

INVESTOR QUESTIONNAIRE

For Non-US Persons

Each Subscriber is requested to furnish the following information (please print or type):

1. **Identity and address of Subscriber**

Name:

Mailing Address:

Telephone:

Fax:

E-Mail:

2. **Subscription Amount:** ILS _____

USD _____

3. **Remitting Bank or Financial Institution**

Please identify the bank or other financial institution from which the Subscriber's funds will be wired.

Name of Financial Institution:

Account Information:

Account Name:

Account Number

IBAN

Swift

Address:

Telephone:

4. Status as a NON-U.S. Investor

In order to certify Subscriber's status as a Non-U.S. investor for tax and regulatory purposes, **please check all boxes below that are applicable to Subscriber.**

- Subscriber is a natural person.
- Subscriber is a partnership, limited liability company, corporation or other entity.
- Subscriber is an estate or trust, the income of which is not subject to United States income tax regardless of source.
- Subscriber hereby certifies that he or she is NOT a "U.S. Person". The term "U.S. Person" means for these purposes, with respect to individuals, any U.S. citizen (and certain former U.S. citizens) or "resident alien" within the meaning of U.S. income tax laws as in effect from time to time. Currently, the term "resident alien" is defined under U.S. income tax laws generally to include any individual who (i) holds an Alien Registration Card (a "green card") issued by U.S. Citizenship and Immigration Services (or an applicable predecessor entity), (ii) meets a "substantial presence" test or (iii) is qualified to and does affirmatively elect on his or her tax return to be treated as a U.S. resident pursuant to Section

7701(b)(1)(A)(iii) of the Code. The “substantial presence” test is generally met with respect to any calendar year if (i) the individual was present in the United States on at least 31 days during such year and (ii) the sum of the number of days on which such individual was present in the United States during such year, 1/3 of the number of such days during the first preceding year, and 1/6 of the number of such days during the second preceding year, equals or exceeds 183 days. With respect to persons other than individuals, the term “U.S. Person” means for these purposes (i) a corporation or partnership created or organized in the United States or under the laws of the United States or any state thereof or (ii) a trust or estate which is subject to U.S. tax on its worldwide income from all sources (or in the case of a trust which is tax-exempt, which is subject to U.S. tax on any “unrelated business taxable income,” as defined in Code Section 512, regardless of source).

5. Suitability

If the Subscriber is not a natural person, please provide the following information regarding the identity and background of the individual responsible for making the decision to invest in the Company:

Name of individual ultimately responsible for investment decisions: _____

Relationship to Subscriber/Title/Capacity: _____

Is the Subscriber described by one of the following categories under Israeli securities law?:

_____ a Joint Investments Trust Fund, within its meaning in the Joint Investment Trusts Law 5754-1994, or a company for the management of a said fund;

_____ a benefit fund, within its meaning in section 47(a)(2) of the Income Tax Ordinance, or a company for the management of a said benefit fund;

_____ an insurer, within its meaning in the Insurance Business (Control) Law 5741-1981;

_____ a banking corporation and an auxiliary body corporate, within their meaning in the Banking (Licensing) Law 5741-1981, exclusive of a joint service company, which acquire for themselves or for any customers who are investors enumerated in section 15A(b) of the Securities Law 5728-1968;

_____ a portfolio manager, within its meaning in section 8(b) of the Regulation of Investment Counseling and Portfolio Management Law 5755-1995, who acquires for himself or for customers who are investors enumerated in section 15A(b) of the Securities Law 5728-1968;

- _____ an investment counselor, within its meaning in section 7(c) of the Regulation of Investment Counseling and Portfolio Management Law 5755-1995, who acquires for himself;
- _____ a Stock Exchange member who acquires for himself or for customers who are investors enumerated in Section 15A(b) of the Securities Law 5728-1968;
- _____ an underwriter who meets the qualifications under section 56(c) of the Securities Law 5728-1968;
- _____ a risk capital fund; for this purpose, "risk capital fund" – a body corporate, the main activity of which is investment – is research and development or the production of innovative and science intensive products or processes, investment in which involves greater risk than is common with other investments; or
- _____ a body corporate which is wholly owned by investors enumerated in section 15A(b) of the Securities Law 5728-1968.
- _____ a body corporate, except for a body corporate that was incorporated for the purpose of purchasing the Interest in the Partnership, which its equity exceeds NIS 50 million.
- _____ an individual which complies with at least two of the following criteria: (i) the aggregate value of his/her cash, deposits, financial assets and securities (as defined under Section 52 of the Securities Law 5728-1968) exceeds NIS 12 million; (ii) he/she has expertise and skills in the capital markets field or he/she was employed for at least one year in a professional office which requires expertise in the capital market; (iii) he/she executed at least 30 Transactions in securities or financial assets, in the average, in any quarter during the last four calendar quarters preceding this Agreement. For this purpose a "Transaction" excluding a transaction executed by an investment manager on behalf of an individual, who entered with the investment manager into an investment management agreement. By checking any of the above categories, I hereby agree to be deemed a "Qualified Investor" and acknowledge the implications of such determination.
- _____ None of the above

Disclosure Schedule

Please provide the following information and return this signed Disclosure Schedule with your Subscription Documents.

Name:	Passport No./Corporation No:	Type of Investor
		<input type="checkbox"/> Legal Entity <input type="checkbox"/> Individual <input type="checkbox"/> Trust Beneficiary <input type="checkbox"/> Partnership all of whose members are non-residents
<u>In respect of an individual</u>		<u>In respect of a legal entity</u>
Date of birth:		The country in which it was incorporated: The country in which control and management are conducted:
Country of residence:		
Country of citizenship:		
Country issuing passport:		
Passport valid until:		
Permanent Address (country, town, street, house number or apartment number):		
Mailing Address:		Investor's Telephone number:
		Telephone number of Authorized Signatory:

With regard to an individual:

I declare that I am:

(a) _____ resident of the State of Israel for Israeli tax purposes.

(b) _____ **NOT** an Israeli resident for tax purposes because all of the following:

- 1. The State of Israel is not my permanent place of residence.
- 2. The State of Israel is neither my place of residence nor my family's place of residence .
- 3. My ordinary or permanent place of activity is not within State of Israel, and I do not have a permanent establishment in the state of Israel.
- 4. I do not engage in any occupation within the State of Israel.
- 5. I do not own a business or part of a business within the State of Israel.
- 6. This year, I did not stay and I do not intend staying in Israel for 183 days or more.
- 7. This year, I did not stay in Israel and I also do not intend to stay in Israel for 30 days or more and my total stay in Israel this year and in the two preceding years will not reach in aggregate 425 days.
- 8. I am not insured with the National Insurance Institute in the State of Israel.

I further declare that:

- 9. I am the beneficial owner of the amounts invested herein and its returns.
- 10. The invested amounts are not attributable to any source of income I may have in Israel.
- 11. I agree to the terms and conditions of the Rulings that were granted to the Company by the Israeli Tax Authority.

With regard to a legal entity:

I declare that I am:

(a) _____ resident of the State of Israel for Israeli tax purposes.

(b) _____ **NOT** an Israeli resident because all of the following:

- 1. The State of Israel is not my permanent place of residence.
- 2. My ordinary or permanent place of activity is not within State of Israel, and I do not

have a permanent establishment in the state of Israel.

- 3. I do not own a business or part of a business within the State of Israel.
- 4. Neither the control nor the right to profits in the company is held directly or indirectly by an Israeli resident.

I further declare that:

- 5. I am the beneficial owner of the amounts invested herein and its returns.
- 6. The invested amounts are not attributable to any source of income I may have in Israel.
- 7. I am not registered in Israel.

I hereby declare that the statements herein are full and correct and understand that the Company will rely on these statements in calculation of the tax liability.

I undertake to notify the Company, in writing, of any change(s) in the particulars I have given above.

I am aware that any omission or the making of any incorrect detail in this Form gives rise to a criminal offence.

Date: _____

Name of Subscriber

Signature of Subscriber (or
Authorized Signatory of
Subscriber)

ACCEPTED BY THE
COMPANY:

Title or Capacity of Authorized
Signatory

(if applicable)

