

נספח יג – תצהיר והתחייבות בדבר הימנעות מניגודי עניינים – צוות זר

Exhibit - Undertaking of No-Conflict of Interest

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

Whereas _____ has been selected as Advisor for providing the services;

Whereas the Advisor and its employees may find themselves in a situation of conflict of interest in the course of the execution of the services and after completion of the services;

Therefore, the Advisor undertakes the following towards the GOI :

1. The Advisor or any related company to the Advisor/to a member of the Advisor (controlling / controlled company or sister company) shall not provide to Israel Railways (as defined in the Professional Services Agreement) any services of whatsoever nature during the contract period and one year after termination of the Agreement, without receiving the prior written consent of the GOI.
2. The Advisor hereby agrees that during the period of rendering the services under the Professional Services Agreement ("SLA") and the period of one year after the termination of the SLA, there shall be no conflict of interest of the Advisor, its employees, agents and sub-contractors, between the provision of the services and the other activities of the Advisor, its employees, agents and sub-contractors.
3. The Advisor undertakes to inform the GOI of any information or new situation which may cause it or any of its employees, agents or sub-contractors to be in a situation of conflict of interest, immediately after it becomes aware of such information or of the occurrence of such event.
4. The Advisor undertakes to report to the GOI in advance of any intent on its part to enter into a relationship with any entity which might or will be in contradiction with its above undertaking, and undertakes to act according to the GOI instructions in this respect. The GOI is entitled not to approve the transaction or to give such instructions with respect the situation of no-conflict of interest. In such case the Advisor undertakes to act according to the instructions received from the GOI.

Signed on _____, on behalf of the Advisor by:

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