

**נספח א'
בקשה לרכישת יחידות השתתפות**

האפ ונצ'ר פרנקלין רסידנסס ניו יורק שותפות מוגבלת

(להלן: "השותפות")

בקשה לרכישת יחידות השותפות

בקשה זו כפופה לכל התנאים וההגבלות המפורטים בתשקיף המדף, בדוח הצעת המדף ובהסכם השותפות (להלן: "מסמכי ההצטרפות") אשר יחולו על המבקש בכפוף לחתימתו על גבי בקשה זו וצירוף המסמכים הנלווים (להלן: "הבקשה") שהינה כפופה לאישור על ידי HAP NY GP LLC (להלן: "השותף הכללי") כמפורט להלן.

מונחים בטופס בקשה זה אשר הוגדרו בתשקיף המדף, תהיה משמעותם בבקשה זו כהגדרתם בתשקיף המדף.

מוסכם בזאת כי המבקש יהפוך לשותף מוגבל בשותפות רק בהתקיים כל אלה: (1) בקשתו אושרה בהודעת השותף הכללי (כהגדרתה בסעיף 3.5(ד) לדוח ההצעה); (2) התמורה בגין יחידות השותפות (כמפורט בסעיף 1 לדוח ההצעה) התקבלה בחשבון ההשקעה (כהגדרתו בסעיף 3.1(א) לדוח ההצעה). מוסכם כי עד להתקיימות כל התנאים האמורים, לא יחשב המבקש כשותף מוגבל.

ככפוף למתן הודעה והעברת התמורה, ולהתקיימות יתר התנאים המפורטים לעיל, בגין כמות יחידות השותפות המוקצית למבקש כאמור בהודעת השותף הכללי, הח"מ ירכוש יחידות המקנות לו זכויות כשותף מוגבל בשותפות.

התמורה בגין יחידות השותפות תהיה בדולר ארה"ב בלבד.

[יש למלא את הבקשה במלואה לרבות הנספחים המצורפים לה ולצרף צילום תעודות מזהות (תעודת זהות ודרכון) וכן חתימה על ייפוי הכח המצורף כנספת ב']

המבקש מזמין בזה _____ יחידות בסך של 10,000 דולר ארה"ב ליחידה ובסך כולל של _____ דולר ארה"ב.

[מובהר כי לכמות היחידות הנרכשות ישנה השפעה על אופן חלוקת הרווח בין המזמין לבין השותף הכללי, כאמור בסעיף 2.3 לדוח ההצעה]

המבקש מתחייב בזה להעביר, עד מועד ההפקדה את תמורת היחידות שלגביה נענתה בקשתו על ידי השותף הכללי כפי שפורט בהודעת השותף הכללי כהגדרתה בסעיף 3.5(ד) לדוח ההצעה, לחשבון ההשקעה כהגדרתו בסעיף 3.1(א) לדוח ההצעה, בדרך של העברה בנקאית בתוך שלושה ימי עסקים ממועד הודעת השותף הכללי כאמור (או עד למועד סגירת רשימת החתימות, לפי המוקדם). ככל ולא יועבר מלוא סכום תמורת יחידות השותפות, השותף הכללי יהיה רשאי לבטל את בקשת ההצטרפות באופן חד צדדי כמפורט בסעיף 3.5(ז) לדוח ההצעה.

המבקש מצהיר כי השקעתו בשותפות אינה מנוגדת או בהפרה של דרישות כל דין שחל על המבקש, לרבות חוקים, תקנות וכללים ו/או הנחיות בקשר עם איסור הלבנת הון או איסור מימון טרור ובקשר לכל פעולה אסורה אחרת. כל הודעה, דיווח, הסכמה שנדרש המבקש לבצע או לקבל בוצעו או נתקבלו כדין (לרבות בקשר עם חוקי מס לרבות תקנות, כללים והוראות) או שיבוצעו או יתקבלו כדין.

פרטי המבקש: (בכתב יד ברור)

במקרה של יחיד:
שם מלא בעברית (כפי שמופיע בת.ז.ז.):
שם מלא באנגלית (כפי שמופיע בדרכון):
מספר ת.ז.ז.:
במקרה של תאגיד
שם התאגיד
מס' התאגיד:
מספר EIN:
סוג התאגיד:
מדינת ההתאגדות:
טלפון:
כתובת:
דואר אלקטרוני:

האם הנך אזרח ארצות הברית? כן / לא (הקף את התשובה המתאימה) במידה והתשובה חיובית
אנא מלא טופס W-9 המצורף. במידה והתשובה שלילית, אנא מלא טופס W-8 המצורף.

מספר זיהוי לצרכי מס (ITIN):

האם את/ה ו/או בן זוגך בת זוגתך ו/או תאגיד בשליטתך, רכשת/ם בעבר זכויות בפרויקטים
אחרים של HAP (הקף את התשובה המתאימה): כן / לא.

המבקש מתחייב להודיע לשותף הכללי על כל שינוי בפרט מפרטיו אשר נמסרו בטופס בקשה
זה, בתוך 30 ימים ממועד השינוי.

חתימת המבקש: _____ תאריך: _____

כאשר המבקש הינו תאגיד:

אני עו"ד _____, מ _____, מאשר בזאת כי בקשה זו נחתמה על ידי
_____ מספר זהות: _____, מתוקף תפקידו בתאגיד וכי הוא/היא מוסמך/כת
לחתום על בקשה זו בשם התאגיד ובכך לחייב את התאגיד.

חתימה וחותמות: _____

מ.ר.: _____

פרטי חשבון לצורך השבת כספי השקעה ורווחים:

[מובהר כי כל עמלה, ככל שתהיה, תשולם על ידי המבקש ויהיה רשאי השותף הכללי לקזז כל סכום הדרוש לתשלום בגין עמלה מתוך התשלומים המגיעים למבקש]

להלן פרטי חשבון מהם אעביר את כספי ההשקעה, באמצעות העברה בנקאית [נדרש כי החשבון יהיה על שם המבקש]:

1. שם בעל חשבון בעברית: _____
2. שם בעל החשבון באנגלית: _____

*אנא הקפד לרשום את שם החשבון בעברית ובאנגלית כפי שמופיע ברישומי הבנק.

3. בבנק: _____
4. סניף: _____
5. מספר חשבון: _____
6. IBAN: _____
7. העברות תעשנה בדולר ארה"ב.

במידה והנך מעוניין כי התשלומים להם הנך זכאי עפ"י הסכם השותפות יועברו לחשבון על שםך שאינו החשבון לעיל:

אני הח"מ _____ ת.ז. _____ מבקש/ת להעביר כספים להם אני זכאי/ית, באמצעות העברה בנקאית לחשבון אשר פרטיו להלן:

1. שם בעל חשבון בעברית: _____
2. שם בעל החשבון באנגלית: _____

*אנא הקפד לרשום את שם החשבון בעברית ובאנגלית כפי שמופיע ברישומי הבנק.

3. בבנק: _____
4. סניף: _____
5. מספר חשבון: _____
6. IBAN: _____
7. העברות תעשנה במט"ח או בש"ח.

* יובהר כי החשבון אליו יופקדו הכספים חייב להיות על שם המבקש ובעלותו.

אבקש להפקיד כנ"ל לחשבון המפורט לעיל, זולת אם אמסור הודעה על שינוי בפרטים בכתב לשותף הכללי.

הריני מתחייב בזה להודיע לשותף הכללי על כל שינוי בפרט מפרטי אשר נמסרו בטופס זה, בתוך 30 ימים ממועד השינוי.

בירור לעניין אישי ציבור:

1. מהי זיקתך לישראל? (אזרח, תושב וכו') _____
2. האם אתה תושב חוץ? כן/לא
אם התשובה היא חיובית, האם אתה בעל תפקיד ציבורי בכיר בחוץ לארץ כמפורט להלן (לרבות תפקיד כאמור אם תוארו שונה) (נא לסמן X):
___ איני בעל תפקיד בכיר בחוץ לארץ
___ ראש מדינה
___ נשיא מדינה
___ ראש עיר
___ שופט
___ חבר פרלמנט
___ חבר ממשלה
___ קצין צבא בכיר
___ קצין משטרה בכיר
___ תפקיד ציבורי אחר (נא לפרט): _____
אם התשובה היא חיובית, נא ציין באיזו מדינה: _____
3. האם יש לך בן משפחה (בן זוג/ אח / הורה / סב / צאצא / צאצא של בן הזוג / בן זוגו של אחד מאלה) שהוא בעל תפקיד ציבורי בחוץ לארץ? כן/לא
אם כן, נא ציין את תפקידו לפי הרשימה שבסעיף 2 לעיל: _____ ובאיזו מדינה: _____
4. האם אתה פועל בשם תאגיד? כן/לא
אם כן, האם אחד מבעלי השליטה בתאגיד הוא בעל תפקיד ציבורי בכיר בחוץ לארץ (לרבות תפקיד כאמור אם תוארו שונה)? כן/לא
אם כן, נא ציין את תפקידו לפי הרשימה שבסעיף 2 לעיל: _____ ובאיזו מדינה: _____
5. האם אתה שותף עסקי של תושב חוץ? כן/לא
אם כן, האם השותף העסקי הוא בעל תפקיד ציבורי בכיר בחוץ לארץ (לרבות תפקיד כאמור אם תוארו שונה)? כן/לא
אם כן, נא ציין את תפקידו לפי הרשימה שבסעיף 2 לעיל: _____ ובאיזו מדינה: _____

** השאלון מנוסח בלשון זכר מטעמי נוחות, אך מתייחס לגברים ונשים כאחד.

שאלון לצרכי מיסוי בארה"ב: [גם אזרחי ותושבי ישראל נדרשים למלא]

1. שם פרטי (אנגלית): _____
2. שם משפחה (אנגלית): _____
3. מס' ת.ז.: _____
4. מס' דרכון: _____
5. במידה והנך אזרח/ית ארה"ב יש למלא S.S.N _____
6. במידה ויש ITIN נא למלא _____
7. כתובת מלאה ומעודכנת (אנגלית, לא ת.ז.): _____
8. תאריך לידה: _____
9. ארץ לידה (אנגלית): _____
10. עיר לידה (אנגלית): _____
11. אזרחות (יש לציין את כל האזרחויות במידה ויש יותר מאחת)
12. האם ברשותך ויזה לארה"ב? כן/לא
13. במידה וסימנת כן לשאלה 11, מהו הסוג שברשותך? _____
14. האם ברשותך גרין קארד? כן/לא
15. תאריך כניסה אחרון לארה"ב: _____
16. האם היה לך העבר מס' מס אמריקאי? כן/לא
17. במידה וסימנת כן לשאלה 15, מהו המספר? _____
18. האם בקשת בעבר רשיון עבודה בארה"ב? כן/לא
19. האם ביקשת בעבר אזרחות בארה"ב? כן/לא
20. האם הגשת בעבר דו"ח מס בארה"ב? כן/לא
21. במידה וסימנת כן לשאלה 19, מהי השנה האחרונה בה הוגש דו"ח מס? _____
22. במידה ושהית בארה"ב, אנה ציין את מספר הימים ששהית בשנים הבאות:
בשנת 2015: _____ ימים
בשנת 2016: _____ ימים
בשנת 2017: _____ ימים
23. האם ברשותך השקעות נוספות בארה"ב? כן/לא

בנוסף למילוי הטופס יש לצרף:

- א. צילום דרכון באיכות טובה. יודגש כי לצורך הליך זיהוי ואימות התאמת הדרכון לבעליו, יידרש המשקיע להופיע בפני מורשה לכך, בהודעה מראש.
- ב. צילום ויזה לארה"ב (במידה וקיימת).
- ג. צילום ת.ז באיכות טובה.

במקרה של חברה:

- א. תעודת התאגדות
- ב. אישור זכויות חתימה

Certificate of Status of Beneficial Owner for United States Tax Withholding and Reporting (Entities)

(Rev. April 2016)

Department of the Treasury
Internal Revenue Service

▶ For use by entities. Individuals must use Form W-8BEN. ▶ Section references are to the Internal Revenue Code.
▶ Information about Form W-8BEN-E and its separate instructions is at www.irs.gov/formw8bene.
▶ Give this form to the withholding agent or payer. Do not send to the IRS.

Do NOT use this form for:

Instead use Form:

- U.S. entity or U.S. citizen or resident W-9
- A foreign individual W-8BEN (Individual) or Form 8233
- A foreign individual or entity claiming that income is effectively connected with the conduct of trade or business within the U.S. (unless claiming treaty benefits) W-8ECI
- A foreign partnership, a foreign simple trust, or a foreign grantor trust (unless claiming treaty benefits) (see instructions for exceptions) . . . W-8IMY
- A foreign government, international organization, foreign central bank of issue, foreign tax-exempt organization, foreign private foundation, or government of a U.S. possession claiming that income is effectively connected U.S. income or that is claiming the applicability of section(s) 115(2), 501(c), 892, 895, or 1443(b) (unless claiming treaty benefits) (see instructions for other exceptions) W-8ECI or W-8EXP
- Any person acting as an intermediary W-8IMY

Part I Identification of Beneficial Owner

1 Name of organization that is the beneficial owner	2 Country of incorporation or organization
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3 Name of disregarded entity receiving the payment (if applicable, see instructions)

4 Chapter 3 Status (entity type) (Must check one box only):

<input type="checkbox"/> Corporation	<input type="checkbox"/> Disregarded entity	<input type="checkbox"/> Partnership
<input type="checkbox"/> Simple trust	<input type="checkbox"/> Grantor trust	<input type="checkbox"/> Estate
<input type="checkbox"/> Central Bank of Issue	<input type="checkbox"/> Tax-exempt organization	<input type="checkbox"/> Government
<input type="checkbox"/> Complex trust	<input type="checkbox"/> Private foundation	<input type="checkbox"/> International organization

If you entered disregarded entity, partnership, simple trust, or grantor trust above, is the entity a hybrid making a treaty claim? If "Yes" complete Part III. Yes No

5 Chapter 4 Status (FATCA status) (See instructions for details and complete the certification below for the entity's applicable status).

<input type="checkbox"/> Nonparticipating FFI (including a limited FFI or an FFI related to a Reporting IGA FFI other than a deemed-compliant FFI, participating FFI, or exempt beneficial owner).	<input type="checkbox"/> Nonreporting IGA FFI. Complete Part XII.
<input type="checkbox"/> Participating FFI.	<input type="checkbox"/> Foreign government, government of a U.S. possession, or foreign central bank of issue. Complete Part XIII.
<input type="checkbox"/> Reporting Model 1 FFI.	<input type="checkbox"/> International organization. Complete Part XIV.
<input type="checkbox"/> Reporting Model 2 FFI.	<input type="checkbox"/> Exempt retirement plans. Complete Part XV.
<input type="checkbox"/> Registered deemed-compliant FFI (other than a reporting Model 1 FFI, sponsored FFI, or nonreporting IGA FFI covered in Part XII). See instructions.	<input type="checkbox"/> Entity wholly owned by exempt beneficial owners. Complete Part XVI.
<input type="checkbox"/> Sponsored FFI. Complete Part IV.	<input type="checkbox"/> Territory financial institution. Complete Part XVII.
<input type="checkbox"/> Certified deemed-compliant nonregistering local bank. Complete Part V.	<input type="checkbox"/> Nonfinancial group entity. Complete Part XVIII.
<input type="checkbox"/> Certified deemed-compliant FFI with only low-value accounts. Complete Part VI.	<input type="checkbox"/> Excepted nonfinancial start-up company. Complete Part XIX.
<input type="checkbox"/> Certified deemed-compliant sponsored, closely held investment vehicle. Complete Part VII.	<input type="checkbox"/> Excepted nonfinancial entity in liquidation or bankruptcy. Complete Part XX.
<input type="checkbox"/> Certified deemed-compliant limited life debt investment entity. Complete Part VIII.	<input type="checkbox"/> 501(c) organization. Complete Part XXI.
<input type="checkbox"/> Certified deemed-compliant investment advisors and investment managers. Complete Part IX.	<input type="checkbox"/> Nonprofit organization. Complete Part XXII.
<input type="checkbox"/> Owner-documented FFI. Complete Part X.	<input type="checkbox"/> Publicly traded NFFE or NFFE affiliate of a publicly traded corporation. Complete Part XXIII.
<input type="checkbox"/> Restricted distributor. Complete Part XI.	<input type="checkbox"/> Excepted territory NFFE. Complete Part XXIV.
	<input type="checkbox"/> Active NFFE. Complete Part XXV.
	<input type="checkbox"/> Passive NFFE. Complete Part XXVI.
	<input type="checkbox"/> Excepted inter-affiliate FFI. Complete Part XXVII.
	<input type="checkbox"/> Direct reporting NFFE.
	<input type="checkbox"/> Sponsored direct reporting NFFE. Complete Part XXVIII.
	<input type="checkbox"/> Account that is not a financial account.

6 Permanent residence address (street, apt. or suite no., or rural route). **Do not use a P.O. box or in-care-of address** (other than a registered address).

City or town, state or province. Include postal code where appropriate.	Country
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7 Mailing address (if different from above)

City or town, state or province. Include postal code where appropriate.	Country
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8 U.S. taxpayer identification number (TIN), if required	9a GIIN	b Foreign TIN
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10 Reference number(s) (see instructions)

Note: Please complete remainder of the form including signing the form in Part XXX.

Part II Disregarded Entity or Branch Receiving Payment. (Complete only if a disregarded entity with a GIIN or a branch of an FFI in a country other than the FFI's country of residence. See instructions.)

- 11 Chapter 4 Status (FATCA status) of disregarded entity or branch receiving payment
 - Limited Branch (see instructions).
 - Reporting Model 1 FFI.
 - U.S. Branch.
 - Participating FFI.
 - Reporting Model 2 FFI.
- 12 Address of disregarded entity or branch (street, apt. or suite no., or rural route). **Do not use a P.O. box or in-care-of address** (other than a registered address).

City or town, state or province. Include postal code where appropriate.

Country

- 13 GIIN (if any)

Part III Claim of Tax Treaty Benefits (if applicable). (For chapter 3 purposes only.)

- 14 I certify that (check all that apply):
 - a The beneficial owner is a resident of _____ within the meaning of the income tax treaty between the United States and that country.
 - b The beneficial owner derives the item (or items) of income for which the treaty benefits are claimed, and, if applicable, meets the requirements of the treaty provision dealing with limitation on benefits. The following are types of limitation on benefits provisions that may be included in an applicable tax treaty (check only one; see instructions):
 - Government
 - Tax exempt pension trust or pension fund
 - Other tax exempt organization
 - Publicly traded corporation
 - Subsidiary of a publicly traded corporation
 - Company that meets the ownership and base erosion test
 - Company that meets the derivative benefits test
 - Company with an item of income that meets active trade or business test
 - Favorable discretionary determination by the U.S. competent authority received
 - Other (specify Article and paragraph): _____
 - c The beneficial owner is claiming treaty benefits for U.S. source dividends received from a foreign corporation or interest from a U.S. trade or business of a foreign corporation and meets qualified resident status (see instructions).
- 15 **Special rates and conditions** (if applicable—see instructions):
 The beneficial owner is claiming the provisions of Article and paragraph _____ of the treaty identified on line 14a above to claim a _____ % rate of withholding on (specify type of income): _____
 Explain the additional conditions in the Article the beneficial owner meets to be eligible for the rate of withholding: _____

Part IV Sponsored FFI

- 16 Name of sponsoring entity: _____
 GIIN of sponsoring entity: _____
- 17 **Check whichever box applies.**
 - I certify that the entity identified in Part I:
 - Is an investment entity;
 - Is not a QI, WP, or WT; **and**
 - Has agreed with the entity identified above (that is not a nonparticipating FFI) to act as the sponsoring entity for this entity.
 - I certify that the entity identified in Part I:
 - Is a controlled foreign corporation as defined in section 957(a);
 - Is not a QI, WP, or WT;
 - Is wholly owned, directly or indirectly, by the U.S. financial institution identified above that agrees to act as the sponsoring entity for this entity; **and**
 - Shares a common electronic account system with the sponsoring entity (identified above) that enables the sponsoring entity to identify all account holders and payees of the entity and to access all account and customer information maintained by the entity including, but not limited to, customer identification information, customer documentation, account balance, and all payments made to account holders or payees.

Part V Certified Deemed-Compliant Nonregistering Local Bank18 I certify that the FFI identified in Part I:

- Operates and is licensed solely as a bank or credit union (or similar cooperative credit organization operated without profit) in its country of incorporation or organization;
- Engages primarily in the business of receiving deposits from and making loans to, with respect to a bank, retail customers unrelated to such bank and, with respect to a credit union or similar cooperative credit organization, members, provided that no member has a greater than five percent interest in such credit union or cooperative credit organization;
- Does not solicit account holders outside its country of organization;
- Has no fixed place of business outside such country (for this purpose, a fixed place of business does not include a location that is not advertised to the public and from which the FFI performs solely administrative support functions);
- Has no more than \$175 million in assets on its balance sheet and, if it is a member of an expanded affiliated group, the group has no more than \$500 million in total assets on its consolidated or combined balance sheets; **and**
- Does not have any member of its expanded affiliated group that is a foreign financial institution, other than a foreign financial institution that is incorporated or organized in the same country as the FFI identified in Part I and that meets the requirements set forth in this Part V.

Part VI Certified Deemed-Compliant FFI with Only Low-Value Accounts19 I certify that the FFI identified in Part I:

- Is not engaged primarily in the business of investing, reinvesting, or trading in securities, partnership interests, commodities, notional principal contracts, insurance or annuity contracts, or any interest (including a futures or forward contract or option) in such security, partnership interest, commodity, notional principal contract, insurance contract or annuity contract;
- No financial account maintained by the FFI or any member of its expanded affiliated group, if any, has a balance or value in excess of \$50,000 (as determined after applying applicable account aggregation rules); **and**
- Neither the FFI nor the entire expanded affiliated group, if any, of the FFI, have more than \$50 million in assets on its consolidated or combined balance sheet as of the end of its most recent accounting year.

Part VII Certified Deemed-Compliant Sponsored, Closely Held Investment Vehicle

20 Name of sponsoring entity: _____

21 I certify that the entity identified in Part I:

- Is an FFI solely because it is an investment entity described in §1.1471-5(e)(4);
- Is not a QI, WP, or WT;
- Will have all of its due diligence, withholding, and reporting responsibilities (determined as if the FFI were a participating FFI) fulfilled by the sponsoring entity identified on line 20; **and**
- Twenty or fewer individuals own all of the debt and equity interests in the entity (disregarding debt interests owned by U.S. financial institutions, participating FFIs, registered deemed-compliant FFIs, and certified deemed-compliant FFIs and equity interests owned by an entity if that entity owns 100 percent of the equity interests in the FFI and is itself a sponsored FFI).

Part VIII Certified Deemed-Compliant Limited Life Debt Investment Entity22 I certify that the entity identified in Part I:

- Was in existence as of January 17, 2013;
- Issued all classes of its debt or equity interests to investors on or before January 17, 2013, pursuant to a trust indenture or similar agreement; **and**
- Is certified deemed-compliant because it satisfies the requirements to be treated as a limited life debt investment entity (such as the restrictions with respect to its assets and other requirements under § 1.1471-5(f)(2)(iv)).

Part IX Certified Deemed-Compliant Investment Advisors and Investment Managers23 I certify that the entity identified in Part I:

- Is a financial institution solely because it is an investment entity described in §1.1471-5(e)(4)(i)(A), **and**
- Does not maintain financial accounts.

Part X Owner-Documented FFI

Note: This status only applies if the U.S. financial institution, participating FFI, or reporting Model 1 FFI to which this form is given has agreed that it will treat the FFI as an owner-documented FFI (see instructions for eligibility requirements). In addition, the FFI must make the certifications below.

24a (All owner-documented FFIs check here) I certify that the FFI identified in Part I:

- Does not act as an intermediary;
- Does not accept deposits in the ordinary course of a banking or similar business;
- Does not hold, as a substantial portion of its business, financial assets for the account of others;
- Is not an insurance company (or the holding company of an insurance company) that issues or is obligated to make payments with respect to a financial account;
- Is not owned by or in an expanded affiliated group with an entity that accepts deposits in the ordinary course of a banking or similar business, holds, as a substantial portion of its business, financial assets for the account of others, or is an insurance company (or the holding company of an insurance company) that issues or is obligated to make payments with respect to a financial account;
- Does not maintain a financial account for any nonparticipating FFI; **and**
- Does not have any specified U.S. persons that own an equity interest or debt interest (other than a debt interest that is not a financial account or that has a balance or value not exceeding \$50,000) in the FFI other than those identified on the FFI owner reporting statement.

Part X Owner-Documented FFI (continued)**Check box 24b or 24c, whichever applies.**

- b** I certify that the FFI identified in Part I:
- Has provided, or will provide, an FFI owner reporting statement that contains:
 - The name, address, TIN (if any), chapter 4 status, and type of documentation provided (if required) of every individual and specified U.S. person that owns a direct or indirect equity interest in the owner-documented FFI (looking through all entities other than specified U.S. persons);
 - The name, address, TIN (if any), and chapter 4 status of every individual and specified U.S. person that owns a debt interest in the owner-documented FFI (including any indirect debt interest, which includes debt interests in any entity that directly or indirectly owns the payee or any direct or indirect equity interest in a debt holder of the payee) that constitutes a financial account in excess of \$50,000 (disregarding all such debt interests owned by participating FFIs, registered deemed-compliant FFIs, certified deemed-compliant FFIs, excepted NFFEs, exempt beneficial owners, or U.S. persons other than specified U.S. persons); **and**
 - Any additional information the withholding agent requests in order to fulfill its obligations with respect to the entity.
 - Has provided, or will provide, valid documentation meeting the requirements of §1.1471-3(d)(6)(iii) for each person identified in the FFI owner reporting statement.
- c** I certify that the FFI identified in Part I has provided, or will provide, an auditor's letter, signed within four years of the date of payment, from an independent accounting firm or legal representative with a location in the United States stating that the firm or representative has reviewed the FFI's documentation with respect to all of its owners and debt holders identified in §1.1471-3(d)(6)(iv)(A)(2), and that the FFI meets all the requirements to be an owner-documented FFI. The FFI identified in Part I has also provided, or will provide, an FFI owner reporting statement of its owners that are specified U.S. persons and Form(s) W-9, with applicable waivers.

Check box 24d if applicable (optional, see instructions).

- d** I certify that the entity identified on line 1 is a trust that does not have any contingent beneficiaries or designated classes with unidentified beneficiaries.

Part XI Restricted Distributor

- 25a** (All restricted distributors check here) I certify that the entity identified in Part I:
- Operates as a distributor with respect to debt or equity interests of the restricted fund with respect to which this form is furnished;
 - Provides investment services to at least 30 customers unrelated to each other and less than half of its customers are related to each other;
 - Is required to perform AML due diligence procedures under the anti-money laundering laws of its country of organization (which is an FATF-compliant jurisdiction);
 - Operates solely in its country of incorporation or organization, has no fixed place of business outside of that country, and has the same country of incorporation or organization as all members of its affiliated group, if any;
 - Does not solicit customers outside its country of incorporation or organization;
 - Has no more than \$175 million in total assets under management and no more than \$7 million in gross revenue on its income statement for the most recent accounting year;
 - Is not a member of an expanded affiliated group that has more than \$500 million in total assets under management or more than \$20 million in gross revenue for its most recent accounting year on a combined or consolidated income statement; **and**
 - Does not distribute any debt or securities of the restricted fund to specified U.S. persons, passive NFFEs with one or more substantial U.S. owners, or nonparticipating FFIs.

Check box 25b or 25c, whichever applies.

I further certify that with respect to all sales of debt or equity interests in the restricted fund with respect to which this form is furnished that are made after December 31, 2011, the entity identified in Part I:

- b** Has been bound by a distribution agreement that contained a general prohibition on the sale of debt or securities to U.S. entities and U.S. resident individuals and is currently bound by a distribution agreement that contains a prohibition of the sale of debt or securities to any specified U.S. person, passive NFFE with one or more substantial U.S. owners, or nonparticipating FFI.
- c** Is currently bound by a distribution agreement that contains a prohibition on the sale of debt or securities to any specified U.S. person, passive NFFE with one or more substantial U.S. owners, or nonparticipating FFI and, for all sales made prior to the time that such a restriction was included in its distribution agreement, has reviewed all accounts related to such sales in accordance with the procedures identified in §1.1471-4(c) applicable to preexisting accounts and has redeemed or retired any, or caused the restricted fund to transfer the securities to a distributor that is a participating FFI or reporting Model 1 FFI securities which were sold to specified U.S. persons, passive NFFEs with one or more substantial U.S. owners, or nonparticipating FFIs.

Part XII Nonreporting IGA FFI

- 26** I certify that the entity identified in Part I:
- Meets the requirements to be considered a nonreporting financial institution pursuant to an applicable IGA between the United States and _____ . The applicable IGA is a Model 1 IGA or a Model 2 IGA; and is treated as a _____ under the provisions of the applicable IGA or Treasury regulations (if applicable, see instructions);
 - If you are a trustee documented trust or a sponsored entity, provide the name of the trustee or sponsor whose GIIN is provided on line 9a (if any) _____ ; and your GIIN (if issued to you) _____ .

Part XIII Foreign Government, Government of a U.S. Possession, or Foreign Central Bank of Issue

- 27** I certify that the entity identified in Part I is the beneficial owner of the payment and is not engaged in commercial financial activities of a type engaged in by an insurance company, custodial institution, or depository institution with respect to the payments, accounts, or obligations for which this form is submitted (except as permitted in §1.1471-6(h)(2)).

Part XIV International Organization

Check box 28a or 28b, whichever applies.

- 28a** I certify that the entity identified in Part I is an international organization described in section 7701(a)(18).
- b** I certify that the entity identified in Part I:
- Is comprised primarily of foreign governments;
 - Is recognized as an intergovernmental or supranational organization under a foreign law similar to the International Organizations Immunities Act or that has in effect a headquarters agreement with a foreign government;
 - The benefit of the entity's income does not inure to any private person;
 - Is the beneficial owner of the payment and is not engaged in commercial financial activities of a type engaged in by an insurance company, custodial institution, or depository institution with respect to the payments, accounts, or obligations for which this form is submitted (except as permitted in §1.1471-6(h)(2)).

Part XV Exempt Retirement Plans

Check box 29a, b, c, d, e, or f, whichever applies.

- 29a** I certify that the entity identified in Part I:
- Is established in a country with which the United States has an income tax treaty in force (see Part III if claiming treaty benefits);
 - Is operated principally to administer or provide pension or retirement benefits; **and**
 - Is entitled to treaty benefits on income that the fund derives from U.S. sources (or would be entitled to benefits if it derived any such income) as a resident of the other country which satisfies any applicable limitation on benefits requirement.
- b** I certify that the entity identified in Part I:
- Is organized for the provision of retirement, disability, or death benefits (or any combination thereof) to beneficiaries that are former employees of one or more employers in consideration for services rendered;
 - No single beneficiary has a right to more than 5% of the FFI's assets;
 - Is subject to government regulation and provides annual information reporting about its beneficiaries to the relevant tax authorities in the country in which the fund is established or operated; **and**
 - Is generally exempt from tax on investment income under the laws of the country in which it is established or operates due to its status as a retirement or pension plan;
 - Receives at least 50% of its total contributions from sponsoring employers (disregarding transfers of assets from other plans described in this part, retirement and pension accounts described in an applicable Model 1 or Model 2 IGA, other retirement funds described in an applicable Model 1 or Model 2 IGA, or accounts described in §1.1471-5(b)(2)(i)(A));
 - Either does not permit or penalizes distributions or withdrawals made before the occurrence of specified events related to retirement, disability, or death (except rollover distributions to accounts described in §1.1471-5(b)(2)(i)(A) (referring to retirement and pension accounts), to retirement and pension accounts described in an applicable Model 1 or Model 2 IGA, or to other retirement funds described in this part or in an applicable Model 1 or Model 2 IGA); or
 - Limits contributions by employees to the fund by reference to earned income of the employee or may not exceed \$50,000 annually.
- c** I certify that the entity identified in Part I:
- Is organized for the provision of retirement, disability, or death benefits (or any combination thereof) to beneficiaries that are former employees of one or more employers in consideration for services rendered;
 - Has fewer than 50 participants;
 - Is sponsored by one or more employers each of which is not an investment entity or passive NFFE;
 - Employee and employer contributions to the fund (disregarding transfers of assets from other plans described in this part, retirement and pension accounts described in an applicable Model 1 or Model 2 IGA, or accounts described in §1.1471-5(b)(2)(i)(A)) are limited by reference to earned income and compensation of the employee, respectively;
 - Participants that are not residents of the country in which the fund is established or operated are not entitled to more than 20 percent of the fund's assets; **and**
 - Is subject to government regulation and provides annual information reporting about its beneficiaries to the relevant tax authorities in the country in which the fund is established or operates.

Part XV Exempt Retirement Plans *(continued)*

- d I certify that the entity identified in Part I is formed pursuant to a pension plan that would meet the requirements of section 401(a), other than the requirement that the plan be funded by a trust created or organized in the United States.
- e I certify that the entity identified in Part I is established exclusively to earn income for the benefit of one or more retirement funds described in this part or in an applicable Model 1 or Model 2 IGA, accounts described in §1.1471-5(b)(2)(i)(A) (referring to retirement and pension accounts), or retirement and pension accounts described in an applicable Model 1 or Model 2 IGA.
- f I certify that the entity identified in Part I:
- Is established and sponsored by a foreign government, international organization, central bank of issue, or government of a U.S. possession (each as defined in §1.1471-6) or an exempt beneficial owner described in an applicable Model 1 or Model 2 IGA to provide retirement, disability, or death benefits to beneficiaries or participants that are current or former employees of the sponsor (or persons designated by such employees); **or**
 - Is established and sponsored by a foreign government, international organization, central bank of issue, or government of a U.S. possession (each as defined in §1.1471-6) or an exempt beneficial owner described in an applicable Model 1 or Model 2 IGA to provide retirement, disability, or death benefits to beneficiaries or participants that are not current or former employees of such sponsor, but are in consideration of personal services performed for the sponsor.

Part XVI Entity Wholly Owned by Exempt Beneficial Owners

- 30 I certify that the entity identified in Part I:
- Is an FFI solely because it is an investment entity;
 - Each direct holder of an equity interest in the investment entity is an exempt beneficial owner described in §1.1471-6 or in an applicable Model 1 or Model 2 IGA;
 - Each direct holder of a debt interest in the investment entity is either a depository institution (with respect to a loan made to such entity) or an exempt beneficial owner described in §1.1471-6 or an applicable Model 1 or Model 2 IGA.
 - Has provided an owner reporting statement that contains the name, address, TIN (if any), chapter 4 status, and a description of the type of documentation provided to the withholding agent for every person that owns a debt interest constituting a financial account or direct equity interest in the entity; **and**
 - Has provided documentation establishing that every owner of the entity is an entity described in §1.1471-6(b), (c), (d), (e), (f) and/or (g) without regard to whether such owners are beneficial owners.

Part XVII Territory Financial Institution

- 31 I certify that the entity identified in Part I is a financial institution (other than an investment entity) that is incorporated or organized under the laws of a possession of the United States.

Part XVIII Excepted Nonfinancial Group Entity

- 32 I certify that the entity identified in Part I:
- Is a holding company, treasury center, or captive finance company and substantially all of the entity's activities are functions described in §1.1471-5(e)(5)(i)(C) through (E);
 - Is a member of a nonfinancial group described in §1.1471-5(e)(5)(i)(B);
 - Is not a depository or custodial institution (other than for members of the entity's expanded affiliated group); **and**
 - Does not function (or hold itself out) as an investment fund, such as a private equity fund, venture capital fund, leveraged buyout fund, or any investment vehicle with an investment strategy to acquire or fund companies and then hold interests in those companies as capital assets for investment purposes.

Part XIX Excepted Nonfinancial Start-Up Company

- 33 I certify that the entity identified in Part I:
- Was formed on (or, in the case of a new line of business, the date of board resolution approving the new line of business) _____ (date must be less than 24 months prior to date of payment);
 - Is not yet operating a business and has no prior operating history or is investing capital in assets with the intent to operate a new line of business other than that of a financial institution or passive NFFE;
 - Is investing capital into assets with the intent to operate a business other than that of a financial institution; **and**
 - Does not function (or hold itself out) as an investment fund, such as a private equity fund, venture capital fund, leveraged buyout fund, or any investment vehicle whose purpose is to acquire or fund companies and then hold interests in those companies as capital assets for investment purposes.

Part XX Excepted Nonfinancial Entity in Liquidation or Bankruptcy

- 34 I certify that the entity identified in Part I:
- Filed a plan of liquidation, filed a plan of reorganization, or filed for bankruptcy on _____;
 - During the past 5 years has not been engaged in business as a financial institution or acted as a passive NFFE;
 - Is either liquidating or emerging from a reorganization or bankruptcy with the intent to continue or recommence operations as a nonfinancial entity; **and**
 - Has, or will provide, documentary evidence such as a bankruptcy filing or other public documentation that supports its claim if it remains in bankruptcy or liquidation for more than three years.

Part XXI 501(c) Organization

35 I certify that the entity identified in Part I is a 501(c) organization that:

- Has been issued a determination letter from the IRS that is currently in effect concluding that the payee is a section 501(c) organization that is dated _____; **or**
- Has provided a copy of an opinion from U.S. counsel certifying that the payee is a section 501(c) organization (without regard to whether the payee is a foreign private foundation).

Part XXII Non-Profit Organization

36 I certify that the entity identified in Part I is a non-profit organization that meets the following requirements:

- The entity is established and maintained in its country of residence exclusively for religious, charitable, scientific, artistic, cultural or educational purposes;
- The entity is exempt from income tax in its country of residence;
- The entity has no shareholders or members who have a proprietary or beneficial interest in its income or assets;
- Neither the applicable laws of the entity's country of residence nor the entity's formation documents permit any income or assets of the entity to be distributed to, or applied for the benefit of, a private person or non-charitable entity other than pursuant to the conduct of the entity's charitable activities or as payment of reasonable compensation for services rendered or payment representing the fair market value of property which the entity has purchased; **and**
- The applicable laws of the entity's country of residence or the entity's formation documents require that, upon the entity's liquidation or dissolution, all of its assets be distributed to an entity that is a foreign government, an integral part of a foreign government, a controlled entity of a foreign government, or another organization that is described in this Part XXII or escheats to the government of the entity's country of residence or any political subdivision thereof.

Part XXIII Publicly Traded NFFE or NFFE Affiliate of a Publicly Traded Corporation

Check box 37a or 37b, whichever applies.

37a I certify that:

- The entity identified in Part I is a foreign corporation that is not a financial institution; **and**
- The stock of such corporation is regularly traded on one or more established securities markets, including _____ (name one securities exchange upon which the stock is regularly traded).

b I certify that:

- The entity identified in Part I is a foreign corporation that is not a financial institution;
- The entity identified in Part I is a member of the same expanded affiliated group as an entity the stock of which is regularly traded on an established securities market;
- The name of the entity, the stock of which is regularly traded on an established securities market, is _____; **and**
- The name of the securities market on which the stock is regularly traded is _____.

Part XXIV Excepted Territory NFFE

38 I certify that:

- The entity identified in Part I is an entity that is organized in a possession of the United States;
- The entity identified in Part I:
 - Does not accept deposits in the ordinary course of a banking or similar business,
 - Does not hold, as a substantial portion of its business, financial assets for the account of others, or
 - Is not an insurance company (or the holding company of an insurance company) that issues or is obligated to make payments with respect to a financial account; **and**
- All of the owners of the entity identified in Part I are bona fide residents of the possession in which the NFFE is organized or incorporated.

Part XXV Active NFFE

39 I certify that:

- The entity identified in Part I is a foreign entity that is not a financial institution;
- Less than 50% of such entity's gross income for the preceding calendar year is passive income; **and**
- Less than 50% of the assets held by such entity are assets that produce or are held for the production of passive income (calculated as a weighted average of the percentage of passive assets measured quarterly) (see instructions for the definition of passive income).

Part XXVI Passive NFFE

40a I certify that the entity identified in Part I is a foreign entity that is not a financial institution (other than an investment entity organized in a possession of the United States) and is not certifying its status as a publicly traded NFFE (or affiliate), excepted territory NFFE, active NFFE, direct reporting NFFE, or sponsored direct reporting NFFE.

Check box 40b or 40c, whichever applies.

b I further certify that the entity identified in Part I has no substantial U.S. owners (or, if applicable, no controlling U.S. persons), **or**

c I further certify that the entity identified in Part I has provided the name, address, and TIN of each substantial U.S. owner (or, if applicable, controlling U.S. person) of the NFFE in Part XXIX.

נספח ב'

ייפוי כוח

ייפוי – כח חוזר

1. אני, הח"מ _____, נושא/ת ת"ז מספר _____ / ח.פ. _____, אשר הגשתי הזמנה לרכישת יחידות השתתפות של HAP Franklin Residences NY Venture LP (להלן: "השותפות"), ממנה בזה ומייפה את כוחו של פאהן קנה ושות', רואי חשבון ביחד עם מיכה בלומנטל, רו"ח או מי מטעמו שיוסמך על-ידו לשם כך (להלן: "המפקח"), לקבל בשמי ועבורי הודעות על אסיפה כללית, וכן להופיע ולהצביע בשמי בנוגע לכל החלטה בנושאים הבאים, שתובא לאישור אסיפה כללית של מחזיקי יחידות ההשתתפות בשותפות (לרבות כל אסיפה נדחית):
 - א. מינוי הדירקטור החיצוני שפרטיו מובאים **בנספח א'** ליפוי כח זה, כדירקטור חיצוני לדירקטוריון השותף הכללי של שותפות לתקופת כהונתם הראשונה.
 - ב. אישור מינוי משרד בריטמן אלמגור זהר, רואי חשבון (Deloitte) כרואה החשבון המבקר של השותפות עד לאסיפה הכללית השנתית השלישית שלאחר האסיפה בה מונה, והסמכת הדירקטוריון לקבוע את שכרו.
2. יפוי הכח כפוף להשלמת ההצעה על פי דוח הצעת המדף של השותפות ולהקצאתן בפועל של יחידות השתתפות בשותפות לח"מ.
3. יפוי הכח מוגבל להחלטה כמפורט בסעיף 1 לעיל בלבד, וככל שיהיו נושאים נוספים להצבעה על-סדר יומה של האסיפה הכללית, אין יפוי הכח תקף ביחס אליהם.
4. יפוי כח זה יהיה בתוקף לתקופה של חמש שנים ממועד השלמת ההצעה לציבור על פי דוח הצעת המדף ועל פיו תבוצע ההצבעה באסיפה גם אם הח"מ יהיה נוכח באסיפה הכללית.
5. ככל שיהיה בכך צורך, הנני מתחייב בזאת, לאשר ולאשרר כל פעולה או מסמך אשר מיופה הכח אשר מונה בזאת ינקוט או יביא לביצועם מכוחו של ייפוי כח זה.
6. אנא הקף בעיגול האם אתה בעל שליטה או בעל עניין אישי באישור העסקה – כן / לא. פרטים בקשר עם היותי בעל שליטה או בעל עניין אישי, לפי העניין, באישור ההחלטות המוצעות:

7. האם בעל המניות הוא בעל עניין¹ / נושא משרה בכירה² / משקיע מוסדי (לרבות מנהל קרן)³ / אף אחד מאלה* (יש לסמן את החלופה הרלבנטית):

אף אחד מהם	משקיע מוסדי (לרבות מנהל קרן)	נושא משרה בכירה	בעל עניין בחברה

לפרטים נוספים ראו הנחיית גילוי של הרשות לניירות ערך בדבר פרטים שיש לכלול בחלק השני לכתב ההצבעה מיום 23.6.2015.

תאריך שם מייפה כוח מספר ת.ז./ח.פ. חתימה

¹ כהגדרתו בסעיף 1 לחוק ניירות ערך, התשכ"ח-1968.

² כהגדרתו בסעיף 37(ד) לחוק ניירות ערך, התשכ"ח-1968.

³ כהגדרתו בתקנה 1 לתקנות הפיקוח על שירותים פיננסיים (קופות גמל) (השתתפות חברה מנהלת באסיפה כללית), תשס"ט-2009, וכן מנהל קרן להשקעות משותפות בנאמנות כמשמעותו בחוק השקעות בנאמנות, התשנ"ד-1994.

נספח א': מידע אודות הדירקטור החיצוני

שמו	אלדד אברהם (דח"צ)
תעודת זהות	033670498
שנת לידה	27.12.1976
מען	הגליל 2, רמת השרון
נתינות	ישראלית
חברותו בועדות הדירקטוריון	מועמד לכהן בועדות הדירקטוריון
דירקטור בלתי תלוי/ חיצוני	כן/כן
האם הוא עובד של התאגיד, חברה בת, חברה קשורה או של בעל עניין השכלה	לא
ניסיון עסקי בחמש השנים האחרונות	בוגר כלכלה ולוגיסטיקה אוניברסיטת בר אילן
התאגידים בהם משמש כדירקטור:	יועץ עסקי וכלכלי בתחום המיזוגים והרכישות של חברות ישראליות בתחומי התעשייה
התאגידים בהם משמש כדירקטור:	שופרסל בע"מ ; סאני תקשורת ; דירקטור חיצוני בישראל-קנדה (ט.ר.) בע"מ ; הדרי קטיף בע"מ ; מ.ח.ע. משקי חבל עזה בע"מ ; חוחובה דזרט-אגודה שיתופית חקלאית בע"מ
האם הוא בן משפחה של בעל עניין אחר בתאגיד:	לא
דירקטור בעל מיומנות חשובונאית ופיננסי:	כן