



MOBILE LICENSE APPLICATION PROCEDURES

**For Pre-Qualified Candidates Wishing to Apply for a
License to Provide Public Mobile Networks and Services
in the State of Qatar**

8 July 2007

ICTRA 03/07

Q2 MOBILE LICENSE APPLICATION PHASE

INDICATIVE TIMETABLE

| | |
|--------------------------------|--|
| 8 July 2007 | Publication of MAP |
| 22 July 2007 | Deadline for submission of questions and requests for clarification on MAP – Q&A process |
| 3 rd week July 2007 | Expected publication of final license templates – Q2 Mobile License and new public fixed and mobile licenses for Qtel |
| | Publication of Consultation Document on Relevant Markets and Dominance Designation, and Draft Notice and Orders |
| 2 August 2007 | Delivery of Q&A responses document |
| 2 September 2007 | Closing Date for submission of Applications |
| Last week October 2007("A") | Expected date of announcement of selection of Successful Applicant |
| A + 60 days ("L") | Long-stop date for incorporation of Licensee |
| L + 1 to 2 weeks | Expected date of: <ul style="list-style-type: none">• grant of Q2 Mobile License• execution of Management Agreement• payment of 60% of Fee• payment of spectrum and other fees due and payable under license• submission of Payment Guarantee• delivery of Performance Bond and Technology Bond |
| 30 June 2008 | Long-stop date for payment of remaining 40% of Fee |
| | Deadline for completion of Public Offer |

DEFINITIONS

The following terms are defined in the following Sections of this MAP:

| TERM | SECTION | TERM | SECTION |
|-----------------------------|------------|-------------------------------|-------------|
| Advisors | 12.4 | Institutional Investors | 14.2 |
| Announcement | 10.5 | Licensee | 4.6 |
| Announcement Date | 6.1(2) | Management Agreement | 6.2 |
| Applicant | 2.1 | Mandated Provisions | 6.4 |
| Applicant's Stock | 14.2 | MAP | 2.1 |
| Application | 4.1 | MAP Bond | 6.1(1) |
| Articles | 6.4 | Mobile Licensing Process | 1.4 |
| Auction Stage | 4.1 | MPQ | 1.5 |
| Bank Letter | 6.3 | New Licenses | 1.6 |
| Business Plan | 5.3(3) | Operator | 3.5, 4.7(4) |
| Closing Date | 9.1 | Payment Guarantee | 13.2(3) |
| Consortium | 3.5 | Performance Bond | 5.3(2)(i) |
| Controlling Operator | 4.7(4)(ii) | Pre-qualified Candidates List | 1.5 |
| Cover Letter | 8.1 | Public Offer | 14.5 |
| Eligible Applicants | 10.3 | Qtel | 1.2 |
| Evaluation Score | 5.1 | Q2 Fixed License | 1.2 |
| Evaluation Information | 5.4 | Q2 Mobile License | 1.2 |
| Evaluation Stage | 4.1 | Reserve Applicant | 4.5 |
| Fee | 4.3 | Successful Applicant | 4.5 |
| Fee Proposal | 4.3 | Supporting Documents | 4.2 |
| Fully Diluted Share Capital | 14.3 | Technology Bond | 5.3(2)(ii) |
| Grant Date | 13.2 | Telecommunications Law | 1.1 |
| ictQATAR | 1.1 | | |

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MOBILE LICENSE APPLICATION PROCEDURES

for Pre-Qualified Candidates Wishing to Apply for a License to Provide Mobile Networks and Services in the State of Qatar

PART A: BACKGROUND

1. Introduction

- 1.1 The Supreme Council of Information and Communication Technology (“**ictQATAR**”) is empowered, pursuant to Decree Law No. (34) of 2006 on the promulgation of the Telecommunications Law (the “**Telecommunications Law**”), to develop a national strategic vision for the communications and information technology sectors and to make and implement policy designed to achieve the objective of creating an advanced information society in line with the general policy direction for the State of Qatar. In keeping with the ‘transparency’ objectives of the Telecommunications Law and international best practice, ictQATAR has conducted an initial public consultation on its proposed liberalization policy in parallel with several related initiatives.
- 1.2 These initiatives include creating a framework and processes for regulating the incumbent operator, Qatar Telecom Q.S.C. (“**Qtel**”), and granting new licenses to own and operate (1) a public land-based mobile telecommunications network (“**Q2 Mobile License**”) and (2) a public fixed telecommunications network (“**Q2 Fixed License**”) and to provide telecommunications services to the public over such networks in competition with Qtel. In parallel with the processes for the grant of both such licenses, ictQATAR will grant new fixed and mobile licenses to Qtel.
- 1.3 ictQATAR published on 23 April 2007 its first consultation document -- ‘Consultation on Liberalization of the Telecommunications Sector in the State of Qatar’ -- which outlined ictQATAR’s general policy for liberalizing telecommunications in Qatar and invited public comment, by 27 May 2007, on a variety of policy proposals of central importance to the future development of the sector. This document provided information, amongst other things, on the proposed provisions of the Q2 Mobile License and the Q2 Fixed License and the policies under consideration for regulating Qatar’s telecommunication sector during the market opening phase. Additional background information was provided in the document entitled ‘Overview of the Economy and the Telecommunications Sector in the State of Qatar’. Industry participants and observers from around the world provided comments on ictQATAR’s proposed liberalization policy, including various elements of the proposed license terms. A document summarizing key points raised in those comments, including license-related issues, and providing ictQATAR’s preliminary views in response was published on 10 June 2007.

1.4 On 23 April 2007, ictQATAR also announced the launch of the formal selection process for the grant of the Q2 Mobile License (the “**Mobile Licensing Process**”), consisting of two principal phases:

(1) the Pre-Qualification Phase; and

(2) the Application Phase.

1.5 During the Pre-Qualification Phase candidates interested in applying for the Q2 Mobile License were required to register with ictQATAR and to satisfy specific criteria and procedures to pre-qualify for the Application Phase. The pre-selection criteria were set out in the ‘Mobile Pre-qualification Requirements and Procedures’ document issued by ictQATAR on 23 April 2007 (the “**MPQ**”). Registered candidates were required to submit their responses to the MPQ by 27 May 2007. ictQATAR has evaluated these responses and selected a list of pre-qualified candidates eligible to proceed to the Application Phase. That list of pre-qualified candidates was published by ictQATAR on 2 July 2007 at <http://www.ict.gov.qa> (“**Pre-qualified Candidates List**”). ictQATAR has also notified all registered candidates whether or not they have pre-qualified.

1.6 On 10 June 2007, ictQATAR commenced a second consultation phase with the publication of drafts of the Q2 Mobile License and the fixed and mobile licenses to be issued to Qtel, along with their related spectrum licenses (together, the “**New Licenses**”). ictQATAR sought input from interested parties on the draft New Licenses by 1 July 2007 and intends to publish on its official website non-confidential versions of all comments submitted as part of this consultation process. It is expected that the final public fixed and mobile licenses will be granted to Qtel and published on or around the third week of July 2007. The final form of the Q2 Mobile License will be published at the same time, so that participants in the Mobile Licensing Process will have ample time to consider the final terms and conditions of all three licenses when preparing their applications. This consultation is closely linked with ictQATAR's third consultation -- Publication of Consultation Document on Relevant Markets and Dominance Designation, and Draft Notice and Orders -- which is expected to be launched later this month.

2. **Application Phase and MAP**

2.1 This document -- ‘Mobile License Application Procedures for Pre-Qualified Candidates Wishing to Apply for a License to Provide Public Mobile Networks and Services in the State of Qatar’ -- (“**MAP**”) is to be published on the official website of ictQATAR in the interests of transparency and fairness to all interested parties, existing industry participants and the people of Qatar. This document sets out the requirements, procedures, timetable and other terms and conditions applicable to pre-qualified candidates proposing to participate in the Application Phase for the grant of the Q2 Mobile License (each an “**Applicant**”).

2.2 This MAP is being provided to all candidates whose names appear on the Pre-qualified Candidates List. All such candidates are invited to participate in the Application Phase by submitting their applications for the Q2 Mobile License in the format prescribed in Part B by 3.00 pm (local time in Qatar) on the Closing Date of 2 September 2007. Failure to comply with these procedures, requirements and instructions may result in disqualification from the Mobile Licensing Process. The Application Phase will run over an eight week period, at the end of which ictQATAR will proceed to the evaluation of applications and the final selection of

the successful Applicant is an auction process. It is anticipated that the Q2 Mobile License will be granted by the end of 2007.

- 2.3 Candidates whose names appear on the Pre-qualified Candidates List may submit questions or requests for clarification relating to this MAP on or before 3.00 pm (local time in Qatar) on 22 July 2007 in accordance with the procedure set out in Section 11. All such candidates will receive a response in writing or by email from ictQATAR on or around 2 August 2007.
- 2.4 Making an application for the Q2 Mobile License does not preclude a candidate making an application for the Q2 Fixed License, or vice versa.

3. **General Application Phase Provisions**

- 3.1 In preparing their applications, potential Applicants are referred to all the information which has or which will have been made available by ictQATAR, both on its official website - <http://www.ict.gov.qa> – and privately to potential Applicants. Copies of the MPQ, draft New Licences, consultation documents and responses, Pre-qualified Candidates List and related notices and other documents can all be found on ictQATAR's official website.
- 3.2 The information contained or referred to in this MAP has been prepared in good faith on the basis of currently available data. However, potential Applicants are expected and encouraged to conduct their own investigations and analysis, including financial, economic and commercial due diligence, and to rely on their own legal and regulatory advice in respect of all matters relating to the Q2 Mobile License and the Mobile Licensing Process.
- 3.3 The Application Phase and all documents relating to it, including this MAP and the documents referred to in it, and any action taken during the Application Phase, shall be exclusively subject to, and governed by, the laws of the State of Qatar.
- 3.4 This document is not a contract or an agreement and does not constitute an offer by ictQATAR to any person. ictQATAR is not legally obliged by this document to select any Applicant or to grant the Q2 Mobile Licence to any person and reserves the right to modify, postpone, suspend or cancel the Mobile Licensing Process at any time.
- 3.5 In this MAP, "**Consortium**" means an Applicant which is a consortium of two or more persons including a telecommunications operator ; and "**Operator**" means the facilities-based public mobile telecommunications network operator(s) which pre-qualified in the Pre-Qualification Phase, as identified in the Pre-qualified Candidates List.

PART B: APPLICATION PHASE

4. **Overview of Application Process**

4.1 *Two-stage Process*

The Application Phase consists of two parts:

- (1) a commercial, legal and technical evaluation stage ("**Evaluation Stage**"); and
- (2) an auction stage ("**Auction Stage**").

All applications for the Q2 Mobile Licence (each an "**Application**") shall comply with all the requirements, instructions, procedures and other provisions of this MAP.

4.2 *Evaluation Stage*

In the Evaluation Stage, potential Applicants must submit an application which contains the information and documentation set out in Section 5 and the documents detailed in Section 6 (the "**Supporting Documents**"). Each Application will be reviewed and evaluated and ictQATAR will make a final determination as to which Applicants are eligible to proceed to the Auction Stage, all as set out in Section 10.3.

4.3 *Auction Stage*

Each Applicant will be required to submit as part of its Application an unconditional and unqualified fee proposal in form and substance as set out in SCHEDULE I and in accordance with the other provisions of Section 7 (the "**Fee Proposal**") specifying, in Qatari riyals, the amount of the upfront fee which the Applicant would procure to be paid in cash by the Licensee to ictQATAR for the premium mobile service opportunity in connection with the grant of the Q2 Mobile License (the "**Fee**"). This fee will be separate and distinct from any recurring fees that are stipulated by the Q2 Mobile License or related spectrum licenses (see further Section 13.2(5)).

4.4 *Procedure*

Applications shall be prepared in accordance with the instructions set out in Section 8 and delivered to ictQATAR in accordance with the procedure and timetable set out in Section 9.

4.5 *Selection*

The Secretary General of ictQATAR will recommend to the Board of ictQATAR the Eligible Applicant complying with all the requirements and provisions of this MAP who has submitted the highest Fee Proposal for selection as the successful Applicant for the Second Mobile License. The Secretary General will also recommend to the Board as the runner-up in the Mobile Licensing Process the Eligible Applicant who has submitted the second highest Fee Proposal. The final decision as to the selection of Applicants for the grant of the Second Mobile License shall be made by the Board in its absolute discretion and shall be announced in accordance with Section 10.5. In this MAP, the Applicant announced as the successful Applicant for the Second Mobile License shall be the "**Successful Applicant**" and the Applicant announced as the runner-up shall be the "**Reserve Applicant**".

4.6 *Post-Selection Requirements*

The Successful Applicant will be required to observe the post-selection stipulations and requirements set out in Part C of this MAP, including the requirements to incorporate a new Qatari public joint stock company to hold the Q2 Mobile License (the "**Licensee**") (Section 13.1(2)) and to procure that 40% of the Licensee's shares will be listed on the Doha Stock Exchange and offered to the Qatari public (Section 14.5).

4.7 *Eligibility to Participate in the Application Process*

- (1) Applications from persons whose names are not on the Pre-qualified Candidates List, and Applications received after 3.00 pm (local time in Qatar) on the Closing Date, will not be opened or evaluated.
- (2) A candidate who pre-qualified under the MPQ as an individual Operator may make an Application as the controlling member of a Consortium, provided that it gives ictQATAR written notice and full details of the proposed membership of the Consortium, together with all such information and documentation which ictQATAR may request, not later than two weeks prior to the Closing Date and ictQATAR consents to such changes. The Applicant must ensure it complies with all the requirements relating to Consortium candidates and potential Applicants set out in the MPQ and this MAP.
- (3) An Applicant which pre-qualified under the MPQ as a Consortium may make changes to its membership (other than a change in the identity of the Operator itself), or to the allocation of interests within the Consortium, prior to the submission of its Application, provided that it gives ictQATAR written notice and full details of the requested changes, together with all such information and documentation which ictQATAR may request, not later than two weeks prior to the Closing Date and ictQATAR consents to such changes. The Applicant must ensure it complies with all the requirements relating to Consortium candidates and potential Applicants set out in the MPQ and this MAP.
- (4) Without prejudice to paragraphs (1) to (3) above, a potential Applicant which is a Consortium comprising or including two or more telecommunications operators will be eligible to make an Application only if:
 - (i) all such telecommunications operators together own and control more than 50% of the equity interests and voting power in the Consortium; and
 - (ii) one (and only one) of such telecommunications operators (the "**Controlling Operator**") is the Operator (designated as such in that Applicant's Response to the MPQ) which pre-qualified in the Pre-Qualification Phase and individually so controls more than 50% of all the equity interests and voting power held by all such operators in the consortium..

References in this MAP to the "**Operator**" in relation to any such potential Applicant shall, unless otherwise specified, be construed to include each and all such telecommunications operators.

For the purposes of this MAP, a "**telecommunications operator**" means a provider of public mobile telecommunications services that owns, operates and manages its own mobile radio access network and associated core network elements, and is licensed to utilize spectrum for purposes of providing mobile access in connection with the provision of such services.

- (5) A public mobile telecommunications network operator which submitted a Response to the MPQ as an Operator (for these purposes, as defined in the MPQ), either individually or as part of a consortium, but did not pre-qualify under the MPQ, shall

not be eligible to make an Application, either individually or as part of the Consortium of a pre-qualified candidate.

- (6) Subject to the requirements set out in paragraphs (2), (3) (4) and (5), a member of a Consortium which filed a Response to the MPQ but was not on the Pre-qualified Candidates List may, with the consent of ictQATAR (to be requested not later than two weeks prior to the Closing Date), join the Consortium of a pre-qualified candidate for the purpose of making an Application.

5. Technical Evaluation Process and Criteria

- 5.1 ictQATAR will determine those Applications which comply fully with the requirements, instructions, procedures and other provisions of this MAP and will evaluate those Applications against the criteria detailed in Section 5.3. ictQATAR will assess the performance of each Applicant against each of the individual criteria set out below and award a score in accordance with the weighted evaluation points assigned to each. The individual scores of each eligible Applicant will be added up to arrive at a total score out of a maximum of 100 points ("**Evaluation Score**"). The Applicant with the highest Evaluation Score, and all Applicants whose Applications achieve an Evaluation Score of at least 70% of such highest score, shall be eligible to proceed to the Auction Stage and to be selected as the Successful Applicant in accordance with Section 10.
- 5.2 ictQATAR reserves the right to disqualify any Applicant prior to evaluating its Application if it determines that the Applicant has not complied fully with all the instructions and requirements of this MAP, including the submission of all Supporting Documents in the form and substance required.
- 5.3 The criteria on which each Application shall be evaluated are set out below.

(1) *Prior experience capabilities*

Candidates were requested to state in their Responses to the MPQ their GSM network roll out experience. Applicants are now requested to give details of their prior experience in running, deploying, operating and managing facilities-based public mobile networks, deploying 2G+ mobile technology and offering 2G+ products and services. In particular the Applicant is required to demonstrate its prior experience, or (in the case of a Consortium) the experience of its Operator, in:

- (i) **(15 points)**
running, deploying, operating and managing facilities-based public mobile networks, by submission of the information in the form and substance set out in Part 1 of SCHEDULE II in respect of its relevant operations; if there are more than 10 countries where the Operator currently has operations, information for only the top 10 countries, by size of subscriber base, should be provided;
- (ii) **(5 points)**
deploying 2G+ mobile technology, by submission of the information in the form and substance set out in Part 2 of SCHEDULE II; if the Applicant operates 2G+ mobile technology in more than 10 countries, information for only the top 10 countries, by population coverage (as defined in Annexure G,

Section 4 of the Q2 Mobile License) of 2G+ mobile technology, should be provided; and

(iii) **(5 points)**

offering 2G+ services, by submission of the information in the form and substance set out in Part 3 of SCHEDULE II; if the Applicant offers 2G+ services in more than 10 countries, information for only the top 10 countries, by size of subscriber base, should be provided.

(2) *Technical proposal and roll out plan*

The Applicant is required to submit the information set out below.

(i) **(15 points)**

The Applicant's proposed network rollout plan and timetable, to the extent that it accelerates the timetable for achieving the minimum coverage milestones set out in the Q2 Mobile License, in the form set out in Part 4 of SCHEDULE II. This accelerated timetable will be reflected in Q2 Mobile License and the Performance Bond (as required and defined in the Q2 Mobile License) ("**Performance Bond**").

(ii) **(20 points)**

The infrastructure the Applicant will commit the Licensee to offer during the first three years from the Award Date, particularly advanced and state-of-the-art infrastructure. In addition to the Performance Bond (as enhanced pursuant to (i) above), the Licensee will be required to provide a further performance bond in an amount to be proposed by the Applicant (the "**Technology Bond**") to support its compliance with such commitments, to the extent that they exceed the relevant minimum requirements set out in the Q2 Mobile License. All the above information shall be given in the form set out in Part 5 of SCHEDULE II. This commitment and Technology Bond will be reflected in the Q2 Mobile License.

(iii) **(5 points)**

The products and services it proposes shall be offered by the Licensee by the end of each of the three years from the Award Date in the form set out in Part 6 of SCHEDULE II

(3) *Business plan - (15 points)*

The Applicant shall submit its proposed business plan to be adopted by the Licensee (the "**Business Plan**"), covering at least the five years from service launch to 2012. The Business Plan shall be adequate to support the development of the Licensee as required under the Q2 Mobile License and be based on realistic projections that take into account market conditions in the State of Qatar. The Business Plan may be prepared in the Applicant's preferred format, but for the purposes of facilitating the comparison of data supplied, the Business Plan shall, in particular, include pro forma financial statements prepared in the form and including the items set out in Part 7 of SCHEDULE II. The Applicant should submit, as an attachment, any documents used in support of the pro forma figures and any other documents the Applicant considers relevant to a proper understanding of the Business Plan.

(4) *Operator Control and Commitment (20 points)*

The Applicant will be required to demonstrate (i) its effective control by the Operator and (ii) the level of the Operator's commitment to the Licensee and its business by submission of the information required in Part 8 of SCHEDULE II, together with:

- (i) executed copies of all consortium agreements, shareholders agreements and arrangements between the consortium members, and specifically between the Operator and the other consortium members, or otherwise relating to the Consortium;
- (ii) executed copies of any nominee and other arrangements between (a) the Applicant or any consortium members and (b) any entities through which they propose to hold Applicant's Stock as identified in Paragraph 4 in Part 8 of SCHEDULE II; and
- (iii) the Management Agreement.

The Operator shall be required to own and control, directly or indirectly, at least the majority of the Applicant's Stock and to control the management and voting power in the Consortium. The documentation and information supplied by the Applicant should be sufficient to demonstrate the fulfilment of this requirement.

If the Applicant proposes to own its interest in the Licensee through one or more separate legal entities, the Applicant shall be required to identify such entities in Paragraph 4 in Part 8 of SCHEDULE II, list the equity ownership of each and specify the proportions in which it is proposed they will hold Applicant's Stock. The documentation and information supplied by the Applicant should be sufficient to demonstrate the fulfilment of this requirement.

Operator commitment will be evaluated by a review of relevant provisions of the Management Agreement, including (i) provisions for cost re-imbursement and additional fees, if any, and (ii) terms obliging the Operator to provide the persons filling the senior officer positions of the Licensee for a stated period of time and otherwise obliging the Operator to provide the know-how and personnel required to implement the Business Plan and meet the network roll-out and coverage obligations, the quality of service obligations and all other obligations and requirements in the Q2 Mobile License.

- 5.4 The information and documents required to be submitted by an Applicant pursuant to Section 5.3 shall together be the "**Evaluation Information**".

6. **Supporting Documents**

Each Applicant must include with its Application all of the documents set out below. The Supporting Documents are integral to an Application and failure to supply all the requested documents in the form and substance specified may result in disqualification from the Application Phase.

6.1 *MAP Bond*

- (1) Each Applicant shall submit an irrevocable bond to secure its obligations under this MAP in an amount of QAR 200 million in the form and substance set out in SCHEDULE III ("**MAP Bond**"). The MAP Bond must be issued or endorsed by a bank operating in the State of Qatar. Each MAP Bond shall be valid for an initial period of 180 days starting from the day following the Closing Date.
- (2) The MAP Bonds submitted by the Successful Applicant and the Reserve Applicant shall be:
 - (i) automatically extended for further successive periods of 30 days and in each case shall not expire until the grant of the License pursuant to Section 13.2, unless ictQATAR exercises the relevant bond first under Section 6.1(3); and
 - (ii) be increased to QAR 400 million within two weeks of the date of the Announcement ("**Announcement Date**"), in the case of the Successful Applicant, and in accordance with the provisions of Section 13.3, in the case of the Reserve Applicant.

MAP Bonds submitted by all other Applicants will be returned within 21 days after the Announcement Date.

- (3) ictQATAR shall be entitled to exercise a MAP Bond:
 - (i) submitted by any Applicant if (a) it withdraws its Application on or prior to the Announcement Date, or (b) where ictQATAR determines that the provisions of Section 12.1(ii) apply to that Applicant;
 - (ii) submitted by the Successful Applicant if (a) it withdraws its Application at any time after the Announcement Date, or (b) it is de-selected by ictQATAR pursuant to the provisions of Section 13.3; or
 - (iii) submitted by the Reserve Applicant if it (a) withdraws its Application at any time after the Announcement Date and before the issue of the Q2 Mobile License, or (b) having been selected as the Successful Applicant pursuant to Section 13.3, it fails to comply with its obligations under Sections 13.1 and 13.2.
- (4) If ictQATAR decides not to grant the Q2 Mobile License, the MAP Bonds will be returned to all Applicants within 21 days of the date of announcement of such decision.

6.2 *Management Agreement*

The Applicant shall submit the final form of the management agreement which the Applicant proposes to be entered into between the Operator and the Licensee ("**Management Agreement**"). The Management Agreement shall address at least the following key points:

- (1) term of at least five years from the date of issue of the Q2 Mobile License;
- (2) (if the Applicant comprises/includes two or more operators satisfying the provisions in Section 4.7(4)) a role for each operator which ensures its meaningful participation in the management of the Licensee so as to take account of each such operator's characteristics, as used (if applicable) to satisfy both the pre-qualification criteria in

the MPQ and the evaluation criteria in Section 5.3 of this MAP; and

- (3) provisions implementing the criteria evidencing the Operator's commitment as set out in Section 5.3(4) of this MAP.

6.3 *Bank Letter*

The Applicant shall submit a Bank Letter in the form and substance set out in SCHEDULE V duly executed by a recognised financial institution indicating the availability of financing sufficient for the payment of the Fee and the funding of the first five years of the Applicant's proposed Business Plan for the Licensee (the "**Bank Letter**").

6.4 *Articles of Association*

The Applicant shall submit an English translation of the final forms of the articles of association and the memorandum of incorporation which, should it be the Successful Applicant, it proposes to be adopted by the Licensee upon incorporation (collectively, the "**Articles**"). The Articles shall be based on the Model Forms Articles of Association and Memorandum of Incorporation for Joint Stock Companies published by the Ministry of Commerce, and incorporate the provisions set out in SCHEDULE VII (the "**Mandated Provisions**"). The Ministry has indicated that the attached form of the Mandated Provisions is acceptable to it. Applicants may make further changes to the Model Form as required, provided that they do not contradict the letter or the spirit of the Mandatory Provisions. However, Applicants should note that, since all such changes will require the approval of the Ministry of Commerce prior to incorporation of the Licensee, any additional changes may result in delay to the post-selection process.

The Successful Applicant will be required to submit the Articles to the Ministry for approval in connection with its request to incorporate the Licensee as set out in Section 13.1(2). The Applicant shall undertake that for five years after the incorporation of the Licensee the Licensee shall not vote its shares of the Licensee to amend the Mandated Provisions, or change the Articles in any way so as to detract from or minimise or negate the effect of the Mandated Provisions. Certain of the commitments contained in the Mandated Provisions will be reflected in the Q2 Mobile License (Annexure J – Transitional Provisions).

7. **Fee Proposal**

- 7.1 Each Application must include an unconditional and unqualified Fee Proposal in the form set out in SCHEDULE I, which shall be submitted as provided in Section 9.2.
- 7.2 Applicants are referred to Sections 13.2(1) and 13.4(2) which set out the requirements for payment of the Fee.
- 7.3 The amount of the Fee Proposal shall not be stated or specifically referenced in any other document submitted by the Applicant in connection with its Application.

8. **Instructions for Preparing Applications**

8.1 *Cover Letter*

The Applicant shall submit a cover letter in the form set out in SCHEDULE VI ("**Cover Letter**") signed by a person or persons duly authorized to act on its behalf which shall include

at least the matters set out below and any other information relevant to its Application. If the Applicant is a Consortium, the Cover Letter must be signed by a person or persons duly authorized to act on behalf of each of its members and any of the following requirements which are expressed to be applicable to the Applicant shall apply to each such member individually.

- (1) Confirmation that all information provided by an Applicant in its Response to the MPQ remains true, complete and accurate or, to the extent such information is no longer true, complete and accurate, or would no longer satisfy any requirement of the MPQ for any reason (whether due to a change in membership of its Consortium or otherwise howsoever), full details thereof.
- (2) A declaration by the Applicant that it is not now, and will not become, or seek to become, involved with any other Applicant or any other Consortium at any time during the Mobile Licensing Process and, further, if it is a member of a Consortium, that its involvement in the Mobile Licensing Process is unique to that Consortium, unless it has already made such a declaration in its Response to the MPQ.
- (3) Confirmation that both the Applicant and its affiliates continue to comply with the cross-control stipulations regarding Qtel set out in section 5.1(4) of the MPQ, or details of any non-compliance and an undertaking that, in the event it is, or is a member of, the Successful Applicant it will take such action as is necessary so as to ensure compliance with all such stipulations prior to the issuance of the Q2 Mobile License.
- (4) An undertaking by the Applicant to ictQATAR that if it is the Successful Applicant, it will comply with all the post-selection and post-grant requirements and obligations set out in Sections 13 and 14.
- (5) An undertaking by the Applicant to ictQATAR that if it is the Successful Applicant, it will procure that the Licensee shall not amend the Mandated Provisions, or change the Articles in any way so as to detract from or minimise or negate the effect of the Mandated Provisions, without the consent of ictQATAR during the term of five years from the Grant Date.
- (6) Certification that all the information provided in its Application is true, accurate and complete.

8.2 *Attachments*

The following documents shall be supplied with the Cover Letter in the order set out below, each in a separately identifiable package, file or folder. If the Applicant is a Consortium, the requirements set out in paragraphs (5) to (8) which are expressed to be applicable to the Applicant shall apply to each member of the Consortium individually.

- (1) a duly completed compliance checklist in the form and in accordance with the directions set out in SCHEDULE IX;
- (2) the Fee Proposal;
- (3) the Evaluation Information;

- (4) the Supporting Documents;
 - (5) original powers of attorney or other authorisations clearly evidencing the authority of each signatory to sign the Cover Letter and all other documents to be filed with the Application which require signature by the Applicant;
 - (6) up to date contact information for the Applicant in the form set out in SCHEDULE X;
 - (7) all documents and information required to be supplied by the Applicant pursuant to the MPQ but which have not been so supplied, or which have been updated or modified in any way since submission to ictQATAR as part of its Response to the MPQ; and
 - (8) all other information concerning the Applicant and its Application which the Applicant considers may be relevant.
- 8.3 Applications must be prepared in the English language. Attachments such as annual reports and other published documents may be submitted in the language in which they were prepared, provided that they are accompanied by an English translation which is clearly identified as such. In the event of a conflict between the English translation and the original text, the English translation will prevail.
- 8.4 Applications may not be amended, supplemented or modified in any way or for any reason once they have been submitted, save with the consent or at the request or direction of ictQATAR or as otherwise provided in this MAP.
9. **Procedure and Timetable**
- 9.1 *Deadline* – All Applications must be delivered by 3.00 pm (local time in Qatar) on 2 September 2007 (the “**Closing Date**”). No Applications will be accepted after such time on the Closing Date.
- 9.2 *Packaging of Applications*
- (1) Eight copies (one original and seven hard copies) of the Application, together with two electronic copies in the form of a readable only CD ROM version, shall be enclosed in a single package or container, which shall be closed and sealed so that it is not possible to open it without leaving visual evidence. The original version shall be marked “Original 1” and the seven hard copies shall be numbered sequentially and marked as “Copy 2”, “Copy 3” and so on. The two electronic copies should clearly labelled as “CD1” and “CD2”. The name of the Applicant shall be clearly marked on the outside of the package or container and on each separate copy of the Application.
 - (2) Two identical originals of the Fee Proposal shall be submitted within the package, each in a separate envelope, sealed so that it is not possible to open it without leaving visual evidence, and clearly marked with the name of the Applicant and identifying it as “Fee Proposal Original 1” or “Fee Proposal Original 2” as applicable.
 - (3) Improperly marked or inadequately sealed packages may be rejected by ictQATAR.

- 9.3 *Delivery Instructions* - The Application must be delivered by hand or by courier to ictQATAR at the address for all communications regarding the Mobile Licensing Process as specified in Section 18.

10. **Selection Process**

- 10.1 ictQATAR may announce and publish on its official website after the Closing Date the names of all Applicants who have submitted Applications.
- 10.2 ictQATAR will open all Applications received on or before 3.00 pm (local time) on the Closing Date. ictQATAR shall first review the Cover Letter and Supporting Documents and shall determine those Applications which comply fully with the requirements, instructions, procedures and other provisions of this MAP ("**Compliant Applications**"). Applications which ictQATAR determines, in its absolute discretion, do not fully comply to its satisfaction with the requirements, instructions, procedures and other provisions of this MAP shall be rejected and shall not be included for evaluation by ictQATAR pursuant to Section 10.3.
- 10.3 ictQATAR will evaluate all Compliant Applications against the evaluation criteria detailed in Section 5. The Applicant with the highest Evaluation Score, and all Applicants whose Compliant Applications achieve an Evaluation Score equal to at least 70% of such highest score, shall be eligible for selection as the Successful Applicant ("**Eligible Applicants**").
- 10.4 The Fee Proposals will remain unopened until completion of the evaluation of all Compliant Applications and compilation of a list of the Eligible Applicants. ictQATAR will open and review the Fee Proposals submitted by all Eligible Applicants. The Secretary General will recommend to the Board of ictQATAR for selection as the Successful Applicant the Eligible Applicant who has submitted the highest Fee Proposal. If two such Applicants submit the highest proposals in exactly the same amount, the Secretary General will recommend the Applicant with the higher Evaluation Score for selection as the Successful Applicant. The Secretary General will also recommend to the Board the Eligible Applicant who has submitted the second highest Fee Proposal for selection as the Reserve Applicant. (If two Applicants submit the same second-highest Fee Proposal, the Secretary General will recommend the Applicant with the higher Evaluation Score for selection as the Reserve Applicant.) The Reserve Applicant may be called on by ictQATAR to take the place of the first Applicant selected as the Successful Applicant in the circumstances set out in Section 13.3. The final decision as to the selection of Applicants for the grant of the Second Mobile License shall be made by the Board in its absolute discretion.
- 10.5 ictQATAR will notify all Applicants of its selection of the Successful Applicant and the Reserve Applicant following the conclusion of the selection process as detailed in Section 10.4. The identity of the Successful Applicant will also be announced and published on ictQATAR's official website (the "**Announcement**"). ictQATAR expects to announce in the last week of October 2007 the results of the Mobile Licensing Process, including names of some or all Applicants, the amounts of any or all the Fee Proposals and any other information or matters as ictQATAR in its absolute discretion determines.

11. **Questions and Answers**

- 11.1 ictQATAR will provide a 'closed' Q&A facility for pre-qualified candidates, who may submit any questions and requests for clarification concerning this MAP and the Application Process by no later than 3.00 pm (local time in Qatar) on 22 July 2007. Questions and requests must

be submitted in English, either by e-mail to clarification@ict.gov.qa , by hand or by courier, to the address for all communications regarding the Mobile Licensing Process as specified in Section 18. Questions from persons who are not pre-qualified candidates will not be accepted.

11.2 ictQATAR will provide to all pre-qualified candidates on or around 2 August 2007 a document setting out all questions submitted by pre-qualified candidates concerning this MAP and the Application Process prior to the deadline specified in Section 11.1, together with ictQATAR's responses. The identities of the questioners shall not be disclosed.

11.3 Telephone communications or meetings regarding the MAP and the Application Process shall not be permitted at any time. Questions and comments relating to general policy, regulatory or licensing matters will not be included as part of this Q&A process.

12. **Other Provisions relating to the Application Phase**

12.1 *Binding Applications* – All Applications shall be unconditional and irrevocable and all Applicants will be bound by the information provided and commitments made in their Applications.

12.2 *Disqualification from Process* - ictQATAR may, in its sole discretion, remove an Applicant from the Pre-qualified Candidates List or disqualify an Applicant from taking any further part in the Mobile Licensing Process at any stage for (i) any failure to comply with the provisions of this MAP or (ii) any illegal, improper, corrupt or fraudulent conduct or collusion relating to the Mobile Licensing Process or any attempt to influence the review or evaluation of Applications or the conduct of such Process.

12.3 *Revocation of License* - If at any time after the Award Date ictQATAR learns that any of the activities referred to in Section 12.1 has occurred, ictQATAR may revoke the Q2 Mobile License in accordance with the terms of the License and the procedures set out in the Telecommunications Law and any regulation promulgated under it. The provisions of this Section 12 are in addition to any criminal or civil legal action that may be available to or taken by ictQATAR or any other governmental entity or regulatory authority.

12.4 *No Liability for Information Supplied by ictQATAR* - ictQATAR has made reasonable efforts to include accurate and current information in this MAP and in any other documentation provided to potential Applicants. However, neither ictQATAR nor any of its employees, or any of its representatives, agents, advisors or consultants including their respective employees (together “**Advisors**”) shall have any liability whatsoever to any potential Applicants or any of their consortium members, owners or shareholders or any other person resulting from use of or reliance on any of the information so provided. Potential Applicants are encouraged to undertake their own verification of any information supplied by ictQATAR and/or the Advisors prior to use of or reliance on that information. The Applicant authorises the persons whose details are set out in the updated contact sheet referred to in Section 8.2(6) to be its representatives for this purpose.

12.5 *Verification of Information in Applications* - ictQATAR and the Advisors shall have the right to request (in writing or orally) additional information or documentation from any Applicant or any third party in order to verify or clarify any part of its Application. Applicants consent to such clarification or verification and shall co-operate in this process if requested as soon as practicable and in any event within any timescale requested by ictQATAR.

- 12.6 *Confidentiality* - Subject to applicable patent, copyright, trademark and similar laws, ictQATAR shall have the right to publish, use or reproduce ideas and information contained in an Application (save for the Evaluation Information) without notice or compensation of any kind to the Applicant concerned. However, ictQATAR will take into consideration any clearly identified requests for confidentiality received from Applicants in their Applications.
- 12.7 *Costs* - All costs and expenses incurred in the preparation and submission of an Application shall be the responsibility of each Applicant, and ictQATAR shall have no liability for any such costs, regardless of the conduct or outcome of the Mobile Licensing Process.

PART C: POST-SELECTION REQUIREMENTS AND PROCEDURES

13. Post-Selection Requirements

13.1 Pre-grant Requirements

Before the grant of the Q2 Mobile License, the Successful Applicant will be required:

- (1) within two weeks after the Announcement Date, to increase the amount of its MAP Bond as set out in Section 6.1(2)(ii);
- (2) as soon as practicable, but not later than 60 days after the Announcement Date, take all steps necessary to incorporate the Licensee as a new Qatari public joint stock company under Article 68 of the Law on Commercial Companies (No. 5 of 2002, as amended) for the purposes of holding the Q2 Mobile License and, promptly following such incorporation, to procure the subscription of its share capital as set out in Section 14.3;
- (3) to procure that the Operator and the Licensee enter into the Management Agreement immediately upon the incorporation of the Licensee; and
- (4) to notify ictQATAR in writing within 5 days of the incorporation of the Licensee, or if sooner, before the expiry of the 60 day period referred to in (2) above, of the fulfilment of all the above requirements and to submit to ictQATAR a copy of the Certificate of Registration of the Licensee.

13.2 License Grant Process

Following receipt of the notice specified in Section 13.1(4) (the “**Closing Notice**”), ictQATAR shall notify the Successful Applicant of the date on which it proposes to grant the Q2 Mobile License (which shall not be earlier than 7 days or later than 14 days after the date of receipt of such notice) (the “**Grant Date**”) and on such date the Successful Applicant will procure that the Licensee:

- (1) pays to ictQATAR a cash sum equal to 60% of the Fee;
- (2) commits to pay the remaining 40% no later than 30 June 2008;
- (3) delivers to ictQATAR a Payment Guarantee in the form and substance set out in SCHEDULE VIII in an amount equal to the remaining 40% of the Fee (“**Payment Guarantee**”);

- (4) delivers to ictQATAR the Performance Bond and, if applicable, the Technology Bond; and
- (5) pays the total amount of all spectrum and other license fees due and payable upon grant of the Q2 Mobile License pursuant to its terms,

upon satisfaction and delivery of all of which ictQATAR shall issue the Q2 Mobile License in accordance with its terms and return the relevant MAP Bonds to the Successful Applicant and the Reserve Applicant.

13.3 *Substitution of Reserve Applicant*

ictQATAR expects that the incorporation of the Licensee and the satisfaction of all the other provisions of Section 13.1 will be completed within a period of no more than 60 days from the Announcement Date. ictQATAR shall have the right to de-select the Successful Applicant and to exercise its MAP Bond if:

- (1) the Successful Applicant has not served a Closing Notice by the end of such period, and the delay is attributable to any action or omission of, or event or circumstances caused by, or within the control of, the Successful Applicant; or
- (2) the Closing Notice is served within such period but the Q2 Mobile License is not granted on the Grant Date due to the Successful Applicant's failure to comply fully with all the requirements of Section 13.2,

If the Successful Applicant is so de-selected, ictQATAR shall have the right (but shall not be required) to select instead the Reserve Applicant as the successful applicant for the Q2 Mobile License, in which case ictQATAR shall serve written notice on the Reserve Applicant to the effect that it shall, from the date specified in such notice, be deemed to be the Successful Applicant for all the purposes of this MAP. In such a case, the Reserve Applicant shall be required to satisfy the requirements set out in Sections 13.1 and 13.2 as if references in such provisions to the "Announcement Date" were instead references to the date of such notice from ictQATAR.

13.4 *Post-Grant Requirements*

- (1) The Successful Applicant shall be required to procure that the Licensee makes the Public Offer, as described in Section 14.5.
- (2) The Successful Applicant shall procure that the Licensee pays to ictQATAR, within 14 days of completion of the Public Offer or, if earlier, on 30 June 2008, a cash sum equal to the remaining 40% of the Fee, upon payment of which ictQATAR shall return the Payment Guarantee to the Licensee.
- (3) The attention of Applicants is drawn to Annexure J of the final Q2 Mobile License template, which will include these obligations as conditions of the License and stipulate that failure to meet any or all such conditions may result in revocation of the license. The final version of the Q2 Mobile License template will be made available in the coming weeks.

14. **Licensee Ownership Structure**

- 14.1 The Successful Applicant will be required to incorporate the Licensee in accordance with Section 13.1(2). The procedure for the incorporation and governance of joint stock companies is contained in the relevant Qatari laws and regulations. Each Applicant should conduct its own due diligence and obtain its own independent legal advice in this respect.
- 14.2 The issued equity share capital of the Licensee shall be allocated as to 45% to the Successful Applicant (the “**Applicant’s Stock**”), 15% to Qatari institutional investors and/or the Qatari Government, as directed by ictQATAR by written notice (the “**Institutional Investors**”), and 40% to be offered for subscription by Qatari citizens and listed on the Doha Stock Exchange, as specified in Section 14.5. All shares to be issued by the Licensee pursuant to this Section 14 shall be issued for cash at nominal value in accordance with the Articles.
- 14.3 The Successful Applicant and the Institutional Investors will, promptly on incorporation of the Licensee, subscribe in cash such number of shares in the capital of the Licensee as will represent 45% and 15%, respectively, of the final fully diluted issued share capital of the Licensee following the issue of all shares to be issued as required pursuant to Section 14.2 (“**Fully Diluted Share Capital**”).
- 14.4 The Successful Applicant shall subscribe the Applicant’s Stock in the proportions and as specified in its Application pursuant to Section 5.3(4).
- 14.5 The Successful Applicant shall procure that shares in the capital of the Licensee representing 40% of the Fully Diluted Share Capital will be offered by the Licensee for subscription to Qatari citizens and listed on the Doha Stock Exchange by no later than 30 June 2008 (the “**Public Offer**”).
- 14.6 If the Successful Applicant is an individual Operator, it shall retain the whole (direct or indirect) legal and beneficial interest:
- (1) in all of its shares of the Applicant’s Stock until at least 30 June 2010; and
 - (2) in shares comprising a majority of the Applicant’s Stock, and any other shares in the Licensee acquired by the Successful Applicant, for a further period of three years from such date.
- 14.7 If the Successful Applicant is a Consortium, each of its members shall retain the whole (direct and indirect) legal and beneficial interest in all the Applicant’s Stock subscribed by it until at least 30 June 2010. In addition, the Operator will be required to retain the whole legal and beneficial interest in shares comprising a majority of the Applicant’s Stock and any other shares in the Licensee acquired by the Successful Applicant, for a further period of three years from such date.
- 14.8 In the case where the Applicant (or, where applicable, any of its constituent members) has formed one or more holding companies to hold its Applicant’s Stock, the restrictions on disposal of Applicant’s Stock set out in Sections 14.6 and 14.7 shall also apply to the securities of such holding companies.

PART D: GENERAL

15. Definitions

The attention of Applicants is drawn to page (ii) of this document which sets out the terms defined in this MAP.

16. Legal and Regulatory Framework

All participants in the Mobile Licensing Process are expected to have reviewed and, where necessary, sought expert legal advice on all sector-specific and other legislation applicable to the provision of telecommunications networks and services and the conduct of business in the State of Qatar, as well as any other pertinent legal instruments.

17. Terms and Conditions

- 17.1 ictQATAR reserves the right, at its sole discretion, to take any action, including issuing addenda to amend, alter or clarify this MAP and other documents issued or to be issued by ictQATAR in connection with the Mobile Licensing Process, which it considers necessary to ensure that such process occurs in a fair, open and transparent manner and in accordance with the laws of the State of Qatar.
- 17.2 ictQATAR may, at its sole discretion, extend the date for submission of Applications, reject any and all, or parts of any and all Applications, re-publish this MAP, postpone or cancel, at any time, the Mobile Licensing Process or waive any irregularities in this MAP or in any Application received.
- 17.3 Neither the State of Qatar nor any of its agencies, employees, representatives, advisers or consultants, including ictQATAR and its Advisors, shall incur any liability whatsoever to any Applicant or any of its respective consortium members, owners or shareholders or any other person by reason of any decision made or action taken by ictQATAR, its employees or Advisors in connection with the evaluation or disqualification of an Application or the carrying out or termination of the Mobile Licensing Process (or any part thereof) for any reason.
- 17.4 It is the responsibility of any interested party to make inquiries and clarify any matters in doubt in respect of this MAP with ictQATAR in accordance with the procedure set out in Section 11. Pre-qualified candidates agree and acknowledge that in receiving this MAP and submitting any Application, they have relied entirely on their own knowledge and inquiries and not on any warranties or representations made or purportedly made to them by or on behalf of ictQATAR.
- 17.5 ictQATAR may, for any reason and at any time, prior to the Closing Date, modify this MAP. All pre-qualified candidates shall be notified in writing within 5 days of such amendments, which shall be immediately binding. ictQATAR may extend the final deadline for the submission of Applications.
- 17.6 Without prejudice to any other provision of this Section 17, if, in ictQATAR's opinion, no Application is considered acceptable, ictQATAR reserves the right not to grant the Q2 Mobile License. In this case, all Applicants will be notified and all MAP Bonds returned and ictQATAR shall have no liability in respect thereof.
- 17.7 Applicants shall not disclose the provisions of their Applications (or any part thereof) to third parties other than to their advisors who have committed to maintain the confidentiality of such information.

18. Communications

All communications with ictQATAR relating to the Mobile Licensing Process must be in writing. All communications relating in any way to this MAP or the Mobile Licensing Process should be submitted:

- (1) by e-mail to clarification@ict.gov.qa; or
- (2) by hand or by courier to:
The Licensing Committee
The Supreme Council of Information and Communication Technology (ictQATAR)
Al Mirqab Tower, 4th floor
Corniche Road
Doha
Qatar.

Doha
8 July 2007

SCHEDULE I

Fee Proposal

To: The Supreme Council of Information and Communication Technology (**ictQATAR**)
P O Box 23264
Doha
Qatar

Re: [Name & address of Applicant]

[Insert Date]

Dear Sirs,

Re: Mobile License Application Procedures for a License to Provide Public Mobile Networks and Services in the State of Qatar ("MAP")

We, [name of Applicant] offer the cash amount of [*amount in words*] Qatari Riyals (QAR [*amount in figures*]) as the upfront fee which we would procure to be paid by the Licensee to ictQATAR for the grant of the premium mobile service opportunity in connection with the grant of the Q2 Mobile License.

We, [name of Applicant], confirm that:

1. this is our Fee Proposal and forms part of our Application submitted in compliance with Section 7 of the MAP; and
2. this Fee Proposal is irrevocable, made without qualification and is not subject to any condition of any kind.

Capitalised terms in this Fee Proposal have the meanings given to them in the MAP.

Yours faithfully,

[Signature of Authorised Signator[y/ies]]

[Name of Authorised Signator[y/ies]]

[Name of Applicant]

[Date]

SCHEDULE II

Part 1: Experience in Operating Facilities-Based Public Mobile Networks

| | |
|----------------|--|
| APPLICANT NAME | |
|----------------|--|

Please provide the following information for the top 10 (by subscriber base size) countries where the operator currently operates and manages a mobile network. Response must be ranked by subscriber base size.

| OPERATOR NAME | COUNTRY OF OPERATION | LICENSE AWARD DATE MM/YYYY | SERVICE LAUNCH DATE ¹ | OPERATOR EQUITY STAKE | DOES OPERATOR HAVE MANAGEMENT CONTROL? | IF YES , DESCRIBE DE FACTO DEGREE OF CONTROL | NUMBER OF MOBILE PLAYERS IN MARKET AT ENTRY | GREENFIELD ² OR ACQUISITION? | IF ACQUISITION DEMONSTRATE RETENTION OF ROLL OUT SKILLS | NUMBER OF ACTIVE ³ SUBSCRIBERS AT END OF Q1 2007 | NUMBER OF MOBILE PLAYERS IN MARKET AT END OF Q1 2007 | MARKET SHARE ⁴ AT END OF Q1 2007 | SOURCE OF MARKET SHARE INFORMATION |
|---------------|----------------------|-------------------------------|----------------------------------|-----------------------|--|--|---|---|---|---|--|---|------------------------------------|
| | | | | | | | | | | | | | |
| | | | | | | | | | | | | | |
| | | | | | | | | | | | | | |
| | | | | | | | | | | | | | |
| | | | | | | | | | | | | | |

¹ The date on which the Operator first offered a licensed service to the general public on a commercial basis.

² Specify whether facilities-based public mobile telecommunications network was originally established, installed, operated and rolled out by Operator (either directly or through a majority-controlled subsidiary at the time) or whether such network was acquired subsequently (either directly or through the purchase of any subsidiary or business)

³ An active subscriber is a subscriber who has made a call, received a call, topped up or paid its subscription within the last 90 days.

⁴ Number of active SIMs of operator / Total active SIMs in market

Part 2: Experience In Offering 2G+ Technologies

Please complete the following template for each country (top 10 by population coverage of 2G+ mobile technologies) where 2G+ mobile technologies are provided

| | |
|----------------|--|
| APPLICANT NAME | |
|----------------|--|

| OPERATOR | COUNTRY | PERCENTAGE OF POPULATION COVERED BY THE 2G+ NETWORK | SPECIFY TECHNOLOGY (2.5G, 3G, 3.5G, ETC) AND RADIO INTERFACE |
|----------|---------|---|--|
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |

Part 3: Experience in Offering 2G+ Services

Please complete the following template for each country (top 10 by subscriber base size) where 2G+ services are provided

| | |
|----------------|--|
| APPLICANT NAME | |
|----------------|--|

| | | | | | | | |
|---------------|--|---------|--|---|--|--|--|
| OPERATOR NAME | | COUNTRY | | NUMBER OF ACTIVE ⁵ SUBSCRIBERS AT THE END OF Q1 2007 | | NUMBER OF ACTIVE SUBSCRIBERS IN MARKET AT THE END OF Q1 2007 | |
|---------------|--|---------|--|---|--|--|--|

| SERVICE CATEGORY | NAME OF SERVICE | DESCRIPTION | LAUNCH DATE MM/YYYY | NUMBER OF ACTIVE ⁶ SUBSCRIBERS TO SERVICE AT END OF Q1 2007 | COMMENTS |
|---|-----------------|-------------|------------------------|--|----------|
| Messaging services (e.g. MMS, picture messaging) | | | | | |
| Data connectivity (e.g. varying broadband connection speeds from 128Kbps and upwards, internet access) | | | | | |
| Multimedia (e.g. mobile TV services, video download/upload, generic content download/upload, music services) | | | | | |
| Gaming (e.g. downloads, online gaming) | | | | | |
| Push services (e.g. blackberry) | | | | | |
| IP based services (e.g. VoIP) | | | | | |
| Other (e.g. location based services, instant messaging) | | | | | |

⁵ An active subscriber is a subscriber who has made a call, received a call, topped up or paid and did not cancel its subscription within the last 90 days

⁶ Customers who used this service within Q1 2007

Part 4: Proposed Network Roll Out Plan

| | |
|----------------|--|
| APPLICANT NAME | |
|----------------|--|

| COVERAGE ⁷ | | BOND RECOVERY ⁸ AMOUNT (QAR MILLION) | PROPOSED TIMING FROM LICENSE AWARD DATE (MONTHS) |
|-----------------------|------------------------|---|--|
| POPULATION | GEOGRAPHIC | | |
| 80% | - | 15 | |
| 95% | All major road | 35 | |
| 98% | All paved road | 60 | |
| 100% | 100% of state of Qatar | 40 | |
| | Total | 150 | |

| COVERAGE | | PLEASE PROVIDE AN OVERVIEW OF NETWORK ROLL OUT PLAN (E.G. NUMBER OF BASE STATIONS, TYPE OF BASE STATIONS, NUMBER OF INDOOR COVERAGE UNITS ETC.) | | MINIMUM MEDIAN SIGNAL STRENGTH INDOOR (DBM) | MINIMUM MEDIAN SIGNAL STRENGTH OUTDOORS (DBM) |
|------------|------------------------|---|--|---|---|
| POPULATION | GEOGRAPHIC | | | | |
| 80% | - | | | | |
| 95% | All major road | | | | |
| 98% | All paved road | | | | |
| 100% | 100% of state of Qatar | | | | |
| | Total | 150 | | | |

⁷ - See final version of Q2 Mobile License Annexure G

⁸ - See final version of Q2 Mobile License Annexure K, Section 3, Table A

Part 5: Infrastructure Offered Within 3 Years of Grant Date and Technology Bond

| | |
|-----------------------|--|
| APPLICANT NAME | |
|-----------------------|--|

| MOBILE TECHNOLOGY | RADIO INTERFACE (E.G. UMTS, HSPA ETC.) | PROPOSED POPULATION COVERAGE (PERCENT) | EXPECTED NUMBER AND TYPE OF BASE STATIONS | OFFERED BOND AMOUNT(QAR MILLION) |
|-------------------|--|--|---|----------------------------------|
| 2G | | | | |
| 2.5G | | | | |
| 3.0G | | | | |
| 3.5G | | | | |
| Other | | | | |

Please provide proposed coverage map for the State of Qatar highlighting areas covered by each technology

Part 6: Products and Services To be Offered Within 3 Years of Grant Date

| PROPOSED LIST OF PRODUCTS AND SERVICES | BRIEF DESCRIPTION | 1 ST YEAR AFTER AWARD | 2 ND YEAR AFTER AWARD | 3 RD YEAR AFTER AWARD |
|--|-------------------|----------------------------------|----------------------------------|----------------------------------|
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

Part 7: Pro-Forma Financials 2008-2012

| METRICS | 2008 | 2009 | 2010 | 2011 | 2012 | CAGR 2008—12 |
|---|------|------|------|------|------|--------------|
| Financial metrics | | | | | | |
| • NET REVENUES, QAR MILLION | | | | | | |
| -- VOICE, QAR MILLION | | | | | | |
| -- DATA, QAR MILLION | | | | | | |
| -- OTHER, QAR MILLION | | | | | | |
| • OPERATING EXPENSES, INCLUDING ALL FEES, QAR MILLION | | | | | | |
| • EBITDA, QAR MILLION | | | | | | |
| -- EBITDA MARGIN, % | | | | | | |
| • CAPITAL EXPENDITURE, QAR MILLION | | | | | | |
| • WORKING CAPITAL ⁹ QAR MILLION | | | | | | |
| • DEBT-EQUITY RATIO | | | | | | |
| OPERATIONAL METRICS | | | | | | |
| • MARKET SHARE – EOP ¹⁰ , % | | | | | | |
| • ARPU - AOP ¹¹ , QAR/ MONTH | | | | | | |
| -- VOICE, QAR/MONTH | | | | | | |
| -- DATA, QAR/MONTH | | | | | | |
| -- OTHER, QAR/MONTH | | | | | | |
| OTHER ASSUMPTIONS | | | | | | |
| • POPULATION – EOP, '000 | | | | | | |
| • PENETRATION — EOP, % | | | | | | |

⁹ Excluding license fee

¹⁰ End of period

¹¹ Average of period

Part 8: Operator Control and Commitment

| | |
|----------------|--|
| APPLICANT NAME | |
|----------------|--|

1) SHARE AND ROLE OF EACH CONSORTIUM MEMBER

| CONSORTIUM MEMBER | EQUITY SHARE OF THE LICENSEE (IN APPLICANT'S STOCK) | ROLE OF THE MEMBER IN THE CONSORTIUM |
|-------------------|--|--------------------------------------|
| | | |
| | | |
| | | |

2) CONSORTIUM MEMBERS' RIGHTS TO APPOINT BOARD MEMBERS OF THE LICENSEE¹²

| CONSORTIUM MEMBER | NUMBER OF BOARD SEATS ASSIGNED TO MEMBER | COMMENTS |
|-------------------|--|----------|
| | | |
| | | |
| | | |

3) LIST AND ATTACH ANY AGREEMENTS BETWEEN OPERATOR AND OTHER CONSORTIUM MEMBERS

| |
|--|
| |
|--|

¹² Or other arrangements having the same effect, such as any commitment by the consortium members to the effect that one of the members will have unconditional or conditional support from the other members, and any conditions of such commitment

4) PROPOSED INDIRECT HOLDINGS

If the Applicant proposes to hold Applicant's Stock through one or more separate legal entities:¹³

| HOLDING ENTITY | EQUITY OWNERSHIP OF HOLDING ENTITY | PROPORTION OF APPLICANT'S STOCK TO BE HELD |
|----------------|------------------------------------|--|
| | | |
| | | |
| | | |

¹³ The documentation to be supplied by the Applicant should include the articles of incorporation, by-laws and all agreements among shareholders and shall be sufficient to demonstrate that the restrictions on disposal of shares and equity interests set out in Sections 14.6 or 14.7 (as the case may be) are applicable to the shares or other equity interests in such entities.

SCHEDULE III

MAP Bond

To: The Supreme Council of Information and Communication Technology (**ictQATAR**)
P O Box 23264
Doha
Qatar

Re: [Name & address of Applicant]

[Insert Date]

Dear Sirs,

Re: Mobile License Application Procedures for a License to Provide Public Mobile Networks and Services in the State of Qatar ("MAP")

In connection with the Application made by *[insert name of Applicant]* for the Q2 Mobile License to provide mobile networks and telecommunications services to the public in the State of Qatar pursuant to the MAP, we, [Name of Issuing Bank], hereby unconditionally and irrevocably undertake to pay you the sum of QAR 200,000,000 (two hundred million) Qatari Riyals in accordance with the following:

1. we shall pay you immediately upon your written demand and irrespective of any objection by the Applicant or other party such amount or amounts as you may demand not exceeding in the aggregate the above mentioned amount, by transfer to your account at any bank in the State of Qatar or in any other manner acceptable to you;
2. all payments made based on your demand shall be free and clear of, and without any present or future deduction for payment of, any taxes, levies, duties, charges, fees deductions or withholding of any nature whatsoever and by whomsoever imposed;
3. the undertakings contained in this bond constitute direct and fundamental obligations of ours and are unconditional and irrevocable. We shall not be excused from any or all of these obligations for any reason or reasons of whatever nature or source, such as change in the conditions of the Mobile Licensing Process or extension thereof or change in the scope or nature of work to be performed, or any omission, act or proceeding by you or by a third party which would excuse or discharge us from the obligations and liabilities stated in this bond;
4. this bond shall remain valid and in full force and effect until [•] pursuant to the conditions of this bond. If you provide us with a written and signed notice on or before the date specified for the expiration of this bond (or any subsequent extensions pursuant to the conditions hereof) that we should extend the bond, we shall:

- (a) automatically extend this bond for the required period (provided that it does not exceed 365 days) from the original date of the bond or from the expiration date of any subsequent extensions, as specified in the extension request; or
 - (b) pay you the value of the bond;
5. we represent and confirm that the amount of this bond does not exceed twenty per cent. (20%) of the total paid-up capital and reserves of the bank; and
6. any dispute with respect to this bond shall be resolved exclusively by the competent authorities in the State of Qatar and according to the Qatari laws, regulations, decrees, orders, decisions, rules and instructions.

Yours faithfully,

[Signature of Authorised Signator[y/ies]]

[Name of Authorised Signator[y/ies]]

[Name of Issuing Bank]

[Date]

SCHEDULE IV

Deliberately left Blank

SCHEDULE V

Bank Letter

To: The Supreme Council of Information and Communication Technology (**ictQATAR**)
P O Box 23264
Doha
Qatar

Re: [Name & address of Applicant]

[Insert Date]

Dear Sirs,

Re: Mobile License Application Procedures for a License to Provide Public Mobile Networks and Services in the State of Qatar (“MAP”)

We, *[insert name and address of bank]*, understand that *[.....]* / [a Consortium comprised of *[insert names of Consortium members]* (the “**Applicant**”)] intends to make an application for the Q2 Mobile License in the State of Qatar.

Based on our thorough review of the following, we are confident that the licensee will have sufficient access to funding to meet its peak financing requirements during the first five years of the business plan, inclusive of the proposed upfront payment for premium mobile service opportunity:

- the fee for premium mobile services opportunity offered by the Applicant;
- any other License or Spectrum fees which the Licensee is required to pay upfront (see final revision of Q2 Mobile License);
- the Pre-Qualification Requirements And Procedures for Parties Interested in Applying for a License to Provide Mobile Networks and Services in the State of Qatar (the MPQ);
- the MAP;
- the Applicant’s Application for the grant of the Q2 Mobile License including the business plan for the establishment of a mobile operation in the State of Qatar;
- the financial resources available to the Applicant to meet its coverage obligations under the terms of the Q2 Mobile License; and
- our assessment of the Applicant’s ability to raise financing in the domestic and international debt capital markets for the establishment of the mobile operation in the State of Qatar.

Our review and assessment is based on the information that was available to us at this date, and is subject to various conditions. These include no substantial delays in the license award process, execution of documentation in satisfactory form, satisfactory conditions in the domestic and international debt capital markets, and no change in the terms of the license to be issued.

This letter is not intended to create legal relations between us and is not a commitment to provide financing to the Applicant.

This letter is governed by the laws of the State of Qatar and the courts of the State of Qatar shall have exclusive jurisdiction to settle any disputes arising out of or in connection with this letter. The parties accordingly submit to the exclusive jurisdiction of the courts of the State of Qatar.

Please do not hesitate to contact us if you have any questions.

Yours faithfully,

[Signature of Authorised Signator[y/ies]]

[Name of Authorised Signator[y/ies]]

[Name of Issuing Bank]

[Date]

SCHEDULE VI

Cover Letter

From: [Name & address of candidate]

To: The Supreme Council of Information and Communication Technology (**ictQATAR**)
P O Box 23264
Doha
Qatar

[Insert Date]

Dear Sirs,

Application

Mobile License Application Procedures for Pre-Qualified Candidates Wishing to Apply for a License to Provide Public Mobile Networks and Services in the State of Qatar ("MAP")

1. We, [*name of candidate*] / OR [the undersigned members of the consortium [*insert name of consortium*] (the "**Consortium**")], having pre-qualified under the MPQ on [*date*], hereby submit our Application in accordance with the procedures, requirements and instructions set out in Part B of the MAP.
2. We confirm that all information provided in our Response to the MPQ dated [●] ("**Response**") remains true, complete and accurate in all respects, save as set out in paragraph 3 below.
3. We provide full details of all changes to the information provided in our Response, and full details of events and matters which may lead to our no longer satisfying any requirement of the MPQ for any reason, as follows:
4. [*If candidate is an individual Operator*] We hereby declare that we will not become, or seek to become, involved with any other candidate or any other Consortium at any time during the Mobile Licensing Process.

[*If candidate is a Consortium and such declaration not already made in Response to MPQ*]
Each Member hereby declares that our involvement in the Mobile Licensing Process is unique to the Consortium and that we will not seek or become involved with any other candidate at any time during the Mobile Licensing Process.

5. [We] [Each Member] hereby confirm[s] that both we and our affiliates continue to comply in full with all stipulations set out in Section 5.1(4) of the MPQ [save in respect of the following:

[*set out details of current non-compliance*].

[We] [Name of Relevant Member(s)] undertake[s] that, in the event we are [a member of] the Successful Applicant, we will take such action as is necessary so as to ensure compliance with all the stipulations set out in Section 5.1(4) of MPQ prior to the issuance of the Q2 Mobile License.]

6. [We] [Each Member] hereby undertake[s] that, in the event [we are] [the Consortium is] the Successful Applicant for the Q2 Mobile License, we will
 - (i) procure the satisfaction of all legal and regulatory requirements relating to the incorporation and capitalisation of the Licensee;

- (ii) comply with all the requirements as to creation, issue and allocation of the equity of the Licensee and the listing of its stock on the Qatari Stock Exchange;
 - (iii) comply and procure compliance by the Licensee with the obligations regarding payment of fees, delivery of guarantees and other payment obligations; and
 - (iv) comply and procure compliance by the Licensee in all other respects with all the obligations and requirements set out in, and as more particularly described in, Sections 13 and 14 of the MAP.
7. [We] [Each Member] hereby undertake[s] that, in the event [we are] [the Consortium is] the Successful Applicant for the Q2 Mobile License, we will procure that the Licensee shall not amend the Mandated Provisions, or change the Articles in any way so as to detract from or minimise or negate the effect of the Mandated Provisions, without the consent of ictQATAR during the term of five years from the Grant Date.
 8. [We] [Each Member] hereby undertake[s] to comply in all respects with the laws of the State of Qatar in connection with the Mobile Licensing Process.
 9. [We] [Each Member] hereby [certify] [certifies] that all the information provided in this Application is true, accurate and complete. We agree to be bound by the information provided and commitments made in our Application.
 10. We have duly completed this letter and enclose herewith in the following order:
 - (a) a duly completed compliance checklist in the form and in accordance with the directions set out in SCHEDULE IX;
 - (b) two originals of the Fee Proposal, enclosed in separate sealed envelopes in the form set out in SCHEDULE I;
 - (c) the Evaluation Information;
 - (d) the Supporting Documents;
 - (e) original powers of attorney or other authorisations clearly evidencing the authority of each signatory to sign this Cover Letter and the other documents to be filed with the Application which require signature;
 - (f) up to date contact information for the Applicant in the form set out in SCHEDULE X;
 - (g) all documents and information required to be supplied pursuant to the MPQ but which we have not yet so supplied, or which have been updated or modified in any way since our submission to ictQATAR as part of our Response to the MPQ; and
 - (h) [list of all other information concerning the Applicant and its Application which the Applicant considers may be relevant and is attaching to the Application.]
 11. We confirm our agreement to the terms and conditions and provisions of the MAP, and agree that in the event of discrepancy between this letter and the MAP, the MAP shall prevail.

12. For the avoidance of doubt:

- (a) in this letter, words and expressions shall have the same meanings as are given to them in the MAP; and
- (b) this letter and all other documents comprising our Application shall be governed by and construed in accordance with the laws of the State of Qatar.

Yours faithfully

.....
[Name]
[Position]
Duly authorized signatory of [name
of Candidate]

.....
[Name]
[Position]
Duly authorized signatory of [name
of Candidate]

**OR, IF A CONSORTIUM/
[Name of Member 1]**

.....
[Name] [Name]
[Position] [Position]
Duly authorized signatory of [Member 1] Duly authorized signatory of [Member 1]

[Name of Member 2]

.....
[Name] [Name]
[Position] [Position]
Duly authorized signatory of [Member 2] Duly authorized signatory of [Member 2]

[Repeat for each other Member]

SCHEDULE VII

Mandated Provisions (to be forwarded separately)

SCHEDULE VIII

Payment Guarantee

To: The Supreme Council of Information and Communication Technology (ictQATAR)
P O Box 23264
Doha
Qatar

Re: [Name & address of Applicant]

[Insert Date]

Dear Sirs,

Re: Mobile License Application Procedures for a License to Provide Public Mobile Networks and Services in the State of Qatar ("MAP")

In connection with the offer made by *[insert name of Applicant]* as the upfront fee (the "Fee"), which *[insert name of Applicant]* would procure to be paid by the Licensee to ictQATAR for the grant of the premium mobile service opportunity in connection with its Application for the Q2 Mobile License to provide mobile networks and telecommunications services to the public in the State of Qatar pursuant to the MAP, we, *[Name of Issuing Bank]*, hereby unconditionally and irrevocably undertake to pay you the sum equal to 40% of the amount of the Fee (the "Payment Guarantee") in accordance with the following:

1. we shall pay you immediately upon your written demand and irrespective of any objection by the Applicant or other party such amount or amounts as you may demand not exceeding in the aggregate the above mentioned amount, by transfer to your account at any bank in the State of Qatar or in any other manner acceptable to you;
2. all payments made based on your demand shall be free and clear of, and without any present or future deduction for payment of, any taxes, levies, duties, charges, fees deductions or withholding of any nature whatsoever and by whomsoever imposed;
3. the undertakings contained in this Payment Guarantee constitute direct and fundamental obligations of ours and are unconditional and irrevocable. We shall not be excused from any or all of these obligations for any reason or reasons of whatever nature or source, such as change in the conditions of the Mobile Licensing Process or extension thereof or change in the scope or nature of work to be performed, or any omission, act or proceeding by you or by a third party which would excuse or discharge us from the obligations and liabilities stated in this Payment Guarantee;
4. this Payment Guarantee shall remain valid and in full force and effect until [●] pursuant to the conditions of this Payment Guarantee. If you provide us with a written and signed notice on or before the date specified for the expiration of this Payment Guarantee (or any subsequent extensions pursuant to the conditions hereof) that we should extend the Payment Guarantee, we shall:
 - (a) automatically extend this Payment Guarantee for the required period (provided that it does not exceed [365] days) from the original date of the Payment Guarantee or from the expiration date of any subsequent extensions, as specified in the extension request; or

- (b) pay you the value of the Payment Guarantee;
5. we represent and confirm that the amount of this Payment Guarantee does not exceed twenty per cent. (20%) of the total paid-up capital and reserves of the bank; and
6. any dispute with respect to this Payment Guarantee shall be resolved exclusively by the competent authorities in the State of Qatar and according to the Qatari laws, regulations, decisions, rules and instructions.

Yours faithfully,

[Signature of Authorised Signator[y/ies]]

[Name of Authorised Signator[y/ies]]

[Name of Issuing Bank]

[Date]

SCHEDULE IX

Compliance Checklist

To: The Supreme Council of Information and Communication Technology (**ictQATAR**)
P O Box 23264
Doha
Qatar

Re: [Name & address of Applicant]

[Insert Date]

Dear Sirs,

Re: Mobile License Application Procedures for a License to Provide Public Mobile Networks and Services in the State of Qatar ("MAP")

Note: Where the Applicant is compliant, no additional notes or reservations shall be added. In any case where the Applicant is not fully compliant with one or more of the following criteria a full explanation must be provided. Note that this compliance checklist is merely a summary of the MAP requirements, and in the case of any contradiction between the contents of the MAP and the contents of this checklist, the MAP shall prevail.

| Application Check-List | Compliant (yes/no) | Reference to page numbers in the Application |
|--|-----------------------|--|
| Cover Letter (Section 8.1) i. Cover Letter Form (Schedule VI) ii. Power of Attorney authorizations iii. Contact Details (Schedule X) | | |
| Evaluation Stage (Section 4.2) i. Evaluation Information (Section 5.3) Supporting Documents (Section 6) ii. MAP Bond (Section 6.1 as described in Schedule III) iii. Management Agreement (Section 6.2) iv. Bank Letter (Section 6.3) v. Articles (Section 6.4 as described in Schedule VII) | | |
| Auction Stage (Section 4.3) i. Fee Proposal (Section 7 as described in Schedule I) | | |

[Signature of Authorized Signator[y/ies]]
[Name of Authorized Signator[y/ies]]
[Name of Applicant]
[Date]

SCHEDULE X

Contact Details

Mobile License Application Procedures for a License to Provide Public Mobile Networks and Services in the State of Qatar

1. Applicant Details

| | |
|--|--|
| <i>Name of Operator/Candidate</i> | |
| <i>Names of current members of Candidate consortium, if applicable</i> | |

2. Contact Details

Please give details of two individuals who may be contacted as the Applicant's authorized representatives in all matters connected with the Licensing Process. Please give main contact person first.

| <i>Name</i> | <i>Address</i> | <i>Telephone No.</i> | <i>Fax No.</i> | <i>Email Address</i> |
|-------------|----------------|----------------------|----------------|----------------------|
| | | | | |
| | | | | |

3. Signatory

| | |
|-------------------------------|--|
| <i>Signature</i> | |
| <i>Name</i> | |
| <i>Position and Authority</i> | |
| <i>Date</i> | |