

To: Tender Participants

E-Tender (Online) No. 15/21 A Framework Tender for the Supply, Integration, Operation and Maintenance for a MTMS (Metropolitan Traffic Management System) and its Modules (the “Tender”)

Protocol of Bidders' Meeting via video conference

Ayalon Highways Co. Ltd. (the "**Company**") is hereby publishing a protocol of the Bidder's Meeting via video conference (the "**Bidders' Meeting**") which took place on May 27, 2021 at 15:00, pursuant to the requirements of the Tender, as follows:

Attendees:

Adv. Tal Cohen- Head of Bids and Contracts Ayalon Highways Co. Ltd.

Mr. Eran Sadovski - Professional Consultant.

Adv. Chen Mehr-Kiel – On behalf of the legal counsel, Abramson & Co. Law Offices.

Representatives of the participants.

1. **Mr. Eran Sadovski** screened a presentation (attached as Appendix A to this protocol) and reviewed the main principles of the Tender Documents: the Mantam, the need of the MTMS in the Mantam – a brief description of the required system and its modules (for each category), submission options, the Tender procedure and its general terms.
2. **Adv. Tal Cohen** continued the presentation in relation to the Tender procedure, emphasizing the following topics:
 - 2.1 **The threshold conditions.** Participants were referred to the threshold conditions stipulated in section 8 of the Tender Documents. It was emphasized by Adv. Cohen that the option of the Joint Venture, applies to Category A only.
 - 2.2 **Examination and evaluation mechanism of the Proposals.** Mr. Cohen explained the meaning and concept of the Pool of Framework Suppliers and the Framework Agreement. It was emphasized that the Company is incapable of knowing and/or presenting at this time the Specific Tasks for execution which will be conveyed for execution by the Framework Suppliers, their financial scope and/or their nature. The scope of each Specific Invitation will be known and finalized only closer to their date of publication.
 - 2.3 **Schedule of the Tender process.** It was clarified to the participants that the schedule shall be as follows:



2.3.1 **The Deadline for Clarification Questions - June 14, 2021** no later than 15:00 (Israel local time).

2.3.2 **The Deadline for Submission of Proposals - July 5, 2021** no later than 15:00 (Israel local time).

3. **E-Tender (online).** The participants were referred to section 11 of the Tender Documents, which states 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. **Period of Engagement.** The term of engagement between the Company and the winning Bidders shall be 24 months commencing on the date on which the Company signs the Framework Agreement. The Company reserves the right, at its sole and absolute discretion, to extend the Period of Engagement for up to 3 additional periods of 12 months each.

The terms in this protocol shall have the meanings given to them in the Tender Documents, unless expressly specified otherwise.

It is hereby clarified that in any case of conflict and /or inconsistency between what is stated in this protocol (including Appendix A) and the provisions set forth in the Tender Documents, the provisions in the Tender Documents shall prevail.

This protocol together with the presentation attached as Appendix A, are 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: _____