interfaces, resulting from the optimization and integration between systems, as well as the need to collect and process a great deal of information and the ability to manage and streamline processes. Therefore, the Company wishes to receive proposals for command and control systems that can provide an integrative solution to the aforesaid challenges, which can be implemented in various and diverse areas, such as: traffic, public transportation, parking, events, smart city, autonomous and semi-autonomous vehicles, spatial management (including a space within the city, terminal, parking lot, etc.), and projects in connection with the above.
- 3.8 **Demand management** - The reality on the roads demonstrates that infrastructure alone is not enough to cope with the large number of vehicles on the roads, and that the way to alleviate the problem of road congestion is by demand management. In light of this, the Company, which promotes demand management programs at the private level, the employer level, the local



authority level and the technological level, is interested in examining technologies that support a transportation-oriented solution and smart transportation management, which enable examining cross-entity and day-to-day applications in similar areas for the provision of alternative solutions to the private car, in proving economic/social/ecological viability, including solutions, such as shared transportation and platforms for employers and remote work management.

- 3.9 **Technologies for terminals** - The Company is planning the construction of about ten public transport terminals and the upgrade of existing terminals. An important element in the construction of a terminal is complementary technological solutions, including solutions to improve passenger and driver experience, passenger and driver navigation at the terminal, safety, bus monitoring and maintenance status as well as aids for people with disabilities.
- 3.10 **Structure arrangement and analysis of information** - Upon the massive entry of new technologies and the increase in the amount and variety of information flow in the operational fields of the Company, the Company is interested in setting up data infrastructure for the purpose of managing the information and making it accessible to various parties, such as planners, researchers as well as the public, at generally accepted standards. For this purpose, the Company is looking for, among other things, companies specializing in the handling and management of transportation data, companies specializing in the retrieval of information from databases, open systems and in open code, companies that know how to create smart algorithms based on information that provide answers to complex questions, and more.
- 3.11 **Analytics** - One of the challenges facing the Company is the advanced and effective analysis of data collected from various types of sensors: whether an image obtained from stills or video cameras or information collected from sensors and other detectors currently existing and/or that will be installed in the area that needs to be analyzed. The required analysis will also be done in real time, using algorithms and deep learning, to enable event identification and monitoring, passenger counting and classification, and the like.
- 3.12 **V2X** - With the technological advancements in this field, the Company expects that V2X (Vehicle-to-Everything) technology will be integrated in all new vehicles in the future. Aside from the automotive industry, there will be many opportunities for various industries and organizations related to vehicles, having the ability to communicate and interact with other vehicles supporting V2X communication. For example, this includes industries and organizations dealing with smart infrastructure, smart cities, parking facilities and private locations with high vehicle density (e.g. airports), smart buildings, electric vehicles, and more. Systems, applications, services, infrastructure, components and products that support the creation of an ecosystem that connects in real time, and in a mobile medium, between means of transportation, passengers and drivers, passers-by and road infrastructure could be relevant to this field. **For convenience purposes only, and without the foregoing being a closed or exhaustive list, following are some exemplary applications:**
- **Safety applications:** Location data regarding nearby vehicles; warning of failure to keep distance between cars / swerving from lane / emergency braking; coordinated

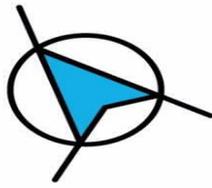


maneuvering (lane change, braking, etc.); transmission of road data between vehicles, pedestrians and cyclists to vehicles “blind” to the obstacle; warnings of work construction, hazards, traffic jams and accidents; alerts at interchanges (e.g. information on hazards, dangerous turns, changing traffic light, speeding towards a red or changing traffic light); autonomous vehicles; smart and dynamic infrastructure with the ability to monitor, mark and alert.

- **Support for autonomous vehicles and coordinated driving:** Support for driving in a highway convoy; “coordinating” of driving maneuvers between vehicles (autonomous vehicles); all the data regarding safety applications as detailed above.
- **Applications for message dissemination to drivers and vehicles for traffic management:** Dynamic vehicle signage, including free text; dynamic updates on speed limits on specific highway segments; alerts on permissible speed limit change (passing segment / initiated change by the control); dynamic lane management; traffic jam alert; other signals.
- **Event placement and management applications** - for navigational purposes; receive information on traffic and events (e.g. location data, failure to keep distance between vehicles, dangerous swerving, dangerous braking, etc.).
- **Development of an overall and local traffic situation:** develop an overview of irregular events.
- **Traffic management (relating to the v2x field):** Prioritizing public transportation and dedicated vehicles; management of public transportation routes; alternating and dynamic traffic lanes; prioritizing public transportation traffic at traffic lights; prioritize designated vehicles at traffic lights ; general management of intersections; speed control; regulation and coordination of general traffic speed.

#### 4. OBJECTIVE OF THE RFA

- 4.1 The objective of this RFA is to identify and examine advanced technology-based solutions for meeting the challenges of the Company's Technologies Division in the various above-mentioned fields.
- 4.2 The Company views significant potential in the integration of transportation technologies and their implementation on Israel's roads and in its infrastructure, with the understanding that each solution can immediately improve the lives of road-users in Israel as well as elevate the status that Israel has acquired as a technological innovator.
- 4.3 As the challenges facing Ayalon Highways are complex, and the technologies for dealing with them are innovative and at varying stages of maturity, Ayalon Highways seeks at this stage to focus on



presenting the challenges it wishes to address, without defining the characteristics of the technological solutions. This way, those responding to this RFA can offer diverse solutions from different content worlds.

- 4.4 It is also emphasized that the description of the challenges listed above is not limiting or binding in terms of the content of the solution, its scope, the technology that will be used, etc., but rather the purpose of the description is to present the nature of the problem that needs to be solved by the solutions to be offered in response to this RFA.
- 4.5 Ayalon Highways is aware of the differences between the various potential solutions and the level of maturity of the proposed solutions, and therefore the Company may determine a number of sub-fields and or secondary fields of expertise for each area in the Suppliers' Repository, as per the scope and depth of the challenge.

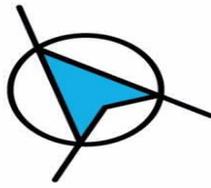
## 5. DESCRIPTION OF THE CONTRACTUAL PROCESS

Without derogating from the provisions set out in section 9.13 below, the contractual procedure with applicants for joining the Suppliers' Repository will be conducted as follows: applicants:

- 5.1 **Phase 1 - the Current Phase - Joining the Suppliers' Repository:** At this phase, applicants are asked to submit an application to join the Suppliers' Repository, which includes documents and references regarding their compliance with the threshold conditions outlined for the relevant field and the technological solution they offer in accordance with the instructions detailed below and the RFAs to be published by the Company to join the Suppliers' Repository in each of the various technological fields. Should the Company deem it appropriate with respect to one or more fields, it may set at this stage benchmarks for evaluating the quality of the proposals and determine a minimum quality score as a prerequisite for joining the Suppliers' Repository.

The application to join the Suppliers' Repository will be reviewed by the Company. Subject to proof of compliance with the threshold conditions and the quality score (should one be determined) for acceptance into the Suppliers' Repository in the relevant field, the applicant will be accepted into the Suppliers' Repository and may submit bids in Phase 2 of the contractual process.

- 5.2 **Phase 2 - The Competitive Process:** The Tenders Committee will formulate the conditions of the specific challenge for which the technological solution is sought and will appeal to all applicants who, in its opinion, are suitable for the type of contract specified in the RFA in a competitive request or closed tender among the suppliers listed in the Suppliers' Repository in the relevant field at such time "the **"The Repository's Suppliers"**") or in several suppliers' repository. At this phase, the competitive process documents will be forwarded to the Repository's Suppliers. These documents will contain, among other things, details regarding the content and substance of the job, special requirements and the contractual documents relevant to the challenge for which a solution is sought. **In this context, the Company may set additional criteria and threshold conditions for examining the quality of the solutions. The Repository's Suppliers will also be**



asked to conduct a proof-of-concept feasibility study to be financed by the Company regarding the solution proposed by them, during which the application of the proposed solution and its impact will be tested.

- 5.3 Without derogating from the foregoing, the Company may implement a system for evaluating the quality of the solutions proposed by the Repository's Suppliers according to the criteria it has determined for this purpose, and this shall be at its sole and professional discretion. It should be clarified that as part of this evaluation process, the Company may also determine criteria for removing or suspending a supplier from the Suppliers' Repository if the evaluation of the supplier is below the minimum threshold set by the Company, at its professional and sole discretion.

## 6. PROCESS FOR JOINING THE COMPANY'S SUPPLIERS' REPOSITORY

Following is a concise description of the process of joining the repository of consultants and planners. In any case, the candidate must comply with the guidelines set out in each of the forms it must complete, sign, scan and submit to the email address: [techoffers@ayalonhw.co.il](mailto:techoffers@ayalonhw.co.il).

### 6.1 Phase 1: Submission of a proposal to join the Company's Suppliers' Repository in one of the technological fields

- 6.1.1 As stated above, the Company will from time to time publish on the Company's website specific requests to join the Company's Suppliers' Repository in additional fields, specifying the requirements for joining the relevant field in the Suppliers' Repository. A candidate wishing to join the Suppliers' Repository must submit its response to the RFA **in attaching all the documents and references set out in the RFA as well as Appendices A - C to its application, completed and signed by it** (according to the requirements for joining the relevant field in the Repository).

In its response, the candidate must clearly indicate to which of the Suppliers' Repository listed in section 2.2 of the RFA, the response is submitted. To dispel any doubt, there is no limit on the number of suppliers' repository for which each candidate may submit a response. If additional repositories of suppliers are published in the future, each candidate may also submit a response thereto, subject to the provisions of the RFA and subject to being in compliance with the necessary requirements for each relevant field.

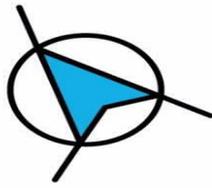
6.1.1.1 **Appendix A** - The threshold conditions for each of the relevant fields.

6.1.1.2 **Appendix B** - Guidelines for submitting the technical response.

6.1.1.3 **Appendix C1 - C3** - The candidate's affidavits.

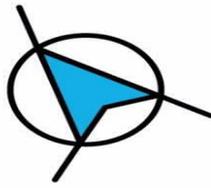
- 6.1.2 The Suppliers' Repository will be updated from time to time through invitations to join the Suppliers' Repository to be published on the Company's website.

### 6.2 Phase 2: Preliminary review of the applications to join the Suppliers' Repository



- 6.2.1 After receiving the applications to join the Company's Suppliers' Repository, the Company will examine their integrity (checking that the required documents were attached, all the required details were submitted, etc.).
  - 6.2.2 The Company will also conduct an initial and non-binding evaluation of the candidate's compliance with the threshold conditions and the data provided in its application.
  - 6.2.3 If flaws or deficiencies are found in the application, the Company may contact the candidate with a request to provide clarifications and/or explanations and/or supplements in its proposal and/or allow the candidate to do so, including to furnish any document, certificate, permit or license as required according to the conditions of this process.
  - 6.2.4 If the candidate fails to meet the threshold conditions (or fails to meet the minimum quality score, if one is determined), its application will be rejected and a notification to this effect will be submitted by the Company.
  - 6.2.5 To dispel any doubt, it is clarified that the fact that a candidate's application has advanced to the next phase (Phase 3) should not be construed as confirmation that the candidate meets the threshold conditions and/or that the application was submitted as required and/or that this precludes the Company from rejecting the application for the reasons stated in later stages. The binding determination as to the candidate's compliance with the threshold conditions and/or that the application meets the requirements will only be at the end of the process upon receipt of the Company's confirmation that the candidate's application to be included in the Company's Suppliers' Repository has been approved by the Company.
- 6.3 Phase 3: Evaluation of the candidate's compliance with the threshold conditions and personal interviews
- 6.3.1 Ayalon Highways will evaluate the candidate's compliance with the threshold conditions and criteria, if determined by it.
  - 6.3.2 Ayalon Highways reserves the right to invite the applicants for a personal interview. If the candidate is a corporation (company/partnership), the owner and/or management of the corporation and/or the senior partner, as the case may be, will be invited for an interview, at the Company's discretion. The date of the interview will be scheduled with the candidate.
  - 6.3.3 The Company may contact the applicants with a request for clarifications and/or to supplement their application as well as to conduct such interviews in an in-person meeting, by videoconference/telephone or any other means that it deems fit.
  - 6.3.4 In addition, the Company may make the acceptance of the candidate's application contingent on meeting conditions, including to conduct a proof of concept feasibility

study regarding the proposed solution and compliance with the criteria determined by the Company, at its sole discretion.



#### 6.4 Phase 4: Registering in the Repository

6.4.1 A candidate, which meets all the requirements specified in the RFA to join the Suppliers' Repository in a particular field and which has submitted in its response all the required information and documents and has signed an engagement agreement with the Company according to the wording determined by the Company, will be registered in the Company's Suppliers' Repository. The Company will send a notification to the candidate on its registration in the Suppliers' Repository.

6.4.2 To be clear, this process and/or joining the Company's Suppliers' Repository does not guarantee which of the applicants joining the repository will receive a contract and/or the scope of a contract to perform any work. A job order will be placed and the Company will enter into a contractual engagement with a candidate joining the Suppliers' Repository dictated by the Company's needs and at its sole discretion.

#### 7. QUESTIONS REGARDING THE RFA

Questions regarding this RFA should be sent to the Company's representative in writing to the following email address: [Techoffers@ayalohw.co.il](mailto:Techoffers@ayalohw.co.il), while providing details on the applicant's identity and contact details, including a return email address.

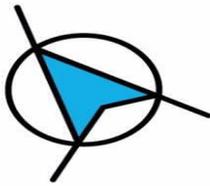
#### 8. ELECTRONIC (ONLINE) PROCESS

8.1 As part of Phase 2 set out in section 5.2 above, the competitive process will be conducted using the electronic system operated and maintained by Dekel Ltd. (the "**Computerized System**").

8.2 A candidate wishing to participate in the competitive requests to be published by the Company must register in advance in the Computerized System. It should be clarified that a candidate who is a supplier of the Company, who has previously registered in the Computerized System, is not required to re-register.

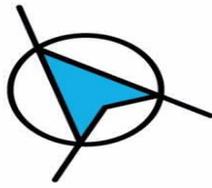
8.3 After registering in the Computerized System, the candidate will receive an email notification confirming registration and details for logging into the system. It is recommended to save this confirmation for further follow-up and control.

8.4 If a registration confirmation is not received, the candidate should contact Ms. Katya Goldovich of Dekel Ltd. at tel. 04-8145400, extension 1 or by email: [service@dekel.co.il](mailto:service@dekel.co.il) and verify that the registration was carried out. The candidate is solely responsible for ensuring that the registration was carried out correctly and that it has been given access to the Computerized System, and the candidate hereby waives in advance and irrevocably any contention against the Company in this regard.



## 9. GENERAL TERMS

- 9.1 All the documents attached to this process form an integral part thereof and should be deemed as supplementing each other.
- 9.2 Submission of an application to join the Suppliers' Repository must be in compliance with the instructions set out in this RFA and applying for candidacy in any other way will not be allowed. The Company intends to open from time to time the Computerized System for submitting applications to join the Suppliers' Repository in the various technological fields. A proposal sent to the Company in another way and not through the Computerized System will not be processed.
- 9.3 A candidate may submit its proposal in one or more fields of transportation, at its discretion.
- 9.4 The candidate must attach all the requisite documents to its proposal, including those required for proving compliance with the threshold conditions, all of which are set out in the forms that the candidate must complete. Where a proposal is submitted without all the requisite documents as aforesaid, the Company is entitled, but not obligated, to reject the proposal solely for this reason and not consider it. The candidate must ensure that the candidate's name and identification number in all the documents submitted, including registration with VAT (licensed dealer certificate) and income tax (bookkeeping certificate), are identical. If the name of the candidate and/or the identification number do not match, the candidate should attach a certificate/explanation from the competent authorities.
- 9.5 Failure to provide any detail required of the candidate and/or failure to sign and/or a deviation from the process requirements may result in the proposal not being evaluated or processed - all at the sole and absolute discretion of the Company.
- 9.6 In the event of a change in the details provided to the Company by the candidate in its proposal, either before or after the Company's decision to join it to the Suppliers' Repository, the candidate undertakes to update the Company regarding any such change.
- 9.7 The proposals will be reviewed by Ayalon Highways, which may be assisted by consultants and experts, as it deems fit.
- 9.8 The Company may, but is not obliged, to reject any proposal that is incomplete, unclear, or is not prepared as per its requirements, at the Company's final and sole discretion.
- 9.9 The Company may, but will not be obliged, to contact the candidate, at its sole discretion, with a request to provide clarifications and/or explanations and/or supplements to its proposal and/or enable the candidate to do so, including to furnish any document, certificate, permit or license as required according to the conditions of this process.
- 9.10 The Company reserves the right to cancel the process, for any reason whatsoever and at any time, including after the deadline for submitting the proposals.
- 9.11 A candidate who meets all the requirements specified in the RFA, including has submitted all the information and documents called for in the appendices of the RFA and proof of compliance with



the threshold conditions and/or criteria, will be registered in the Company's list of suppliers, and the Company may review its proposal in Phase 2 as specified above. To dispel any doubt, it is clarified that this RFA is not an invitation for bids and is not part of a tender process and/or a competitive process, and therefore does not establish any commitment whatsoever to any of the respondents. It is also clarified that the Company, at its professional and sole discretion, is entitled not to contact the Repository's Suppliers for implementing the solution proposed by them, and instead may enter into a contract with and/or publish tenders and/or conduct other competitive processes in connection with the services and/or goods that could have been supplied in this process, or engage with any other entity for this purpose, all in accordance with the provisions of the law. Accordingly, it is expressly clarified that the Company shall not grant the Repository's Suppliers any exclusivity with respect to the technological solutions that are the subject of the process.

- 9.12 The Company reserves the right to modify and/or add and/or amend the threshold conditions in any field and/or sub-field, including to add requirements, and in such case any supplier registered in the Company's Suppliers' Repository will be required to comply with the new requirements as a condition for remaining in the Company's Pool of Suppliers.
- 9.13 It is clarified that this process and/or joining the Company's Suppliers' Repository does not guarantee the supplier accepted into the Suppliers' Repository any engagement and/or any scope of engagement, and the Company will enter into an engagement with the supplier solely based on the Company's needs and at the Company's sole discretion according to the relevant statutory provisions.
- 9.14 A candidate responding to this RFA declares that it agrees that the Company is entitled to use the information submitted by it, in whole or in part, for the purposes of preparing a tender or for any other need that it deems fit. The respondents to the RFA are asked to indicate which data and/or documents contained in the response submitted by them constitute, in their opinion, a trade secret. Subject to any law, Ayalon Highways will keep confidential and will not disclose and/or pass on any information constituting a trade secret that has come into its possession in this RFA, except to Ayalon Highways employees and consultants acting on its behalf, for whom such information is necessary for the fulfillment of their duties. It is also clarified that the respondents to the RFA may submit documents and references in which details that are not relevant to the RFA are redacted. A candidate responding to this RFA declares that it waives in advance any contention, including one that involves intellectual property, and/or a claim and/or demand from the Company or anyone acting on its behalf and/or from the Ministry of Transportation with respect to the information contained in its response to this RFA or subsequent requests for clarifications, if any.
- 9.15 All the expenses involved in the preparation of the response to this RFA and its submission are the sole liability of the applicants responding to this RFA and at their expense. The applicants will not be entitled to any compensation or indemnification or refund or payment of any kind from the Company for submitting the response to this RFA, and the Company shall not bear any liability in connection therewith.

- 9.16 A candidate submitting information in response to this RFA undertakes that in the information submitted and/or any use made thereof, no rights, including third-party copyrights or trade secrets, will be infringed. The candidate will bear sole liability for any demand and/or claim arising from a claim of infringement of said third party rights.
- 9.17 The very submission of a proposal to be accepted in the Company's Suppliers' Repository will be deemed affirmation and consent by the applicant to the provisions of this document and as a waiver on its part of any contention and/or demand and/or claim against the Company and/or anyone acting on its behalf in respect of and/or in connection with the aforesaid provisions, in whole or in part.

## Appendix A

### Threshold Conditions for Joining the Pool of Suppliers

The candidate requesting to join the Suppliers' Repository must on the date for submitting its candidacy comply with all the following conditions, cumulatively:

#### **1. General Threshold Conditions**

- 1.1. The candidate is a licensed dealer or a corporation (a company or registered partnership);
- 1.2. The candidate possesses all the requisite certificates under the Public Entities Transactions Law, 5736-1976.
- 1.3. The candidate is not in receivership, suspension of proceedings, bankruptcy or liquidation, and there are no pending motions of this kind against it; it does not face insolvency and no material foreclosure has been imposed on its assets.

#### **2. Professional Threshold Conditions**

- 2.1. The candidate has experience in the development and/or integration of technological systems.
- 2.2. The candidate employs a team capable of providing support for the proposed solution.
- 2.3. The candidate's revenue from the sale of technological solutions in the year preceding the date of submission of the application is at least NIS 2,000,000 (nominal, not including VAT);

Or alternatively -

The scope of the investment in the development of the proposed technological solution is at least NIS 1,000,000, as of the date of submission of the application (nominal, not including VAT).

- 2.4. The candidate meets the threshold conditions and/or criteria set for the relevant field in the Suppliers' Repository (insofar as designated threshold conditions and/or criteria were set for the field that the candidate requests to join).

#### **3. Documents and References for Proof of Compliance with the Threshold Conditions**

To prove compliance with the above threshold conditions, the candidate must submit an application to register in the Suppliers' Repository in the relevant field, in attaching Appendices A-C that are completed and signed as required and all the required documents and references, including:

- 3.1. **Certificate of incorporation** of the candidate or the current extract from the Register of Companies or the Register of Partnerships and/or a licensed dealer certificate, whichever applies.

- 3.2. A technical response that is prepared according to the guidelines set out in **Appendix B** below.
- 3.3. An affidavit duly prepared and authenticated in the wording attached as **Appendices C1-3** below.
- 3.4. The Company may examine and review the documents and references submitted by the candidate and demand additional documents for proof of compliance with the threshold conditions.

## Appendix B

### The Technical Response

**The candidate must submit the technical response on this form. Should the candidate wish to attach other relevant documents, they must be attached to this form as numbered appendices and refer from the relevant section in this form to each appendix (or part thereof that is relevant as a response to that section).**

The relevant field in the Suppliers' Repository that the candidate wishes to join:

\_\_\_\_\_

Name of the candidate entity: \_\_\_\_\_ (company / partnership / other: \_\_\_\_\_)

[mark whichever is applicable]

Website address for executing orders: \_\_\_\_\_

Corporation No. / Licensed Dealer No.: \_\_\_\_\_

Complete address: \_\_\_\_\_

Telephone number: \_\_\_\_\_

Email: \_\_\_\_\_

Name of the candidate's representative: \_\_\_\_\_

Contact details of the candidate's representative:

\_\_\_\_\_

Candidate's years of activity: \_\_\_\_\_

Candidate's field of activity: \_\_\_\_\_

Key people (CEO, VPs and development team):

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**[Attach the resumes of key personnel]**

Main technologies on which the candidate's activity is based.

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Description of the technology on which the proposed technological solution is based:

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Description of the proposed technology, features and capability:

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**[Presentations, diagrams and drawings may be submitted for describing the proposed solution]**

Customers and projects in which the proposed solution has been integrated (list the customer(s) name and contact details and the type of technological solution supplied to the customer, indicating the versions and derivatives of the proposed solution):

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Additional and parallel uses of the proposed technological solution:

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Timetables for the supply of the technological solution, additional, planned investments until maturity, and timetables for continued development and technological readiness (if relevant):

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The level of technological innovation and the uniqueness of the proposed technological solution:

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The Technological Readiness Level (according to the TRL Index) that the technological solution is at and development and/or adaptation measures to implement the proposed technological solution:

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The necessary infrastructure for implementing the proposed technological solution.

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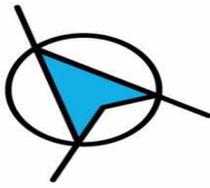
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The challenges in implementing and integrating the proposed technological solution.

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The candidate's capabilities, including its managerial capabilities and ability to provide the proposed solution:

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The technological contribution of the proposed solution to Ayalon Highways and the projects it is promoting:

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Any other information that is relevant for evaluating the application:

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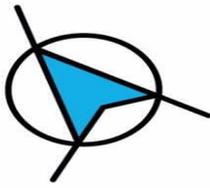
Candidate's full name: \_\_\_\_\_

Names of authorized signatories of Candidate: \_\_\_\_\_

Signatures of the authorized signatories: \_\_\_\_\_

Candidate's stamp: \_\_\_\_\_

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

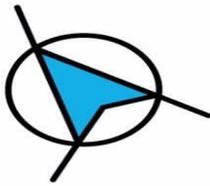


## Appendix C1

### Affidavit for Proof of Compliance with the Threshold Conditions

I, the undersigned, Mr./Mrs. \_\_\_\_\_, the holder of \_\_\_\_\_ ID Card No. \_\_\_\_\_, after having been warned that I must state the truth or be liable to the penalties prescribed by law should I fail to do so, hereby declare in writing as follows:

1. I have been duly authorized by \_\_\_\_\_, Company No. / Licensed Dealer No.: \_\_\_\_\_ (hereinafter: the "Candidate") to sign this affidavit in support of the Candidate's application to join the Suppliers' Repository for Advanced Technological Solutions in the Transportation Field of Ayalon Highways Co. Ltd., in the field of: \_\_\_\_\_
  
2. I hereby declare as follows:
  - 2.1 The Candidate is a licensed dealer or corporation (a company or registered partnership); attached to this affidavit is the Candidate's Certificate of Incorporation or a current extract from the Registrar of Companies or the Registrar of Partnerships and/or a licensed dealer certificate, whichever applies.
  - 2.2 The candidate possesses all the requisite certificates under the Public Entities Transactions Law, 5736-1976. Attached are affidavits for proof of compliance with the threshold conditions according to the wording in Appendix C1 below
  - 2.3 The Candidate is not in receivership, suspension of proceedings, bankruptcy or liquidation, and there are no pending motions of this kind against it; it does not face insolvency and no material foreclosure has been imposed on its assets.
  - 2.4 The Candidate possesses experience in the development and/or integration of technological systems, as set out in the technological response attached to the Candidate's application.
  - 2.5 The Candidate employs a team of personnel capable of supporting the proposed solution, as set out in the technological response attached to the Candidate's application.
  - 2.6 Mark whichever applies:  
 The Candidate's revenue from the sale of technological solutions in the year preceding the date of submission of the application is at least NIS 2,000,000 (nominal, not including VAT);  
Or alternatively -  
 The scope of the investment in the development of the proposed technological solution is at least NIS 1,000,000, as of the date of submission of the application (nominal, not including VAT).
  
3. If the response is submitted by a corporation - I declare that the Candidate's application is within the scope of objectives and powers set out in the documents of the corporation on behalf of which the application is submitted, and that the authorized signatories of the corporation have signed the documents of this



application, its appendices and attachments, and that there is impediment by law or agreement to signing this application.

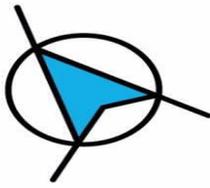
4. We hereby confirm that all the details set out in our application to join the Suppliers' Repository of Ayalon Highway Co. Ltd., including all the appendices and attachments thereto, are correct and accurate.
5. I confirm by my signature that I have read the RFA and its appendices, and I have understood what is stated therein, and I will not have any contention and/or claim against the Company in connection with what is stated in the foregoing documents.
6. This is my name, this is my signature and the contents of this affidavit are true.

\_\_\_\_\_  
Signature of the Affiant

Attorney's Certification

I, the undersigned, \_\_\_\_\_, Adv. of \_\_\_\_\_ [address], hereby certify that on the date \_\_\_\_\_, Mr./Mrs. \_\_\_\_\_ appeared before me in my office, who is authorized to sign on behalf of the bidder and who identified himself/herself by ID Card No. \_\_\_\_\_, and after I warned him/her that he/she is must state the truth or be liable to the penalties prescribed by law should he/she fail to do so, he/she confirmed the correctness of his/her above affidavit and signed it in my presence.

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



## Appendix C2

### Affidavit

#### Regarding the Lawful Employment of Foreign Workers and Payment of Minimum Wage under the Public Entities Transactions Law, 5736-1976

I, the undersigned, Mr./Mrs. \_\_\_\_\_, the holder of \_\_\_\_\_ ID Card No. \_\_\_\_\_, after having been warned that I must state the truth or be liable to the penalties prescribed by law should I fail to do so, hereby declare in writing as follows:

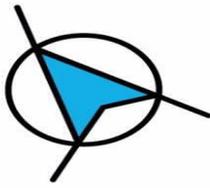
1. I have been duly authorized by \_\_\_\_\_, (hereinafter: the "**Bidder**") to sign this affidavit in support of the Candidate's application to join the Suppliers' Repository of Advanced Technological Solutions in the Transportation Field of Ayalon Highways Co. Ltd. (hereinafter: the "**RFA**").
2. I declare that the Bidder satisfies one of the following:
  - (a) The Bidder and its affiliate have not been convicted in a peremptory judgment of an offense under the Foreign Workers Law.
  - (b) Up to the deadline for submission of the Bidder's proposal in the RFA, the Bidder and its affiliate have not been convicted in a peremptory judgment of more than two offenses under the Foreign Workers Law.
  - (c) If the Bidder or its affiliate have been convicted in a peremptory judgment of two or more offenses under the Foreign Workers Law - that at least one year has passed since the last conviction until the date of submission of the Bidder's proposal.
3. I declare that the Bidder satisfies one of the following:
  - (a) The Bidder and its affiliate have not been convicted of an offense under the Minimum Wage Law.
  - (b) Up to the deadline for submitting the Bidder's proposal, the Bidder and its affiliate have not been convicted in a peremptory judgment of more than two offenses under the Minimum Wage Law.
  - (c) If the Bidder or its affiliate have been convicted in a peremptory judgment of two or more offenses under the Minimum Wage Law - that at least one year has passed since the last conviction until the date of submission of the Bidder's proposal.

For the purpose of sections 2 and 3 above:

"**Means of control**," "**holding**," and "**control**" - within their meaning in the Banking (Licensing) Law, 5741-1981;

"**Affiliate**" means any of the following:

- (1) A body of persons controlled by the supplier;
- (2) If the supplier is a body of persons, one of the following: (a) a holder of a controlling interest therein; (b) a body of persons where the composition of its shareholders or partners, as the case may be, is essentially similar to the said composition of the supplier, and the fields of activity of the body



of persons is essentially similar to the fields of activity of the supplier; (c) the person responsible on behalf of the supplier for the payment of wages;

(3) If the supplier is a body of persons that is substantively controlled - another body of persons that is substantively controlled by the entity controlling the supplier.

“**Convicted**” of an offense - convicted in a peremptory judgment of an offense after the 25th day of the Jewish month of Heshvan, 5763 (October 31, 2002);

“**Foreign Workers Law**” – Foreign Workers (Prohibition Against Unlawful Employment and Guaranteeing Fair Working Conditions) Law, 5751-1991.

“**Minimum Wage Law**” – Minimum Wage Law, 5747-1987;

“**Substantively controlled**” - holding three quarters or more of a specific type of means of control in the body of persons;

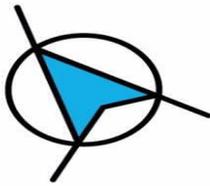
4. This is my name, this is my signature and the contents of this affidavit are true.

\_\_\_\_\_  
Signature of the Affiant

**Attorney's Certification**

I, the undersigned, \_\_\_\_\_, Adv. of \_\_\_\_\_[address], hereby certify that on the date \_\_\_\_\_, Mr./Mrs. \_\_\_\_\_ appeared before me in my office, who is authorized to sign on behalf of the bidder and who identified himself/herself by ID Card No. \_\_\_\_\_, and after I warned him/her that he/she is must state the truth or be liable to the penalties prescribed by law should he/she fail to do so, he/she confirmed the correctness of his/her above affidavit and signed it in my presence.

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



### Appendix C3

#### Regarding the Appropriate Representation of Persons with Disabilities Under the Public Entities Transactions Law, 5736-1976

I, the undersigned, Mr./Mrs. \_\_\_\_\_, the holder of \_\_\_\_\_ ID Card No. \_\_\_\_\_, after having been warned that I must state the truth or be liable to the penalties prescribed by law should I fail to do so, hereby declare in writing as follows:

1. I have been duly authorized by \_\_\_\_\_, (hereinafter: the "Bidder") to sign this affidavit in support of the Candidate's application to join the Suppliers' Repository of Advanced Technological Solutions in the Transportation Field of Ayalon Highways Co. Ltd. (hereinafter: the "RFA").
2. I declare and confirm that I have received an explanation and I understand the meaning of section 9 of the Equal Rights for Persons with Disabilities Law, 5758-1998 (hereinafter: the "Equal Rights Law").
3. I undertake to forward a copy of this affidavit to the Director-General of the Ministry of Labor and Social Welfare and Social Services within 30 days from the date of my contractual engagement with Ayalon Highways Co. Ltd.

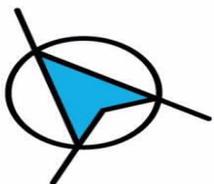
4. **Mark an "X" in the appropriate box:** \_\_\_\_\_

- The provisions of section 9 of the Equal Rights Law do not apply to the Bidder.
- The provisions of section 9 of the Equal Rights Law apply to the Bidder and it complies with them.

If the Bidder employs at least 100 employees, it must undertake as follows:

- The Bidder undertakes to contact the Director-General of the Ministry of Social Welfare and Social Services to examine the fulfillment of its obligations under section 9 of the Equal Rights Law and, if necessary, to receive guidelines in connection with their implementation.
- If the Bidder employs at least 100 employees and has undertaken in the past to contact the Director-General of the Ministry of Social Affairs and Social Services to examine the fulfillment of its obligations under section 9 of the Equal Rights Law, the Bidder declares that it has contacted him as required and has acted to implement the guidelines, if given.
5. This is my name, this is my signature and the contents of this affidavit are true.

\_\_\_\_\_  
Signature of Affiant



**Attorney's Certification**

I, the undersigned, \_\_\_\_\_, Adv. of \_\_\_\_\_[address], hereby certify that on the date \_\_\_\_\_, Mr./Mrs. \_\_\_\_\_ appeared before me in my office, who is authorized to sign on behalf of the bidder and who identified himself/herself by ID Card No. \_\_\_\_\_, and after I warned him/her that he/she is must state the truth or be liable to the penalties prescribed by law should he/she fail to do so, he/she confirmed the correctness of his/her above affidavit and signed it in my presence.

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