

**A TENDER FOR THE
FINANCE, DESIGN, CONSTRUCTION, OPERATION,
MAINTENANCE AND TRANSFER OF A SOLAR
PV POWER PLANT**

**AN INVITATION FOR PRE-QUALIFICATION NO.
3/2023**

**ANNEX C
PRE-QUALIFICATION FORMS**

March 2023

TABLE OF CONTENTS

Pre-Qualification Form “1”	-	The Pre-Qualification Submission Letter
Pre-Qualification Form “2”	-	The Participant
Pre-Qualification Form “3”	-	The Members of the Participant and Guarantors
Pre-Qualification Form “4”	-	Letter of Guarantee
Pre-Qualification Form “5”	-	Form of Affidavit
Pre-Qualification Form “6”	-	Financial Pre-Qualification Requirements Compliance

PRE-QUALIFICATION FORM “1”

THE PRE-QUALIFICATION SUBMISSION LETTER

[To be completed and signed by the Participant and all Members of the Participant]

To:
Chairman of the Tender Committee

Dear Sir,

Re: Invitation for Pre-Qualification to a Tender for the Finance, Design, Construction, Operation, Maintenance and Transfer of a Solar PV Power Plant (the "Invitation")

In response to the Invitation issued on March 2023, extending an invitation to submit a Pre-Qualification Submission which we have read and understood, we, the undersigned, submit this Pre-Qualification Submission.

1. We, the undersigned, _____ (the "**Participant**") *[name of Participant to be completed if incorporated]*, and all the Members thereof, _____; _____; _____; *[names of Members to be completed]* have thoroughly and carefully read the Invitation, and are pleased to submit our Pre-Qualification Submission.
2. We agree to all of the provisions in the Invitation and all obligations included therein, and in particular the rights reserved to the Tender Committee, and we submit our Pre-Qualification Submission in accordance with the terms and provisions contained therein.
3. We warrant that the Pre-Qualification Submission is accurate, complete and up-to-date at time of the Pre-Qualification Submission Date, in accordance with the requirements of the Invitation.
4. We acknowledge and accept the provisions of Section 8.3 (*Reservation of Rights*) and 8.4 (*Prerogatives of the Tender Committee*) of the Invitation, and without derogating from the generality of the foregoing, understand that the submission of our Pre-Qualification Submission shall not be deemed in any way to create an obligation on the part of the Tender Committee to announce our compliance with the Pre-Qualification Requirements; that the Tender Committee has the right to reject, as it deems appropriate, the Pre-Qualification Submission submitted by the Participant; and that the Tender Committee has the right, as it deems appropriate, to annul the Pre-Qualification Process and to reject all Pre-Qualification Submissions at any time, all, in accordance with the provisions of the Invitation.
5. Incorporated hereto, and made an integral part of the Pre-Qualification Submission, are all Pre-Qualification Forms, attachments and annexes thereto, and other annexes attached to the Pre-Qualification Submission as described herein:

- Pre-Qualification Form “1” The Pre-Qualification Submission Letter
- Pre-Qualification Form “2” The Participant
- Pre-Qualification Form “3” The Members of the Participants and Guarantors
- Pre-Qualification Form “4” The Letter of Guarantee
- Pre-Qualification Form “5” Form of Affidavit
- Pre-Qualification Form “6” Financial Pre-Qualification Requirements Compliance

6. Attached herein is a ☐ copy ☐ original *[check applicable]* of the receipt payment of the Participation Fee.

7. The undersigned acknowledges receipt, understanding and full consideration of the following Addenda to the Pre-Qualification Documents, issued until the Pre-Qualification Submission Date:

Addendum No. _____ Date Received: _____

Addendum No. _____ Date Received: _____

Addendum No. _____ Date Received: _____

Addendum No. _____ Date Received: _____

Addendum No. _____ Date Received: _____

...

[to be completed]

8. Detailed herein is information which the Participant considers to be of a commercially sensitive or secret nature concerning the Pre-Qualification Submission *[to be completed in accordance with the provisions of Section 6.4 (Identification of Sensitive or Classified Information) of the Invitation]*:

9. Capitalized terms in the Pre-Qualification Forms shall have the meaning ascribed thereto under the Invitation.

10. All matters relating with respect to the Pre-Qualification Process shall be subject to the Laws of the State of Israel.

11. The applicable court in Jerusalem shall have the sole jurisdiction over all matters and all disputes arising in connection with the Pre-Qualification Process.

Faithfully yours,

	<u>Stamp and Signature</u>	<u>Date</u>	<u>Confirmation by</u> <input type="checkbox"/> <u>attorney</u> <input type="checkbox"/> <u>person who is</u> <u>legally qualified</u> <u>by law within</u> <u>his/her domicile</u> <u>to provide such</u> <u>confirmation</u> (*)	<u>Date</u>
The Participant				
Member				
Member				
Member				

(*) In his/her signature the attorney or person who is legally qualified by law within his/her domicile to provide such confirmation, as applicable, attests and confirms that the signatory(ies) on behalf of the Participant or the Member (as the case may be) is/are authorized to sign on behalf of such Entity and to commit such Entity for purposes of this Pre-Qualification Form, for all purposes and intents. The attorney or person who is legally qualified by law within his/her domicile to provide such confirmation, as applicable, also confirms that the signatory(ies) on behalf of such Entity appeared before him/her and after being cautioned that they are required to state the truth, and that if they fail to do so they shall be liable to the punishments prescribed by law, signed this statement in his/her presence.

PRE-QUALIFICATION FORM “2”

THE PARTICIPANT

[To be completed and signed by the Participant and all Members of the Participant]

1. Participant - General Information

<i>Participant Name:</i>	
<i>Business Address:</i>	
<i>Phone:</i>	
<i>Facsimile:</i>	
<i>E-mail:</i>	

2. Authorized Representative

<i>Name:</i>	
<i>Phone:</i>	
<i>E-mail:</i>	

3. Anticipated Holdings in the Participant

Member's Name	Anticipated Holdings
	____ %
	____ %
	____ %

Faithfully yours,

	<u>Stamp and Signature</u>	<u>Date</u>	<u>Confirmation by</u> <input type="checkbox"/> <u>attorney</u> <input type="checkbox"/> <u>person who is</u> <u>legally qualified</u> <u>by law within</u> <u>his/her domicile</u> <u>to provide such</u> <u>confirmation</u> (*)	<u>Date</u>
--	--------------------------------	-------------	---	-------------

The Participant				
Member				
Member				
Member				

() In his/her signature the attorney or person who is legally qualified by law within his/her domicile to provide such confirmation, as applicable, attests and confirms that the signatory(ies) on behalf of the Participant or the Member (as the case may be) is/are authorized to sign on behalf of such Entity and to commit such Entity for purposes of this Pre-Qualification Form, for all purposes and intents. The attorney or person who is legally qualified by law within his/her domicile to provide such confirmation, as applicable, also confirms that the signatory(ies) on behalf of such Entity appeared before him/her and after being cautioned that they are required to state the truth, and that if they fail to do so they shall be liable to the punishments prescribed by law, signed this statement in his/her presence.*

PRE-QUALIFICATION FORM “3”

THE MEMBERS OF THE PARTICIPANT AND GUARANTORS

[To be completed and signed by each Member of the Participant and by each Guarantor (if applicable), on a separate form]

1. Participating Entity - General Information

<i>Position:</i>	<input type="checkbox"/> Member <input type="checkbox"/> Guarantor
<i>Name:</i>	
<i>Business Address:</i>	
<i>Phone:</i>	
<i>Facsimile:</i>	
<i>E-mail:</i>	

2. Legal Status

<input type="checkbox"/> Limited Liability Company <input type="checkbox"/> Registered Limited Partnership <input type="checkbox"/> Registered General Partnership <input type="checkbox"/> Other: _____ <i>[please provide further details]</i>

* Attached are authenticated copies of the Members/Guarantors certificate of incorporation. Except for official and authenticated certificates of Israeli corporations submitted in Hebrew, certificates of incorporation provided by an Entity in any language other than English should be accompanied by a translation to English pursuant to Section 7.3 of the Invitation.

3. Registration Data

<i>Registration Number:</i>	
<i>Place of Registration:</i>	
<i>Date of Registration:</i>	

4. Interested Parties in the Participating Entity

* Attached is an updated full chart describing the corporate holding structure, which lists all the entities controlling the Participating Entity, up to the ultimate controlling party.

5. Warranties and Representations:

- 5.1. The Participating Entity hereby warrants and represents that it complies and satisfies all of the requirements stipulated in Sections 3.4.1 to 3.4.5 of the Invitation.
- 5.2. The Participating Entity hereby acknowledges and agrees that the Tender Committee has the right to request criminal information from the Participant and/or the Participating Entity during the current Pre-Qualification Process or at any further stages of the Tender Process and amend the Tender Documents, all subject to any administrative instruction and/or regulation to be set pursuant to Section 14(c) of The Criminal Information Law, 5779-2019 [denoted in Hebrew as: 2019-ט"ט חוק המידע הפלילי התשע"ט], or at the request of the Electricity Authority.
- 5.3. The execution and delivery by the Participating Entity of the Pre-Qualification Forms submitted by it in connection with the Pre-Qualification Submission are within its corporate powers, have been duly authorized by all necessary corporate and other actions and do not contravene: (i) the organizational documents of the Participating Entity; (ii) any law, rule or regulation applicable to the Participating Entity; (iii) to the best of the undersigned's knowledge, any judgment, writ, injunction, decree or ruling of any court or other governmental body applicable to the Participating Entity; or (iv) any agreement, contract or other instrument known to the undersigned to which the Participating Entity is a party or to which it is subject.
- 5.4. The Participating Entity has not, directly or indirectly, induced or solicited any other Participant, Member or Guarantor to put in a false or sham Pre-Qualification Submission, and has not by itself, or directly or indirectly, colluded, arranged or agreed with any other Participant, Member or Guarantor to secure any advantage against any other Participant, or to secure any advantage against the Tender Committee or anyone interested in the Project.
- 5.5. The Participating Entity participates in the Pre-Qualification Process only within this Pre-Qualification Submission.
- 5.6. Any Entity which exercises Control over the Participating Entity, any Entity under the common Control thereof, and any Entity Controlled thereby, does not participate in the Pre-Qualification Process except within this Pre-Qualification Submission.

5.7. The Participating Entity ☐ [check if applicable] does not employ or engage, directly or indirectly, any of the advisors to the Tender Committee detailed in **Annex B** of the Invitation, for the purposes of the Pre-Qualification Process or the Tender; and/or ☐ [check if applicable] employs or engages or has employed or engaged, directly or indirectly, _____ [name of advisor] which appears as an advisor to the Tender Committee detailed in **Annex B** of the Invitation and has an engagement with respect to the following: _____.

☐ [check if applicable] Attached is an Affidavit pursuant to Section 2.14.5 of the Invitation.

5.8. To the best of the Participating Entity's knowledge, and with respect to those parts of the Pre-Qualification Submission concerned with the Participating Entity:

5.8.1. The Pre-Qualification Submission submitted by the Participant is not made in the interest of, or on behalf of, any undisclosed person, corporation, company, voluntary association, partnership, trust, or unincorporated association;

5.8.2. The Pre-Qualification Submission is genuine and not collusive or sham; and

5.8.3. All the information contained in the Pre-Qualification Submission is true, accurate, complete and current as of the Pre-Qualification Submission Date.

5.9. The Participating Entity has read the Invitation and is familiar with the provisions thereof, and in particular the provisions of Section 9.3 (*Reservation of Rights*) and 9.4 (*Prerogatives of the Tender Committee*) of the Invitation.

5.10. All matters relating with respect to the Pre-Qualification Process shall be subject to the Laws of the State of Israel.

5.11. The applicable court in Jerusalem shall have the sole jurisdiction over all matters and all disputes arising in connection with the Pre-Qualification Process.

Faithfully yours,

	<u>Stamp and Signature</u>	<u>Date</u>	<u>Confirmation by</u> <input type="checkbox"/> attorney <input type="checkbox"/> <u>person who is</u> <u>legally qualified</u> <u>by law within</u> <u>his/her domicile</u> <u>to provide such</u> <u>confirmation</u> (*)	<u>Date</u>
<input type="checkbox"/> Member <input type="checkbox"/> Guarantor				

() In his/her signature the attorney or person who is legally qualified by law within his/her domicile to provide such confirmation, as applicable, attests and confirms that the signatory(ies) on behalf of the Member or the Guarantor (as the case may be) is/are authorized to sign on behalf of such Entity and to commit such Entity for purposes of this Pre-Qualification Form, for all purposes and intents. The attorney or person who is legally qualified by law within his/her domicile to provide such confirmation, as applicable, also confirms that the signatory(ies) on behalf of such Entity appeared before him/her and after being cautioned that they are required to state the truth, and that if they fail to do so they shall be liable to the punishments prescribed by law, signed this statement in his/her presence.*

PRE-QUALIFICATION FORM “4”

LETTER OF GUARANTEE

[to be completed and signed by each Guarantor, on a separate form]

The undersigned _____ *[name of the Guarantor]* (the "**Guarantor**"), hereby confirms and warrants to the Tender Committee as follows:

1. The Guarantor *[please check the applicable]*:
☐ Controls the _____ *[name of Member seeking to rely on the Guarantor]* (the "**Relying Member**") by means of _____ *[please provide legal opinion confirming that the Guarantor Controls the Member]*;
☐ is a Member of the Participant together with _____ *[name of Member seeking to rely on the Guarantor]* (the "**Relying Member**").
2. The Guaranteed Portion: ____%.
3. The Relying Member has informed the Guarantor of the Invitation and its participation in the Pre-Qualification Process as a Member of the Participant.
4. The Guarantor hereby requests that its own financial information, which is included in the Pre-Qualification Submission submitted by the Participant, will be taken into account in determination of Relying Member's compliance with the Financial Pre-Qualification Requirements set forth in Sections 4.1 of the Invitation, instead of or together with such Member's financial information.
5. The Guarantor shall provide the Tender Committee with any information (including any financial information) which may be required by the Tender Committee at any stage of the Pre-Qualification Process in order to carry out its evaluation of the Pre-Qualification Submission.
6. In the event the Tender Committee determines that the Pre-Qualification Submission submitted by the Participant complied with the requirements of the Invitation, and the Participant will be announced Eligible Participant and invited to submit a Bid in accordance with the provisions of the Tender Documents, the Guarantor hereby undertakes to issue the Tender Committee, within the Bid to be submitted (if submitted) by the Participant, with the Member's and Guarantor's undertaking that shall be detailed under the Tender Documents.

Unless otherwise defined herein, all the capitalized terms in this Pre-Qualification Form shall have the meaning ascribed thereto under the Invitation.

Faithfully yours,

	<u>Stamp and Signature</u>	<u>Date</u>	<u>Confirmation by</u> <input type="checkbox"/> <u>attorney</u> <input type="checkbox"/> <u>person who is</u> <u>legally qualified</u> <u>by law within</u> <u>his/her domicile</u> <u>to provide such</u> <u>confirmation</u> ^(*)	<u>Date</u>
Guarantor				

(*) In his/her signature the attorney or person who is legally qualified by law within his/her domicile to provide such confirmation, as applicable, attests and confirms that the signatory(ies) on behalf of the Guarantor (as the case may be) is/are authorized to sign on behalf of such Entity and to commit such Entity for purposes of this Pre-Qualification Form, for all purposes and intents. The attorney or person who is legally qualified by law within his/her domicile to provide such confirmation, as applicable, also confirms that the signatory(ies) on behalf of such Entity appeared before him/her and after being cautioned that they are required to state the truth, and that if they fail to do so they shall be liable to the punishments prescribed by law, signed this statement in his/her presence.

PRE-QUALIFICATION FORM “5”

FORM OF AFFIDAVIT

*(To be completed and signed, to the extent required under Law, by each Entity incorporated in the State of Israel, or registered in Israel as a Foreign Company as defined under the Companies Law 1999)
(Capitalized terms shall have the meaning ascribed to them in the Invitation)*

Affidavit

Pursuant to Articles **2b1(a)** and **2b(b)** of **Public Entities Transactions Law, 5736-1976** (hereinafter: "**Public Entities Transactions Law**"):

I the undersigned _____ [*Declarant's Full Name*], bearer of _____ [*Country*] passport/Israeli I.D. no. _____, having been forewarned that I am to declare the truth and that I will be subject to the penalties imposed by law if I do not do so, hereby affirm in writing as follows:

1. I am authorized to make this affidavit on behalf of _____ (hereinafter: the [*check the applicable*] ☐ "**Participant**" / ☐ "**Member**" / ☐ "**Guarantor**") by the authorization of the company;
2. The terms and phrases in this affidavit are in accordance with their meaning as ascribed in the Invitation, and the Public Entities Transactions Law (Enforcement of Bookkeeping, Payment of Tax Duties and Minimum Wages and Lawful Employment of Foreign Workers), 5736 – 1976 ("**Public Transactions Law**").
3. I hereby declare that the [*check the applicable*] ☐ Participant / ☐ Member / ☐ Guarantor is in compliance with the following [*check the applicable*]:
 - ☐ Neither the [*check the applicable*] ☐ Participant / ☐ Member / ☐ Guarantor nor its affiliates* have been convicted of more than two offences under the Minimum Wage Law, 5747-1987 or the Employment of Foreign Workers Law, 5751-1991; (**affiliate for the purpose of this Affidavit, shall have the meaning ascribed thereto in the Public Entities Transactions Law*).
 - ☐ The [*check the applicable*] ☐ Participant / ☐ Member / ☐ Guarantor or its affiliates have been convicted of more than two offences, however at the Pre-Qualification Submission Date at least one year has elapsed since the last conviction date;
4. I hereby declare that the [*check the applicable*] ☐ Participant / ☐ Member / ☐ Guarantor is in compliance with the following [*check the applicable*]:
 - ☐ Alternative A – The provisions of Article 9 of the Equal Rights for People with Disabilities Law, 5758-1998 ("**Equal Rights Law**") do not apply to the [*check the applicable*] ☐ Participant / ☐ Member / ☐ Guarantor.

- ☐ Alternative B – The provisions of Article 9 of the Equal Rights Law apply to the [*check the applicable*] ☐ Participant / ☐ Member / ☐ Guarantor and it is in compliance with them, and the following applies [*check the applicable*]:
 - ☐ The [*check the applicable*] ☐ Participant / ☐ Member / ☐ Guarantor does not employ over 100 employees;
 - ☐ The [*check the applicable*] ☐ Participant / ☐ Member / ☐ Guarantor employs over 100 employees, and [*check the applicable*]:
 - ☐ declares that it will apply to the general manager of the Ministry of Labor, Social Affairs and Social Services for the evaluation of its compliance with its obligation under Article 9 of the Equal Rights Law, and should it be deemed necessary – be provided with guidance for their compliance; or
 - ☐ declares that it had previously applied to the general manager of the Ministry of Labor, Social Affairs and Social Services for the scrutiny of its compliance with its obligation under Article 9 of the Equal Rights Law, and, if it was provided with guidance for compliance with them, it had acted accordingly.

If this declaration is made pursuant to Alternative B above, the [*check the applicable*] ☐ Participant / ☐ Member / ☐ Guarantor hereby commits, within thirty (30) days of the Pre-Qualification Submission Date, to provide a copy of this declaration to the general manager of the Ministry of Labor, Social Affairs and Social Services.

5. This is my name, this is my signature and the content of the Affidavit above is true.

[Declarant's Signature]

I, the undersigned, _____, ☐ attorney-at-law ☐ public notary [*check applicable box*], hereby confirm that on _____, Mr./Mrs. _____, I.D. No. _____ appeared before me, and after being cautioned that he/she is required to state the truth, and that if he/she fails to do so he/she shall be liable to the punishments prescribed by law, signed this statement in my presence.

In addition, I, _____, ☐ attorney-at-law ☐ public notary [*check applicable box*], hereby do attest and confirm that _____ is authorized to sign on behalf of _____, and to commit it for purposes of the above stated Pre-Qualification Form, for all purposes and intents.

Attorney-at-Law / public notary

PRE-QUALIFICATION FORM “6”
FINANCIAL PRE-QUALIFICATION REQUIREMENTS COMPLIANCE

*(To be completed by the CEO or CFO of each Member or Guarantor, or by an equivalent position holder thereof)
(Capitalized terms shall have the meaning ascribed to them in the Invitation)*

I, _____, the undersigned, am making this affidavit on behalf of _____ (*name of Participating Entity*) ("**the Participating Entity**"):

1. I hold the position of a CEO / CFO / Equivalent position: _____ (*circle the relevant option*) and I am authorized to make this affidavit in the Participating Entity's name and on its behalf.
2. Attached as Annex A is the Participating Entity's relevant Financial Statement(s). The Financial Statement(s) attached comply with all the provisions set forth in Section 4.2 (*Content and Submission Form*) of the Invitation.
3. The Participating Entity's most recent and updated Financial Statement(s) are for the fiscal year(s) _____ [*the year(s) of most recent financial statements to be completed; For the removal of doubt, such year shall not be earlier than 2021*]
4. In accordance with the financial information included in the Financial Statement(s), the Participating Entity complies with the relevant Financial Pre-Qualification Requirements, as follows (*check applicable*):

For a Participating Entity ☐ Alternative A
which is **not** a Financial ☐ Alternative B
Entity according to:

For a Participating Entity which ☐ Section 4.1.5 of the Invitation
is a Financial Entity according to: (*applicable for Private Investment Fund*)

☐ Section 4.1.6 of the Invitation
(applicable for Institutional Investor
or Banking Corporation)

☐ Section 4.1.7 of the Invitation
(applicable for Investment Entity)

	<u>Stamp and Signature</u>	<u>Date</u>	<u>Confirmation by</u> <input type="checkbox"/> attorney <input type="checkbox"/> person who is <u>legally qualified</u> <u>by law within</u> <u>his/her domicile</u> <u>to provide such</u> <u>confirmation</u> (*)	<u>Date</u>
<input type="checkbox"/> Member <input type="checkbox"/> Guarantor				

(*) In his/her signature the attorney or person who is legally qualified by law within his/her domicile to provide such confirmation, as applicable, attests and confirms that the signatory(ies) on behalf of the Member or the Guarantor (as the case may be) is/are authorized to sign on behalf of such Entity and to commit such Entity for purposes of this Pre-Qualification Form, for all purposes and intents. The attorney or person who is legally qualified by law within his/her domicile to provide such confirmation, as applicable, also confirms that the signatory(ies) on behalf of such Entity appeared before him/her and after being cautioned that they are required to state the truth, and that if they fail to do so they shall be liable to the punishments prescribed by law, signed this statement in his/her presence.

PRE-QUALIFICATION FORM “6” - ANNEX A

FINANCIAL STATEMENTS

Each Member of the Participant and each Guarantor who is not a Financial Entity, that chooses to demonstrate its compliance with the Financial Pre-Qualification Requirements according to

Alternative A, shall attach hereto its three (3) latest audited Financial Statements.

Each Member of the Participant and each Guarantor who is not a Financial Entity, that chooses to demonstrate its compliance with the Financial Pre-Qualification Requirements according to

Alternative B, or is a Financial Entity shall attach hereto its most recent audited Financial Statements.