

## **Exhibit Pledge of Confidentiality**

**Whereas** the Government of Israel, through the Accountant General and the Director-General of the Ministry of Transport and Road Safety ( hereinafter the " **GOI**" ) acting on behalf of the State of Israel is receiving the services as defined hereafter;

**Whereas** \_\_\_\_\_ has been selected as Advisor for providing the services;

**Whereas** the Advisor and its employees may receive certain Confidential Information in the course of the execution of the Services, and which information the GOI is interested to keep protected;

**Therefore, the Advisor undertakes the following irrevocable Pledge of Confidentiality towards the GOI :**

### **1. Definitions**

In this declaration the following terms will have the meaning as given next to them :

**" The services or**

**Advisory services "** - The purposes and the scope of the services to be rendered by the Advisor have been detailed in the Professional Services Agreement signed between the GOI and the Advisor.

**Information –**

All information, know how, document , correspondence, plan, budget, model, professional opinion, findings, conclusions and any other type of data related to the rendering of the services, whether given orally or in writing, in whatsoever way (electric, electronic, optic, magnetic, or in any different manner) , relating to the rendering of the services, and which are not of public domain.

**Confidential**

**Information -**

Any information about the GOI and Israel Railways and their activities which are received by the Advisor and its employees in connection with the execution of the services, whether received during the execution of the services or after completion of the services, for instance however without limitation to the generality of the above statement :

information transmitted by the GOI and Israel Railways or by any entity on their behalf.

**2. Declaration of confidentiality**

The Advisor hereby undertakes to keep in absolute confidentiality the information and/or professional secrets received during the course of its services rendered to the GOI, and make use of them only and exclusively for the purpose of rendering of the services. For avoidance of doubt, and notwithstanding the general nature of this pledge, the Advisor undertakes not to publish, transfer or disclose to any third party in whatever way such information and/or professional secrets.

Signed on \_\_\_\_\_, on behalf of the Advisor by:

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[ Name(s), Title(s) and Signature(s) ]