

# *Corporate Guard - Public Offering of Securities Insurance Proposal*

## **Proposer Details**

---

1. (a) Name of Company VERIDIS ENVIRONMENT LTD.

(b) Address of Head Office 1<sup>st</sup> Abba Even Herzliya

(c) Date of Incorporation December 2018

(d) Country of Registration ISRAEL

(e) Nature of business

The company and its subsidiaries specialize in environmental solutions in three areas: waste, water & energy.

(f) Company has continually been operating since 1993

The company was founded in 1993 as a local branch of Veolia. During 2014 it was purchased by Oaktree Capital and during 2018 was purchased again by Delek automotive systems, Israel infrastructure fund (IFF) & Harel insurance company.

(g) Total number of locations 17

2. (a) Are any of the Proposer's securities or those of its subsidiaries publicly traded or the subject of a "shelf registration"? The Company is in IPO process.

If "yes", please indicate below which securities are publicly traded or the subject of a "shelf registration" and give details of the securities on a separate sheet.

Equity..... ☐

Debt ..... ☐

Mixed ..... ☐

(b) Total number of voting shares outstanding

	Without voting rights	with voting rights
Number of shares issued	0	101,000,000

(c) Total number of voting shareholders

	Without voting rights	with voting rights
Number of shareholders	0	10

(d) Total number of voting shares owned by the Company's directors and officers, both direct and beneficial: 1,000,000 shares

(e) Does any shareholder own 15% or more of the voting shares directly or beneficially? Yes

If "yes", please give the shareholders name and percentage of holdings.

Name shares	Percentage of shares	Percentage of voting
Delek Automotive Systems Ltd	69.3%	69.3%
Israel Infrastructure Fund III L.P	19.8%	19.8%

If there are no such shareholders state here "none": \_\_\_\_\_

(f) Are there any other securities convertible to voting shares? Yes

If "yes", please describe fully. \_\_\_\_\_

2,000,000 options convertible to 2,000,000 shares during 2-5 years

If no, state here "none": \_\_\_\_\_

3. Please list all direct and indirect subsidiary companies.

Company Name	Business or Type of Operation	% of Ownership	Date Acquired or Created	Country of Incorporation
<u>organizational chart attached</u>				

4. Does the Proposer or any director or officer have Director's & Officers Liability Insurance cover currently in force? Yes

If "yes", please state:

(a) Insurer Clal insurance company

The company & its subsidiaries are insured (D&O insurance) through parent company - Delek Automotive Systems LTD.

(b) Indemnity Limit \$30,000,000

(c) Expiry Date 30.11.2021

5. Has the Company ever had any Insurer decline a proposal or cancel or refuse to renew a Directors & Officers Liability policy? No

If "yes", please give details. \_\_\_\_\_

## **Cover Extension for Additional Insureds**

---

6. (a) Is the Proposer requesting cover for any of the following for Securities Claims (as defined in policy) in connection with the public offering? Yes

If "yes", please indicate if cover is required and whether or not such individuals or entities are referred to in the Particulars (including any SEC Registration Statement) listed in Item 7.

	Cover Requested Y/N	Listed in Particulars or Registration Statement Y/N
Controlling Shareholders	Y _____	Y _____
Selling Shareholders	Y _____	Y _____
Underwriters	N _____	N _____
Solicitors for the Company	N _____	N _____
Solicitors for the Underwriters	N _____	N _____
Accountants	N	N
Experts	N _____	N _____

- (b) If "yes", and such individuals or entities are not referred to in the Particulars or Registration Statement, please provide full details of each individual on a separate sheet.

## Initial Public Offering Particulars (including any SEC Registration Statement)

---

7. Please give the filing date of the particulars/ registration statement number for all Initial Public Offerings, including any SEC Registration Statements. Please continue on a separate sheet if necessary.

Filing DateParticulars/ Registration Statement Number

March 24th, 2021- first draft was filled

8. Are any plans for merger, acquisition or consolidation of or by the Proposer or any of its subsidiaries being considered? No
- (a) If "yes", have they been approved by the board of directors? ☐Yes ☐No  
Date of approval \_\_\_\_\_
- (b) If so, have they been submitted to the shareholders for approval? ..... ☐Yes ☐No  
Date of approval \_\_\_\_\_
9. Does the Proposer or any of its subsidiaries anticipate any registration of securities under the Securities Act of 1933 or any other offering of securities other than the Initial Public Offering described in 7. Above, within the next year? No

## Claims Information

---

10. (a) Has there been or is there now pending any claim(s) against a director, officer or employee proposed for insurance in his or her capacity as a director, officer or employee of the Proposer or any of its subsidiaries? Yes  
If "yes", please give full details on a separate sheet.  
please find in attachments.
- (b) Has there been or is there now pending any claim(s) against the Proposer or any of its subsidiaries with regard to the securities of the Proposer or any of its subsidiaries? No  
If "yes", please give full details on a separate sheet.
11. Does the Proposer or any of its subsidiaries have knowledge or information of any act, error or omission which might reasonably be expected to give rise to a Securities Claim under the proposed policy? No  
If "yes", please attach complete details on a separate sheet.  
If they have no such knowledge or information, state here "none": None

## **Indemnity Limit**

---

12. Please indicate amount of indemnity required:

\$5,000,000.....☐    \$10,000,000.....☐    \$15,000,000.....☐

Other, please state \$ \_\_\_\_\_

## **Please Enclose with This Proposal Form**

---

- (a) All offer documents or listing particulars (including any registration statements with the SEC) filed within the last twelve months, including any amendments thereto.
- (b) A copy of the final particulars in connection with the Initial Public Offering.
- (c) A copy of the underwriting agreement, which sets forth the indemnification of the Proposer in connection with the Initial Public Offering.



***SIGNING THIS PROPOSAL DOES NOT BIND THE PROPOSER TO COMPLETE THIS INSURANCE.***



## **Declaration**

---

The undersigned authorised officer of the Proposer declares that to the best of his/her knowledge, the statements set forth herein are true. The undersigned authorised officer agrees that if the information supplied on this application materially changes between the date of this application and the effective date of the insurance, he/she (undersigned) will, in order for the information to be accurate on the effective date of the insurance, immediately notify the insurer of such material changes, and the insurer may withdraw or modify any outstanding quotations and/or authorisations or agreements to bind the insurance.

Signing of this application does not bind the Proposer or the insurer to complete the insurance, but it is agreed that this application shall be the basis of the contract should a policy be issued, and it will be attached to and become part of the policy.

All written statements and materials furnished to the insurer in conjunction with this proposal are hereby incorporated by reference into this application and made a part hereof.

Signed .....  .....  .....  
Title ..... CEO ..... CFO .....  
(Must be signed by Chairman/ Chief executive or equivalent)  
Company ..... VERIDIS ENVIRONMENT .....  
Date ..... 25/3/2021 .....

**VERIDIS ENVIRONMENT LTD**