

To:
Tender Participants

**E-Tender (Online) No. 33/20 for Design, Acquisition, Implementation
& Maintenance of In Motion Vehicle Charging Systems in Israel**

Participants Meeting Via Video Conference Protocol

Ayalon Highways Co. Ltd. (the "Company" or "Ayalon Highways") is hereby publishing a protocol of the Participants Meeting Via Video Conference (the "Participants Meeting") that took place on November 30th, 2020, pursuant to the requirements of the tender in the subject (the "Tender"), as follows:

Attendee at the Participants Meeting:

Mr. Eyal Bilya, Head of the Technological Department - Ayalon Highways

Mrs. Shirley Wermus, Project Manager - Ayalon Highways

Mr. Barak Harel - Professional Consultant.

Mr. Ron Rahav, Professional Consultant.

Mr. Victor Sglosko, Professional Consultant.

Adv. Rotem Darvish, Contract and Agreements Department - Ayalon Highways

Adv. Yael Zhout –Legal Counsel, Goldfarb Seligman & Co.

Representatives of the Bidders.

1. A review of the Tender conditions and instructions was presented by a presentation. It is clarified that the presentation, this protocol and any other presentation or other subject presented by Ayalon Highway representatives at the Bidders Meeting is only an auxiliary tool for the Bidders, 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 that will be published by Ayalon Highways, are binding. Without derogating from the abovesaid, in any case of contradiction and/or discrepancy between the presentation or declarations during the Participants Meeting and the Tender documents, the latter shall prevail.
2. **Mrs. Shirley Wermus** presented the Company's activity and reviewed the principles of the Tender and the services required under it, together with the **Background and Tender purpose**. The purpose of the Tender is to examine innovative Technological solutions which will enable charging electrical vehicles by riding in designated lanes.

3. **Mrs. Wermus** specified **The Term of the Agreement** - The Period of the contract between the Company and the Winning Bidders will be for **36 months**. The Company will have an option to extend this period in 2 additional periods of **12 months** each.
4. **Adv. Yael Zhout** presented the Tender procedure and its terms. following are the main subjects that were emphasized during the meeting:
 - 4.1. **Schedule of the Tender Procedure.** It was clarified to the Participants that the Schedule shall be as follows:
 - The final date for submission of Clarification Questions – November 17th, 2020, no later than 12:00 (noon– Local Israeli Time)
 - The final date for submission of Proposals – January 31st, 2020, no later than 12:00 (noon – Local Israeli Time)
 - 4.2. **The Delivery of Tasks to the Winning Participants.** The Company will engage and sign the Agreement with the Winning Participants, who shall prove compliance with the Tender threshold conditions and the Proof of Ability stage 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 an individual.

Such referral may include, inter alia, examining and practical testing of the solution presented by the framework suppliers.
 - 4.3. **Tender Stages.** The Participants were referred to the Tender stages as detailed in the presentation. Explanations were given regarding the Tender stages:
 - 4.3.1. Compliance with the pre-qualification requirements, as set forth in sections 4 of the Tender Conditions;
 - 4.3.2. Proof of Ability, as set forth in section 5 of the Tender Conditions;
 - 4.3.3. Entering the Repository of Framework Suppliers, as set forth in section 6 of the Tender Conditions;
 - 4.3.4. Additional Stages after entering the Repository of Framework Suppliers, as set forth in section 7 of the Tender Conditions.
 - 4.4. **Threshold Conditions.** The Participants were referred to the Threshold Conditions set forth in sections 4 of the Tender Conditions. The Threshold Conditions were reviewed.

It was clarified that only Bidders and Proposals that comply with the Pre-Qualification Requirements, will advance to the proof of Concept stage,

as set forth in section 5 of the Tender Conditions and Vol. C to the Tender documents ("**Specifications & Requirements**").

- 4.5. **Signing the Framework Agreement and Entry into the Repository for Framework Suppliers.** The Participants were referred to section 6 of the Tender Conditions.
- 4.6. **Additional optional requirements, inter alia as described in Vol. D** to the Tender documents.
5. **Mr. Ron Lahav** reviewed the professional and technical demands as detailed in Vol. C and D to the Tender documents. It was emphasized that the proposed system must meet all requirements detailed in Vol. C to the Tender documents, as a pre-condition for entering to the Repository of Framework Suppliers.
6. **Adv. Zhout** emphasized that the terms and conditions mentioned in Vol. C are mandatory and the terms and conditions mentioned in Vol. D are optional and shall be set in the future individual referrals as may be published by the Company among the framework suppliers.
7. **Adv. Zhout** stated that the clarification questions and the answers to those questions must be in writing and via the tender e-system (the "dekel" system) as described in section 18.2 to the Tender Booklet.
8. **Adv. Zhout** also reviewed the main legal terms of the tender procedure. following are the main subjects that were emphasized during the meeting:
 - 8.1. **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.
 - 8.2. **Documents that are required to be provided as a part of the proposal.** The Participants were referred to section 8.1 to the Tender booklet, which details the documents that the Bidders are required to attach to their proposal.
 - 8.3. **E-Tender (online).** The Participants were referred to the provisions of the Tender booklet, stating that the Tender will be conducted as a web-based e-tender. The Bidders must submit their clarification questions and Proposals through the electronic system only, operated and maintained by the "Dekel" Company.

It was clarified that Bidders must register to the "Dekel" system in order to submit their questions and proposals and that they are advised to register and submit their questions / proposals at least 48 hours before the last date for submitting their questions / proposals.

It was stressed that after the final date for the submission of Proposals, the "Dekel" system will be locked for and it would be impossible to submit any more proposals.

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 Bidder is requested to attach a signed copy thereof to its Proposal.

Name of Bidder: _____ **Bidder's Signature and stamp:**

Date: _____