

# **GUIDE TO COMPANIES**

## **LISTING OF SECURITIES FOR TRADE**

### **LISTING OF SECURITIES FORMS**

**This is not an official translation and has no binding force.**

**Whilst reasonable care and skill have been exercised in the preparation hereof, no translation can ever perfectly reflect the original. In the event of any discrepancy between the original Hebrew and this translation, the Hebrew alone will prevail.**

**The reader is therefore warned to take proper professional advice before acting further hereto, as neither The Tel-Aviv Stock Exchange Ltd. nor the translators assume any liability for accuracy hereof.**

**TABLE OF CONTENTS**

**Application for approval to list securities for trade / application for approval in principle / application for approval of a supplementary prospectus**

**Application for approval to list units of an ETF for trade**

**Application for approval to list a foreign fund for trade**

**Application for approval to list securities of an overseas company for trade pursuant to a listing document**

**Application for approval to list securities for trade / application for approval in principle of an overseas company other than pursuant to a listing document / application for a supplementary prospectus of an overseas company**

**The Company's Details**

**Compliance with the by-laws of the Stock Exchange Clearing House**

**Application for approval of a change of terms arrangement**

**Declaration of Liability for Withholding Tax in the United States**

This English version is an unofficial translation of the official Hebrew version and has no binding force.  
The only binding version is the official Hebrew version. (Please see Notes on the **Translation** and Disclaimer).

## TABLE OF CONTENTS

<b>Name of Chapter</b>	<b>Page</b>
Application for approval to list securities for trade / application for approval in principle / application for approval of a supplementary prospectus	D-1
Application for approval to list unit of an ETF for trade	D-4
Application for approval to list a foreign fund for trade	D-6
Application for approval to list securities of an overseas company for trade pursuant to a listing document	D-9
Application for approval to list securities for trade / application for approval in principle of an overseas company other than pursuant to a listing document / application for a supplementary prospectus of an overseas company	D-11
The Company's details	D-13
Compliance with the by-laws of the Stock Exchange Clearing House.	D-15
Application for approval of a change of terms arrangement	D-16
Declaration of Liability for Withholding Tax in the United States	D-18

<p>This English version is an unofficial translation of the official Hebrew version and has no binding force. The only binding version is the official Hebrew version. (Please see Notes on the <b>Translation</b> and Disclaimer).</p>
---

**APPLICATION FOR APPROVAL TO LIST SECURITIES FOR TRADE****The Company's name:** \_\_\_\_\_

To

The Tel Aviv Stock Exchange Ltd

2 Ahuzat Bayit Street

Tel Aviv 6129001

Dear Sirs,

**Application for approval to list securities for trade /**  
**application for approval in principle /**  
**application for approval of a supplementary prospectus**

(Delete the inapplicable)

1. We are hereby applying to you for the grant of approval to list securities for trade, as detailed below:

\_\_\_\_\_

2. The following documents are annexed to our application (kindly mark X in the appropriate places):

- a.  a draft prospectus in three copies including financial statements as at \_\_\_\_\_;
- a draft shelf offering report;
- a draft supplementary notice;
- a draft prospectus amendment;
- an immediate report or preliminary report, as the case may be, in accordance with the Securities (Private Placement of Securities in a Listed Company) Regulations, 5760- 2000;
- an immediate report in accordance with the Securities (Periodic and Immediate Reports) Regulations, 5740- 1970;
- an outline or preliminary outline, as the case may be in accordance with the Securities (Details of Outline for Offer of Securities to Employees), 5760-2000;
- b.  a signed copy of the draft prospectus or draft shelf offering report, or draft supplementary notice, or draft prospectus amendment, or immediate report, as the case may be, or in the alternative a lawyer's certificate that copies of the draft prospectus or draft shelf offering report, or draft supplementary notice or draft prospectus amendment, or immediate report, as the case may be, that were annexed to the application, are identical to the copy draft prospectus or draft supplementary notice, or draft prospectus amendment, or immediate report signed

<p>This English version is an unofficial translation of the official Hebrew version and has no binding force.  The only binding version is the official Hebrew version. (Please see Notes on the <b>Translation</b> and Disclaimer).</p>
--

in the original, respectively, that was transferred to Israel Securities Authority ("ISA").;

- c.  the drafts annexed to the application include at least two copies that clearly mark any addition, deletion or change in comparison to a previous prospectus / previous shelf offering report published by the Company. If the securities included in the application differ from the securities included in the Company's prospectuses or shelf offering reports that preceded the filing of the application, or if the manner of offering them differs from the manner detailed in prospectus or shelf offering reports as aforesaid, the offer chapter and description of securities chapter covering the securities whose listing is being applied for shall be marked pursuant to a prospectus or pursuant to a shelf offering report of another company that was published in the last six months preceding the date of the application, that includes a similar offer and similar securities, and if no prospectus or shelf offering report was published as aforesaid in the last six months, the aforesaid chapters shall be marked on a prospectus or shelf offering report of another company that was published on the date closest to the aforesaid, that includes a similar offer and similar securities;
- a lawyer's certificate that all the additions, deletions and changes in comparison to the previous prospectus have been marked;
- d.  the Company's memorandum and articles of association.<sup>1</sup>
- Where participation units in a limited partnership are offered, the documents of incorporation of the general partner and the limited partner shall be annexed, as well as the trust agreement and limited partnership agreement or a draft thereof;<sup>1</sup>
- a lawyer's certificate that the documents of incorporation are current as at the date of the application or that there has been no change therein since they were last filed with the Stock Exchange, noting the date on which they were filed;
- e.  a lawyer's certificate that the signatories to the application and the appendices thereto are authorized to sign in the Company's name and that their signature together with the Company's stamp binds the Company with respect to all the obligations detailed in the application and the appendices thereto;
- f.  a form with the Company's details;
- g.  an undertaking to the Stock Exchange Clearing House.

3. \*Annexed are vetting fees in a sum in new shekels of:

- NIS 12,609 (not including VAT) for a listed company applying to list securities pursuant to a prospectus, or applying for a prospectus amendment and for a new company applying to list commercial securities only;
- NIS 10,749 (not including VAT) for a new company;
- NIS 25,254 (not including VAT) for a new bond company;

<sup>1</sup> The said documents shall be annexed, unless filed with the Stock Exchange on a previous occasion and since then there has been no change therein.

\* These amounts are correct as at January 1, 2023.

- NIS 7,134 (not including VAT) for a listed company applying to list securities pursuant to a report or outline;
- NIS 2,150 (not including VAT) for a listed company applying to list securities pursuant to a report or outline in an offer designated for employees only;
- NIS 10,749 (not including VAT) for a listed company applying to list securities pursuant to a shelf offering report;
- free of charge for a listed company applying for approval in principle for a shelf prospectus.
4. We undertake to perform the duties applicable in accordance with the Stock Exchange Rules and the board of directors' Regulations pursuant thereto as shall be from time to time and insofar as they relate to companies whose securities are listed for trade on the Tel Aviv Stock Exchange Ltd.
5. We declare that our application is being filed in accordance with the Stock Exchange Rules and the Regulations of the Stock Exchange's board of directors.
6. We undertake to notify you of any change in the application and the ancillary documents.  
**Note:** notice of a change in a draft prospectus or of a change in a draft prospectus amendment can be given by marking the current draft in the appropriate place and noting the numbers of the pages on which changes have been made on the draft's binding.
7. We declare that all correspondence required for the purpose of attending to the application shall only take place between the applicant company or someone appointed by it as its representative, and the Stock Exchange staff, as detailed below:

Our representative for the purpose of correspondence with the Stock Exchange is:

Name: \_\_\_\_\_ Position: \_\_\_\_\_

Law firm: \_\_\_\_\_

Address: \_\_\_\_\_

Telephone: \_\_\_\_\_ Fax: \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

Date

Company's signature and stamp

This English version is an unofficial translation of the official Hebrew version and has no binding force.  
 The only binding version is the official Hebrew version. (Please see Notes on the **Translation** and Disclaimer).

**APPLICATION FOR APPROVAL TO LIST AN ETF FOR TRADE**

The Fund's name (in Hebrew): \_\_\_\_\_

(hereinafter - the "**ETF**" or the "**Fund**")

The Fund's name (in English): \_\_\_\_\_

The Fund Manager's name: \_\_\_\_\_

Company number (the Fund Manager): \_\_\_\_\_

Address: \_\_\_\_\_

Zip code: \_\_\_\_\_ Mailbox: \_\_\_\_\_

Telephone numbers: \_\_\_\_\_

Fax no. \_\_\_\_\_ Website: \_\_\_\_\_

The statutory market-maker's name: \_\_\_\_\_

To

The Tel Aviv Stock Exchange Ltd

2 Ahuzat Bayit Street

Tel Aviv 6129001

Dear Sirs,

**Application for approval to list units of an ETF for trade**

1. We are hereby applying to you for the grant of approval to list units of the above ETF for trade (hereinafter - the "**units**"), as detailed below:

\_\_\_\_\_

2. The following documents are annexed to our application (kindly mark X in the appropriate places):

- a.  a draft prospectus / ETF prospectus (in two copies);
- b.  an immediate report in accordance with the Joint Investments Trust Regulations, 1994;
- c.  one copy of the prospectus (from the two mentioned above) with markings of all the additions, deletions and changes compared with the previous prospectus / transitional report published by the Fund Manager;
- d.  a lawyer's certificate that all the additions, deletions and changes in comparison to the previous prospectus / transitional report have been marked;
- e.  a lawyer's certificate that the draft prospectus pursuant to paragraph a. above is identical to the draft filed with ISA;

This English version is an unofficial translation of the official Hebrew version and has no binding force.  
The only binding version is the official Hebrew version. (Please see Notes on the **Translation** and Disclaimer).

- f.  a lawyer's certificate that the application and the appendices thereto have been duly signed by the Fund Manager;
- g.  an undertaking to the Stock Exchange Clearing House.
3. Annexed are vetting fees in a sum of NIS 4,524 (not including VAT) \*.
4. We undertake to perform the duties applicable in accordance with the Stock Exchange Rules and the Regulations pursuant thereto as shall be from time to time and insofar as they relate to ETFs whose units are listed for trade on the TA Stock Exchange Ltd.
5. We declare that our application is being filed in accordance with the Stock Exchange Rules, the Regulations pursuant thereto and the resolutions of the Stock Exchange's board of directors.
6. We undertake to notify you of any change in the application and the ancillary documents and to mark it against the filed documents.

**Note:** notice of a change in a draft prospectus can be given by marking the current draft in the appropriate place and noting the numbers of the pages on which changes have been made on the draft's binding.

7. We declare that all correspondence required for the purpose of attending to the application shall only take place between the applicant Fund Manager or someone appointed by it as its representative, and the Stock Exchange staff, as detailed below:

Our representative for the purpose of correspondence with the Stock Exchange is:

Name: \_\_\_\_\_ Position: \_\_\_\_\_

Law firm: \_\_\_\_\_

Address: \_\_\_\_\_

Telephone: \_\_\_\_\_ Fax. \_\_\_\_\_

\_\_\_\_\_

Date

\_\_\_\_\_

Fund's signature and stamp

\* These amounts are correct as at January 1, 2023.

This English version is an unofficial translation of the official Hebrew version and has no binding force.  
The only binding version is the official Hebrew version. (Please see Notes on the **Translation** and Disclaimer).



**APPLICATION FOR APPROVAL TO LIST A FOREIGN FUND FOR TRADE**

The umbrella company's name: \_\_\_\_\_

(hereinafter - the "**Issuer**")

The Fund's name: \_\_\_\_\_

(hereinafter - the "**Foreign Fund**" or the "**Fund**")

Type of units: \_\_\_\_\_

The Fund Manager's name: \_\_\_\_\_

To

The Tel Aviv Stock Exchange Ltd

2 Ahuzat Bayit Street

Tel Aviv 6129001

Dear Sirs,

**Application for approval to list a foreign fund for trade**

1. We are hereby applying to you for the grant of approval to list units of the above Foreign Fund, whose identity number (ISIN) is \_\_\_\_\_ (hereinafter - the "**units**") for trade.
2. The following documents are annexed to our application (kindly mark X in the appropriate places):
  - a.  the Foreign Fund's prospectus pursuant to which its units are offered in the foreign country on the date of the application;
  - b.  the draft appendix to the Fund's prospectus filed with ISA in accordance with section 4 of the Joint Investments Trust (Offer of Units of a Foreign Fund) Regulations, 5776-2016 (hereinafter - the "**appendix to the prospectus**");
  - c.  appendix "A" signed by the Issuer;
  - d.  a lawyer's certificate that the documents filed with the Stock Exchange have been duly signed;
  - e.  an opinion of a lawyer qualified pursuant to the laws of the country of origin, opinion of a lawyer qualified pursuant to the laws of the country of incorporation and opinion of a lawyer qualified pursuant to the laws of each one of the countries in which the Fund's units are traded (in accordance with the opinion required from a traded foreign fund as detailed in the Stock Exchange Rules);
  - f.  an undertaking to the Stock Exchange Clearing House in the annexed form of wording.

This English version is an unofficial translation of the official Hebrew version and has no binding force.

The only binding version is the official Hebrew version. (Please see Notes on the **Translation** and Disclaimer).

3. Annexed are vetting fees in a sum of NIS 4,536 (not including VAT) \*.
4. We undertake to include the following declaration in the appendix to the prospectus: the Stock Exchange's approval of the Fund's listing for trade does not constitute approval of any of the details included in the Fund's prospectus, and inter alia the details included in the annexed appendix "A", their correctness or their completeness. The Stock Exchange's approval does not constitute an opinion on the Fund or on the quality of the units that are being listed for trade.
5. We undertake to perform the duties applicable in accordance with the Stock Exchange Rules and the Regulations pursuant thereto as shall be from time to time and insofar as they relate to foreign funds whose units are listed for trade on the Tel Aviv Stock Exchange Ltd.
6. As the Responsible Party, we declare that section 871(m) of the IRS does not apply to the Foreign Fund\*\*
7. We undertake to deduct from any payment made by the Fund, any tax applicable to the payment, other than pursuant to the tax laws in Israel. A declaration as aforesaid shall be included in an appendix to the prospectus.\*\*\*
8. We undertake to notify you of any change in the application including the declarations included therein and in the ancillary documents, from the date of filing the application until the approval's receipt.
9. We declare that all correspondence required for the purpose of attending to the application shall only take place between the applicant Fund Manager or someone appointed by it as its representative, and the Stock Exchange staff, as detailed below.
10. Our representative for the purpose of correspondence with the Stock Exchange is:

Name: \_\_\_\_\_ Position: \_\_\_\_\_

Law firm: \_\_\_\_\_

Address: \_\_\_\_\_

Telephone: \_\_\_\_\_ Fax. \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

Date

Issuer's binding signature

\_\_\_\_\_

\_\_\_\_\_

Date

Fund Manager's binding signature

\* These amounts are correct as at January 1, 2023.

\*\* The Stock Exchange will only list a foreign fund to which section 871(m) of the IRS does not apply for trade. FYI, in accordance with the Stock Exchange Rules, the Issuer is liable to undertake, in an appendix to the prospectus, that in the event that section 871(m) of the IRS applies to it - the Fund will be delisted from trade in Tel Aviv.

\*\*\* The Stock Exchange will only list for trade a foreign fund that has undertaken to deduct any tax that is not pursuant to the tax laws in Israel, from any payment due to holders.

This English version is an unofficial translation of the official Hebrew version and has no binding force.

The only binding version is the official Hebrew version. (Please see Notes on the **Translation** and Disclaimer).

To  
The Tel Aviv Stock Exchange Clearing House Ltd  
2 Ahuzat Bayit Street  
Tel Aviv 6129001

Dear Sirs,

**Compliance with the by-laws of the Stock Exchange Clearing House**

On the listing of the Foreign Fund's units for trade on the Tel Aviv Stock Exchange Ltd (hereinafter - the "**Stock Exchange**"), we undertake to comply with the duties governing a foreign fund traded on the Stock Exchange, in accordance with the by-laws of the Stock Exchange Clearing House, as in force from time to time.

Yours faithfully,

\_\_\_\_\_  
Date

\_\_\_\_\_  
Fund's binding signature

This English version is an unofficial translation of the official Hebrew version and has no binding force.  
The only binding version is the official Hebrew version. (Please see Notes on the **Translation** and Disclaimer).

**APPLICATION FOR APPROVAL TO LIST SECURITIES FOR TRADE****The Company's name:** \_\_\_\_\_

To

The Tel Aviv Stock Exchange Ltd

2 Ahuzat Bayit Street

Tel Aviv 6129001

Dear Sirs,

**Application for approval to list securities of an overseas company  
for trade pursuant to a listing document**

1. We are hereby applying to you for the grant of approval to list securities for trade, as detailed below:  
  
\_\_\_\_\_
2. The following documents are annexed to our application (kindly mark X in the appropriate places):
  - a.  a draft listing document in one copy;
  - b.  the Company's memorandum and articles of association;  
 a lawyer's certificate that the documents of incorporation are current as at the date of the application;
  - c.  a lawyer's certificate that the signatories to the application and the appendices thereto are authorized to sign in the Company's name and that their signature together with the Company's stamp binds the Company with respect to all the obligations detailed in the application and the appendices thereto;
  - d.  a form with the Company's details, in the annexed form of wording;
  - e.  an undertaking to the Stock Exchange Clearing House.
3. We undertake to perform the duties applicable in accordance with the Stock Exchange Rules and the board of directors' Regulations pursuant thereto and the Temporary Regulations as shall be from time to time and insofar as they relate to companies whose securities are listed for trade on the Tel Aviv Stock Exchange Ltd.
4. We undertake to notify you of any change in the application and the ancillary documents.
5. We declare that all correspondence required for the purpose of attending to the application shall only take place between the applicant company or someone appointed by it as its representative, and the Stock Exchange staff, as detailed below.

This English version is an unofficial translation of the official Hebrew version and has no binding force.  
The only binding version is the official Hebrew version. (Please see Notes on the **Translation** and Disclaimer).

Our representative for the purpose of correspondence with the Stock Exchange is:

Name: \_\_\_\_\_ Position: \_\_\_\_\_

Law firm: \_\_\_\_\_

Address: \_\_\_\_\_

Telephone: \_\_\_\_\_ Fax. \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

Date

Company's signature and stamp

This English version is an unofficial translation of the official Hebrew version and has no binding force.  
The only binding version is the official Hebrew version. (Please see Notes on the **Translation** and Disclaimer).

**APPLICATION FOR APPROVAL TO LIST SECURITIES FOR TRADE****The Company's name:** \_\_\_\_\_

To

The Tel Aviv Stock Exchange Ltd

2 Ahuzat Bayit Street

Tel Aviv 6129001

Dear Sirs,

**Application for approval to list securities for trade / application for approval in principle of an overseas company other than pursuant to a listing document / application for a supplementary prospectus of an overseas company**

(Delete the inapplicable)

1. We are hereby applying to you for the grant of approval to list securities for trade, as detailed below:

\_\_\_\_\_

\_\_\_\_\_

2. The following documents are annexed to our application (kindly mark X in the appropriate places):

- a.  a draft prospectus;  
 a draft shelf offering report;  
 a draft supplementary notice;  
 a draft prospectus amendment;  
 an immediate report (if required).
- b.  the Company's memorandum and articles of association<sup>1</sup>  
 a lawyer's certificate that the documents of incorporation are current as at the date of the application or that there has been no change therein since they were last filed with the Stock Exchange, noting the date on which they were filed;
- c.  a lawyer's certificate that the signatories to the application and the appendices thereto are authorized to sign in the Company's name and that their signature together with the Company's stamp binds the Company with respect to all the obligations detailed in the application and the appendices thereto;
- d.  a form with the Company's details.
- e.  an undertaking to the Stock Exchange Clearing House.

<sup>1</sup> The said documents shall be annexed, unless filed with the Stock Exchange on a previous occasion and since then there has been no change therein.

This English version is an unofficial translation of the official Hebrew version and has no binding force.  
 The only binding version is the official Hebrew version. (Please see Notes on the **Translation** and Disclaimer).

3. \*Annexed are vetting fees in a sum in new shekels of:
- NIS 12,609 (not including VAT) for an overseas company applying to list securities that are being offered to the public in Israel and that are not listed on a foreign stock exchange;
  - NIS 6,305 (not including VAT) for an overseas company applying to list securities pursuant to a prospectus overseas;
  - NIS 3,567 (not including VAT) for an overseas company applying to list securities that are being offered to investors pursuant to a report or outline.
4. We undertake to perform the duties applicable in accordance with the Stock Exchange Rules and the board of directors' Regulations pursuant thereto as shall be from time to time and insofar as they relate to companies whose securities are listed for trade on the Tel Aviv Stock Exchange Ltd.
5. We declare that our application is being filed in accordance with the Stock Exchange Rules and the Regulations of the Stock Exchange's board of directors.
6. We undertake to notify you of any change in the application and the ancillary documents.  
**Note:** notice of a change in a draft prospectus or of a change in a draft prospectus amendment can be given by marking the current draft in the appropriate place and noting the numbers of the pages on which changes have been made on the draft's binding.
7. We declare that all correspondence required for the purpose of attending to the application shall only take place between the applicant company or someone appointed by it as its representative, and the Stock Exchange staff, as detailed below.

Our representative for the purpose of correspondence with the Stock Exchange is:

Name: \_\_\_\_\_ Position: \_\_\_\_\_

Law firm: \_\_\_\_\_

Address: \_\_\_\_\_

Telephone: \_\_\_\_\_ Fax. \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

Date

Company's signature and stamp

\* These amounts are correct as at January 1, 2023.

This English version is an unofficial translation of the official Hebrew version and has no binding force.  
The only binding version is the official Hebrew version. (Please see Notes on the **Translation** and Disclaimer).

**The Company's Details**

1. The Company's name in Hebrew: \_\_\_\_\_
2. The Company's name in English: \_\_\_\_\_
3. The Company's number with the Registrar of Companies and the place of incorporation:  
\_\_\_\_\_
4. Address: \_\_\_\_\_, Zip code \_\_\_\_\_
5. Mailbox: \_\_\_\_\_, Zip code \_\_\_\_\_
6. Telephone numbers: \_\_\_\_\_
7. Fax. number: \_\_\_\_\_
8. Website: \_\_\_\_\_
9. Details of contact for investors' requests:  
\_\_\_\_\_  
Telephone: \_\_\_\_\_ E-mail: \_\_\_\_\_
10. Details of contact for obtaining digital invoices:  
\_\_\_\_\_  
Telephone: \_\_\_\_\_ E-mail: \_\_\_\_\_
11. Board of directors' chairman: \_\_\_\_\_
12. CEO/s: \_\_\_\_\_
13. Business manager: \_\_\_\_\_
14. The Company's secretary: \_\_\_\_\_
15. The Company's lawyer: \_\_\_\_\_
16. The accountant: \_\_\_\_\_
17. The balance sheet date: \_\_\_\_\_

This English version is an unofficial translation of the official Hebrew version and has no binding force.  
The only binding version is the official Hebrew version. (Please see Notes on the **Translation** and Disclaimer).



18. Interested parties in the Company: \_\_\_\_\_

	<b>Name</b>	<b>ID / corporation no.</b>	<b>Type of security</b>	<b>Qty of securities</b>
1.	_____	_____	_____	_____
2.	_____	_____	_____	_____
3.	_____	_____	_____	_____
4.	_____	_____	_____	_____
5.	_____	_____	_____	_____

\_\_\_\_\_  
Date

\_\_\_\_\_  
Company's full signature and stamp

This English version is an unofficial translation of the official Hebrew version and has no binding force.  
The only binding version is the official Hebrew version. (Please see Notes on the **Translation** and Disclaimer).

To  
The Tel Aviv Stock Exchange Clearing House Ltd  
(hereinafter - the "**Stock Exchange Clearing House**")  
2 Ahuzat Bayit Street  
Tel Aviv 6129001

Dear Sirs,

**Compliance with the by-laws of the Stock Exchange Clearing House**

On the listing of our securities for trade on the Tel Aviv Stock Exchange Ltd (hereinafter the "**Stock Exchange**"), we undertake to perform all the duties governing a company listed for trade on the Stock Exchange, in accordance with the by-laws of the Stock Exchange Clearing House, as in force from time to time.

Yours faithfully,

\_\_\_\_\_

Date

\_\_\_\_\_

Company's signature and stamp

This English version is an unofficial translation of the official Hebrew version and has no binding force.  
The only binding version is the official Hebrew version. (Please see Notes on the **Translation** and Disclaimer).

**Application for approval  
of a change of terms arrangement**

**The Company's name:** \_\_\_\_\_

To

The Tel Aviv Stock Exchange Clearing House Ltd

(hereinafter - the "Stock Exchange Clearing House")

2 Ahuzat Bayit Street

Tel Aviv 6129001

Dear Sirs,

- A. Application for approval of a change in terms of bonds / convertible bonds\***
- B. Application for the listing for trade of a new series instead of an existing series as part of a change of terms arrangement\***
- C. Application for the listing of securities for trade as part of a change of terms arrangement\***

We are hereby applying to you for the Stock Exchange's approval that the new conditions of bonds / convertible bonds\*, as provided below, are not inconsistent with the Stock Exchange Rules and the Regulations pursuant thereto and that the Stock Exchange's systems are set up to make payments pursuant to the new terms; and these are the new terms:

---



---



---



---

1. We are hereby applying to you for the Stock Exchange's approval for the listing for trade of a new series of bonds / convertible bonds\*, instead of a series listed for trade on the Stock Exchange or of securities, as part of a change of terms, arrangement, as detailed below:

---



---



---



---

2. The following documents are annexed to our application (kindly mark X in the appropriate places):

- a.  draft bond terms, on which the new terms shall be marked against the existing terms;

\* Delete the inapplicable.

This English version is an unofficial translation of the official Hebrew version and has no binding force. The only binding version is the official Hebrew version. (Please see Notes on the **Translation** and Disclaimer).

- a draft trust deed on which the new conditions shall be marked against the existing conditions;
- b.  a lawyer's certificate that all the additions, deletions and changes in comparison with the previous terms of the bond or trust deed, as the case may be, have been marked;
- c.  a lawyer's certificate that the signatories to the application and the appendices thereto are authorized to sign in the Company's name and that their signature together with the Company's stamp binds the Company with respect to all the obligations detailed in the application and the appendices thereto;
- d.  an undertaking to the Stock Exchange Clearing House.
3.  Annexed are vetting fees in a sum of NIS 25,254 (not including VAT)\* in accordance with paragraph 3.e.1) of Chapter XXI of the Regulations. \*\*
- Annexed are vetting fees in a sum of NIS 12,609 (not including VAT)\* in accordance with paragraph 3.e.2) / 3.e.3) of Chapter XXI of the Regulations. \*\*
4. We undertake to perform the duties applicable in accordance with the Stock Exchange Rules and the Regulations pursuant thereto as shall be from time to time and insofar as they relate to companies whose securities are listed for trade on the Tel Aviv Stock Exchange Ltd.
5. We declare that our application is being filed in accordance with the Stock Exchange Rules and the Regulations of the Stock Exchange's board of directors.
6. We undertake to notify you of any change in the application and the ancillary documents.
- Note:** notice of a change in draft bond terms or in a draft trust deed can be given by marking the current draft in the appropriate place.
7. We declare that all correspondence required for the purpose of attending to the application shall only take place between the applicant company or someone appointed by it as its representative, and the Stock Exchange staff, as detailed below.

Our representative for the purpose of correspondence with the Stock Exchange is:

Name: \_\_\_\_\_ Position: \_\_\_\_\_

Law firm: \_\_\_\_\_

Address: \_\_\_\_\_

Telephone: \_\_\_\_\_ Fax. \_\_\_\_\_

\_\_\_\_\_

Date

\_\_\_\_\_

Company's signature and stamp

\* These amounts are correct as at January 1, 2023

\*\* Delete the inapplicable

This English version is an unofficial translation of the official Hebrew version and has no binding force.  
The only binding version is the official Hebrew version. (Please see Notes on the **Translation** and Disclaimer).

To  
**The Tel Aviv Stock Exchange Clearing House Ltd**  
 (hereinafter - the "Clearing House")  
 2 Ahuzat Bayit Street  
 Tel Aviv 6525216

**Declaration of Liability for Withholding Tax in the United States**

**Name of Company / Partnership:** \_\_\_\_\_

1. Types of securities:

- Shares / participation units (including shares / participation units deriving from the exercise or conversion of listed or unlisted convertible securities)
- Bonds / convertible bonds - detail series: \_\_\_\_\_
- Other: \_\_\_\_\_

2. Declarations of the Company / Partnership:

- We declare that the payments that we make through the Clearing House, in connection with the above securities in respect of which we receive clearing services from the Clearing House, are not subject to the American tax regime.
- We declare that the payments detailed below that we make through the Clearing House, in connection with the above securities in respect of which we receive clearing services from the Clearing House, are subject to American withholding tax.
  - The said securities are also traded on the \_\_\_\_\_ Stock Exchange. In accordance with the By-Laws of the Clearing House, the Clearing House shall send the tax rate breakdowns that it receives from the Clearing House members to DTC for the purpose of deducting the American withholding tax.
  - Insofar as the payments are made through the Nominee Company, we undertake to deduct the American withholding tax from any payment, in accordance with the tax rate breakdowns sent to us by the Clearing House in respect of any payment made and in accordance with the provisions of the By-Laws of the Stock Exchange Clearing House.

Below are details of the types of payments in connection with the above securities that will be subject to the deduction of withholding tax in the United States:

- Interest
- Dividend
- Other: \_\_\_\_\_

This English version is an unofficial translation of the official Hebrew version and has no binding force.  
 The only binding version is the official Hebrew version. (Please see Notes on the **Translation** and Disclaimer).

If there is any change in the facts described in our above declaration, we will furnish you with a new declaration.

Yours faithfully,

\_\_\_\_\_

Date

\_\_\_\_\_

Company's signature and stamp

December 2022

**Declaration of Liability for Withholding Tax in the United States - Explanation**

The form is aimed at providing the Clearing House with information about the applicability of American tax to securities of the issuer.

The form shall be filled out by any issuer, whether or not American tax applies to the securities that it wishes to list.

A full and signed form must be annexed to any application for the listing for trade of securities of the issuer.

The form is not aimed at providing information on the tax liability of any investor, but only information on the applicability of the American tax laws to securities the listing of which is being applied for.

A description of the Clearing House's handling of payments, including payments on account of securities to which American tax applies, can be found in Chapter IX of Part Two of the By-Laws of the Clearing House.

<p>This English version is an unofficial translation of the official Hebrew version and has no binding force. The only binding version is the official Hebrew version. (Please see Notes on the <b>Translation</b> and Disclaimer).</p>
---