

To:
Tender Participants

**E-Tender (Online) No. 51/20 A Framework Tender for Locating,
Examining and Operating an Array of Public Sea Shuttle Ferries in
Israel**

Participants Meeting Via Video Conference Protocol

Ayalon Highways Co. Ltd. (the "**Company**") is hereby publishing a protocol of the Participants Meeting Via Video Conference (the "**Participants Meeting**") that took place on October 27th, 2020, pursuant to the requirements of the tender in the subject (the "**Tender**"), as follows:

Attendee at the Participants Meeting:

Mr. Or Baruch - Contracts Manager, Ayalon Highways Co. Ltd.

Mr. Nadav Horenstein - Professional Consultant.

Mr. Ariel Weinberger – On Behalf of the Legal Counsel, Goldfarb Seligman & Co.
Representatives of the participants.

1. A review of the Tender conditions and instructions was presented by a presentation. It is clarified that this presentation, this protocol, and any other presentation or other subject presented by Ayalon Highway representatives at the Participants Meeting is only an auxiliary tool for the Participants and shall not derogate and/or contradict the provisions set forth in the Tender Documents. Only the Tender Documents, as published by Ayalon Highways, including any clarification published and/or will be published by Ayalon Highways, are binding. In any case of contradiction and/or discrepancy between the presentation during the Participants Meeting and the Tender documents, the latter shall prevail.
2. **Mr. Or Baruch** presented the Company's activity and reviewed the principles of the Tender and the services required under it.
3. **Mr. Nadav Horenstein** presented the Tender procedure and its terms and reviewed the content of the required services. Following are the main subjects that were emphasized by Mr. Horenstein during the meeting:
 - 3.1. **Background and Tender purpose.** The purpose of the Tender is to locate, examine, and contract with bidders capable of operating (or to take part in the operation of) public shuttle ferries in Israel. The Company is also looking to get as much information as possible regarding the difficulties in establishing an array of marine vessels.

- 3.2. **The Delivery of Tasks to the Winning Participants.** The Company will engage and sign the Agreement with the Winning Participants, according to the Tender provisions. Such Participants will be declared as the "Framework Suppliers". From time to time, the Company may contact the Framework Suppliers for the execution of a specific task. Such task will include one or more of the services in accordance with the provisions set under the Tender Documents.
- 3.3. **Tender Stages.** The Participants were referred to section 7 of the Tender Conditions and Instructions (Vol. 1 of the Tender Documents) ("**Terms of Tender**"), which describe the stages of the Tender process and the examining of the Proposals. Explanations were given regarding the Tender stages:
- 3.3.1. Compliance with the Threshold Conditions pre-qualification requirements, as set forth in sections 6 of the Tender Conditions.
 - 3.3.2. Evaluation of the technical proposal quality scoring, as set forth in section 7.2 of the Tender Conditions.
 - 3.3.3. Signing the Framework Agreement and Entry into the Suppliers Repository for Framework Suppliers, as set forth in section 7.3 of the Tender Conditions.
- 3.4. **Threshold Conditions.** The Participants were referred to the Threshold Conditions set forth in sections 6 of the Tender Conditions. The Threshold Conditions were reviewed. Participants were also referred to the definitions and clarifications section regarding the Threshold Conditions.
- 3.5. **Examining the proposed Concept and Scoring of the Proposals' Quality.** The Participants were referred to section 7.2 of the Tender Conditions. The scoring parameters were reviewed.
- 3.6. **Signing the Framework Agreement and Entry into the Suppliers Repository for Framework Suppliers.** The Participants were referred to section 7.3 of the Tender Conditions.
- 3.7. **The Term of the Agreement.** The Period of the contract between the Company and the Winning bids will be for 24 months. The Company will have an option to extend this term in 3 additional periods of 12 months each. Please be advised that the aforementioned relates to this Tender, and it does not relate to the duration of the operation of the shuttles ferries.

4. **Mr. Or Baruch** reviewed the main legal terms of the tender procedure on behalf of the Legal Counsel. Following are the main subjects that were emphasized by Mr. Baruch during the meeting:
- 4.1. **Framework Tender.** The Company is incapable of knowing and/or presenting at this time the specific tasks for execution that will be delivered for actual execution by the Framework Suppliers, their scope and/or their nature. Thus, it was clarified that there is nothing in the Tender Documents and in the Framework Agreement, to ensure Winning Participants any scope of work for the execution of the tasks contained in the Tender, which will be implemented according to the Company's needs and at its sole discretion. There is no obligation that the Company will order from the Winning Participants any minimal scope of work.
 - 4.2. **Tender Documents.** The Tender Documents includes 3 volumes as described in Section 2 of the Tender Conditions. The Tender Documents, including any clarifications notice that the Company shall publish, are available for the Participants review on Ayalon Highways website at www.ayalonhw.co.il, under the "Tenders and Contracts" tab. It was emphasized that it is the responsibility of the Participants to keep updated and to follow any notices that will be published on the Company's website.
 - 4.3. **Documents that are required to be provided as a part of the proposal.** The Participants were referred to section 2 of the Tender booklet, which details the documents that the Participants are required to attach to their proposal.
 - 4.4. **E-Tender (online).** The Participants were referred to section 3 of the Tender booklet, which stated that the Tender will be conducted as a web-based e-tender as per the provisions of Regulation 19c of the Mandatory Tender Regulations 5753 - 1993. The participants must submit their proposal via the electronic system operated and maintained by the "Dekel" company. It was clarified to the Participants that the submission of their proposal through the E-tender System is Mandatory.
 - 4.5. **Confidentiality.** It was clarified to the Participants that they may submit another copy of their proposal without any information that, according to the participant, is confidential and shouldn't be available to the other participants. That copy of the proposal will be marked with the words "Confidential".
 - 4.6. **Conflict of Interest.** The Participants were referred to section 14 of the Tender booklet, which details the instructions regarding conflict of interest.

4.7. **Schedule of the Tender Procedure.** It was clarified to the Participants that the Schedule shall be as follows:

- The final date for Clarification Questions - 3.11.2020 No Later than 12:00 (noon)
- The deadline for the submission of Proposals - 23.11.2020 No Later than 12:00 (noon)

It is hereby clarified that other than the matters that were specifically stated otherwise, in any case of conflict and /or inconsistency between what is stated in this protocol and the provisions set forth in the Tender Documents, the provisions set forth in the Tender Documents shall prevail.

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

Name of Participant: _____ **Participant's Signature:**

Date: _____