

Jun. 2<sup>nd</sup>, 2020

To: All Participants

Re: Invitation for Pre-Qualification for the Participation in a Tender for the Light Railway Project between Haifa and Nazareth

Addendum No. 1

Pursuant to Section 2.9 (*Addenda*) of the Invitation, Participants are hereby informed of the following amendments to the Invitation.

This Addendum shall constitute an integral part of the Invitation and the Tender Documents.

All capitalized terms used and not defined herein shall have the meaning ascribed to such terms in the Invitation.

Each amendment to the Invitation which is included herein replaces the relevant part of the Invitation.

	<b>Amendment to the Invitation</b>	<b>Section in the Invitation</b>	
<b>1.</b>	Please insert, after "List of Forms:" the following list:	Table of Contents	
	Pre-Qualification Form "1"		The Pre-Qualification Submission Letter
	Pre-Qualification Form "2"		Participation Fee Proof of Payment
	Pre-Qualification Form "3"		The Members of the Participant
	Pre-Qualification Form "4"		The Participating Entity
	Pre-Qualification Form "5"		Experience Provider Undertaking
	Pre-Qualification Form "6"		Confirmation of Merging Companies
	Pre-Qualification Form "7"		Systems Experience
	Pre-Qualification Form "8"		Signaling Experience
	Pre-Qualification Form "9"		Track Experience
	Pre-Qualification Form "10"		Rolling Stock Experience
	Pre-Qualification Form "11"		Project Execution, Management and

		Organization Experience	
	Pre-Qualification Form “12”	Maintenance Experience	
	Pre-Qualification Form “13”	Operating Experience	
	Pre-Qualification Form “14”	Financial Robustness	
	Pre-Qualification Form “15”	Participant’s Weighted Turnover	
	Pre-Qualification Form “16”	Securing External Finance for an Infrastructure Project	
	Pre-Qualification Form “17”	No Going Concern	
	Pre-Qualification Form “18”	Private Investment Fund Statement	
	Pre-Qualification Form “19”	Institutional Investors	
	Pre-Qualification Form “20”	Investment Entities	
2.	<p>Please insert the following new definition:</p> <p><u>“<b>Infrastructure Project</b>’ Shall mean a project for the Design and construction of a large-scale infrastructure project, including any of the following: a Rail project, a highway project, a desalination facility, a tunnel, a hospital, a power generation facility, a port, an airport, any other transportation system; or any other project having received pre-approval from the Tender Committee as constituting such within the framework of an Addendum following a Request for Clarification from the Candidate.”</u></p>		<p>1. Invitation for Pre-Qualification</p> <p>1.1 Definitions</p>
3.	<p>Please amend Section 3.1.3 as follows:</p> <p>“3.1.3. <b>Form of Submission.</b> In order to demonstrate compliance with this Section 3.1 (The Participant), the Authorized Representative of each Member who shall form the Participant, or the Authorized Representative of the Participant if the Participant has already been duly incorporated, shall complete, execute and submit Pre-Qualification Form “1”; and each of the Participating Entities acting jointly with the Participant for the purpose of the Pre-Qualification Process shall complete, execute and submit Pre-Qualification Form “2” “4”.”</p>		<p>3. General Provisions Relating to Participating Entities</p> <p>3.1.3 Form of Submission</p>

4.	<p>Please amend Section 3.2.1 as follows:</p> <p>“3.2.1. Members of a Participant shall mean each of the Participating Entities committed to holding Anticipated Holdings in the Participant, as detailed in Pre-Qualification Form “<del>2</del>” “<u>4</u>” and which comply with:”</p>	<p>3. General Provisions Relating to Participating Entities</p> <p>3.2 Members of the Participant</p>
5.	<p>Please amend Section 3.2.4. as follows:</p> <p>“3.2.4. <b>Form of Submission.</b> In order to demonstrate compliance with, inter alia, the provisions of this Section 3.2 (Members of the Participant), <del>all Members of the Participant, and itself if duly incorporated,</del> the Participant shall <del>jointly</del> complete, execute and submit Pre-Qualification Form “<u>3</u>” and each Member shall complete the Pre-Qualification Forms as applicable to its status.”</p>	<p>3. General Provisions Relating to Participating Entities</p> <p>3.2 Members of the Participant</p> <p>3.2.4 Form of Submission</p>
6.	<p>Please amend Section 3.3.4 as follows:</p> <p>“3.3.4. <b>Form of Submission.</b> In order to demonstrate compliance with this Section 3.3 (Experience Provider), each Experience Provider shall complete, execute and submit Pre-Qualification Forms “<del>2</del>” “<u>4</u>” and “<del>17</del>” “<u>5</u>.”</p>	<p>3. General Provisions Relating to Participating Entities</p> <p>3.3 Experience Provider</p> <p>3.3.4 Form of Submission</p>
7.	<p>Please amend Section 3.4.2 as follows:</p> <p>“3.4.2. <b>Form of Submission.</b> In order to demonstrate compliance with this Section 3.4 (Guarantor), each Guarantor shall complete, execute and submit Pre-Qualification Form “<del>2</del>” “<u>4</u>.”</p>	<p>3. General Provisions Relating to Participating Entities</p> <p>3.4 Guarantor</p> <p>3.4.2 Form of</p>

		Submission
<p><b>8.</b></p>	<p>Please amend Section 3.5.6 as follows:</p> <p>“3.5.6. To the extent required under Law, each Entity incorporated in the State of Israel, or registered in Israel as a Foreign Company as defined under the Companies Law 1999, shall provide all relevant approvals and statements as required in accordance with the provisions of the Public Entities Transactions Law 1976 by completing <u>the affidavit under cover of Pre-Qualification Form “2” “4” – Annex ____</u>, and an ascertainment of regular reports of revenues to the tax assessor and the director of V.A.T. in transactions that are taxable under the Value Added Tax Law 1975.under cover of Pre-Qualification Form “4” – Annex ____</p> <p>A Foreign Company registered in Israel which cannot provide such approvals due to its lack of activities in Israel and/or is not registered in the Israeli tax authorities shall include within its Pre-Qualification Submission, under cover of Pre-Qualification Form “2” “4” – Annex ____ (1) a declaration by an independent auditor; and (2) an affidavit of a representative of the Participating Entity's management, both testifying to such status.”</p>	<p>3. General Provisions Relating to Participating Entities</p> <p>3.5 Participation – General Requirements</p>
<p><b>9.</b></p>	<p>Please amend the last paragraph of Section 4.1 as follows:</p> <p>“<b>Form of Submission.</b> In order to demonstrate compliance with this Section 4.1 (Experience in the Design and Installation of Systems), the Experience Provider shall complete, execute and submit Pre-Qualification Form “6” “7”.”</p>	<p>4. Professional Pre-Qualification Requirements</p> <p>4.1 Experience in the Design and Installation of Systems</p>
<p><b>10.</b></p>	<p>Please amend the last paragraph of Section 4.2 as follows:</p> <p>“<b>Form of Submission.</b> In order to demonstrate compliance with this Section 4.2 (Experience in the Design and Installation of Signaling Systems), the Experience Provider shall complete, execute and submit Pre-Qualification Form “7” “8”.”</p>	<p>4. Professional Pre-Qualification Requirements</p> <p>4.2 Experience in the Design and Installation of Signaling</p>

		Systems
11.	<p>Please amend the last paragraph of Section 4.3 as follows:</p> <p><b>“Form of Submission.</b> In order to demonstrate compliance with this Section 4.3 (Experience in the Design and Construction of Track), the Experience Provider shall complete, execute and submit Pre-Qualification Form <del>“8”</del> <u>“9”</u>.”</p>	<p>4. Professional Pre-Qualification Requirements</p> <p>4.3 Experience in the Design and Construction of Track-Way</p>
12.	<p>Please amend the last paragraph of Section 4.4 as follows:</p> <p><b>“Form of Submission.</b> In order to demonstrate compliance with this Section 4.4 (Rolling Stock Experience), the Experience Provider shall complete, execute and submit Pre-Qualification Form <del>“9”</del> <u>“10”</u>.”</p>	<p>4. Professional Pre-Qualification Requirements</p> <p>4.4 Rolling Stock Experience</p>
13.	<p>Please amend Section 4.5 as follows:</p> <p>“Completion, as a Lead Contractor, during the period commencing on 1 January 2008 and ending on the Pre-Qualification Submission Date, of at least two (2) Infrastructure Projects with individual Contract Values of at least NIS 750 million and an aggregate Contract Value of at least NIS 2,000 million.</p> <p><del>For the purpose of this Section 4.5 (Project Execution, Managements and Organization Experience) the term “Infrastructure Project” shall mean:</del></p> <p><del>A project for the Design and construction of a large scale infrastructure project, including any of the following: a Rail project, a highway project, a desalination facility, a tunnel, a hospital, a power generation facility, a port, an airport, any other transportation system; or any other project having received pre approval from the Tender Committee as constituting such within the framework of an Addendum following a Request for Clarification from the Candidate.</del></p> <p><b>Form of Submission.</b> In order to demonstrate compliance with this Section</p>	<p>4. Professional Pre-Qualification Requirements</p> <p>4.5 Project Execution, Management and Organization Experience</p>

	4.5 (Project Execution, Management and Organization Experience), the Experience Provider shall complete, execute and submit Pre-Qualification Form “ <del>10</del> ” “ <u>11</u> .”	
14.	Please amend the last paragraph of Section 4.6 as follows:  “ <b>Form of Submission.</b> In order to demonstrate compliance with this Section 4.6 (Maintenance Experience), the Experience Provider shall complete, execute and submit Pre-Qualification Form “ <del>11</del> ” “ <u>12</u> .”	4. Professional Pre-Qualification Experience  4.6 Maintenance Experience
15.	Please amend Section 4.8 as follows:  “ <b>Form of Submission.</b> In order to demonstrate compliance with <del>this</del> Section 4.7 (Operation Experience), the Experience Provider shall complete, execute and submit Pre-Qualification Form “ <del>12</del> ” “ <u>13</u> .”	4. Professional Pre-Qualification Experience  4.8 Form of Submission
16.	Please amend the last paragraph of Section 5.1 as follows:  “ <b>Form of Submission.</b> In order to demonstrate compliance with this Section 5.1 (Turnover), the applicable Entities shall complete, execute and submit Pre-Qualification Form “ <del>13</del> ” “ <u>14</u> ” <u>and the Participant shall complete, execute and submit Pre-Qualification Form “15”.</u> ”	5. Financial Pre-Qualification Requirements  5.1 Turnover
17.	Please amend the last paragraph of Section 5.2 as follows:  “ <b>Form of Submission.</b> In order to demonstrate compliance with this Section 5.2 (Weighted Average Operating Cash Flow), the applicable Entities shall complete, execute and submit Pre-Qualification Form “ <del>13</del> ” “ <u>14</u> .”	5. Financial Pre-Qualification Requirements  5.2 Weighted Average Operating Cash Flow
18.	Please amend the last paragraph of Section 5.3 as follows:  “ <b>Form of Submission.</b> In order to demonstrate compliance with this Section	5. Financial Pre-Qualification

	5.3 (Minimal Equity Requirement), the applicable Entities shall complete, execute and submit Pre-Qualification Form “ <del>13</del> ” “14”.”	Requirements 5.3 Minimal Equity Requirement
19.	<p>Please amend Section 5.4 as follows:</p> <p>“Each Participant is required to demonstrate that at least one of its Members <del>has, as of (or Guarantor thereof) was party to External Financing agreements which were executed (signed) no earlier than</del> 1 January 2010, <del>obtained (borrowed) External Financing</del> for at least two (2) Infrastructure Projects, <del>and that at least the first drawdown of External Financing funds for each referenced project was executed before the Pre-Qualification Submission Date.</del> The amount of External Financing for each referenced project shall not be less than NIS 750 Million.</p> <p><u>A Member (or Guarantor thereof) may demonstrate compliance with the requirements of this Section 5.4 by relying on the experience of a Supporting Entity which is an SPV, if the Member (or Guarantor thereof) had Effective Holdings of twenty percent (20%) or more of all Means of Control in the SPV.</u></p> <p><del>For the purpose of this Section, an Infrastructure Project may be presented even if such has not been Completed, provided that the funds have been drawn (utilized) pursuant to such External Financing.</del></p> <p><b>Form of Submission.</b> In order to demonstrate compliance with this Section 5.4 (Securing Finance for an Infrastructure Project), <del>the Member demonstrating compliance therewith</del> <u>applicable Entities</u> shall complete, execute and submit Pre-Qualification Form “14” “16”.”</p>	<p>5. Financial Pre-Qualification Requirements</p> <p>5.4 Securing External Finance for an Infrastructure Project</p>
20.	<p>Please amend the last paragraph of Section 5.5 as follows:</p> <p>“<b>Form of Submission.</b> In order to demonstrate compliance with this Section 5.3 (No Going Concern), each Participating Entity shall complete, execute and submit Pre-Qualification Form “4” “17”.”</p>	<p>5. Financial Pre-Qualification Requirements</p> <p>5.5 No Going Concern</p>
21.	<p>Please amend the last paragraph of Section 5.6.1 as follows:</p> <p>“<b>Form of Submission.</b> In order to demonstrate compliance with this Section</p>	<p>5. Financial Pre-</p>

	5.6.1, the applicable Entities shall complete, execute and submit Pre-Qualification Form <del>“16”</del> <u>“18”</u> .”	Qualification Requirements 5.6 Financial Pre-Qualification Requirements applicable to Financial Entities 5.6.1 Private Investment Fund
22.	Please amend the last paragraph of Section 5.7 as follows:  “ <b>Form of Submission.</b> In order to demonstrate compliance with this Section 5.7, each Guarantor shall complete, execute and submit Pre-Qualification Form <del>“18”</del> <u>“4”</u> .”	5. Financial Pre-Qualification Requirements 5.7 Reliance on a Guarantor
23.	Please amend Section 5.8.9 as follows:  “ <b>Form of Submission.</b> In order to demonstrate compliance with this Section 5.8 (Submission of Financial Statements), the applicable Entities shall attach all required Financial Statements <u>under cover of</u> Pre-Qualification Form <del>“13<sub>A</sub>”</del> <u>“14”</u> Annex ____.”	5. Financial Pre-Qualification Requirements 5.8 Submission of Financial Statements 5.8.9 Form of Submission
24.	Please delete Section 6.1.2.	6. General Instructions for Demonstrating Compliance with the Pre-Qualification



		<p>Requirements</p> <p>6.1 Relying on the experience of a Supporting Entity</p> <p>6.1.2</p>
25.	<p>Please amend Section 7.1 as follows:</p> <p>“Each Participant shall attach to its Pre-Qualification Submission the Pre-Qualification Submission Letter provided in Pre-Qualification Form “1”, duly completed and signed by the Participant <del>and each of its Members</del>. If the Participant has not yet been incorporated, the Pre-Qualification Submission Letter will be <u>duly completed and signed by each of its Members</u> (“<b>Pre-Qualification Submission Letter</b>”).”</p>	<p>7. Pre-Qualification Submission</p> <p>7.1 Pre-Qualification Submission Letter</p>
26.	<p>Please amend Section 7.3 as follows:</p> <p>“Each Participant shall include a copy of the receipt for payment of the Participation Fee in its Pre-Qualification Submission, attached to Pre-Qualification Form <del>“5”</del> “<u>2</u>.”</p>	<p>7. Pre-Qualification Submission</p> <p>7.3 Receipt of Purchase</p>
27.	<p>Please amend the last paragraph of Section 9.11.3.4 as follows:</p> <p>“so long as the Tender Committee is provided with a confirmation of the date of the completion of the merger, acquisition, or the transfer of assets, business or division (as the case may be), and a description of the main features of the said merger, acquisition, or the transfer of assets, business or division (as the case may be), issued by the Entity’s external auditor or legal advisor. An Experience Provider relying on a Supporting Entity under one of the circumstances listed in this Section 9.11.3.4, must complete, execute and submit Pre-Qualification Form <del>“15”</del> “<u>6</u>.”</p>	<p>9. Review and Evaluation of Pre-Qualification Submission</p> <p>9.11. Additional Prerogatives of the Tender Committee</p> <p>9.11.3.4</p>
28.	<p>Please add Annex 3 (Advisors to the Tender Committee) attached hereto as Attachment 1.</p>	<p>Annex 3</p>

<b>29.</b>	Please add Annex 4 (Currency Conversion) attached hereto as Attachment 2.	Annex 4
<b>30.</b>	Please add Pre-Qualification Invitation Forms attached hereto as Attachment 3.	Pre- Qualification Invitation Forms

**Sincerely,**  
**Trans Israel Company Ltd.**

