

**An Invitation to Tender for a
National Fixed Wireless Services (NFWS) License**

**An invitation to tender for a National
Fixed Wireless Services (NFWS) License**

AN INVITATION TO TENDER PREPARED BY THE
TELECOMMUNICATIONS REGULATORY
AUTHORITY

12 November 2006

Issue 2

Purpose: This document sets out the rules for the auction of two National Fixed Wireless Services Licenses in the 3.5 GHz frequency band.



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1 Invitation

This document, together with its Annexes, is an Invitation to Tender (ITT) for the grant of two (2) National Fixed Wireless Services (NFWS) licenses to be used for the provision of Fixed Wireless Access (FWA) in the Kingdom of Bahrain.

1.1 THE AWARDING BODY

The Telecommunications Law of the Kingdom of Bahrain (issued through Legislative Decree No. 48 in October 2002) (the “Telecommunications Law”) is the principal law that regulates telecommunications markets. The Telecommunications Law established the Telecommunications Regulatory Authority (TRA) as an independent regulatory authority overseeing the telecommunications sector.¹ The TRA is the awarding body that will grant the NFWS Licenses and Frequency Licenses.

1.2 THE LICENSES

1.2.1 The TRA intends to grant two (2) National Fixed Wireless Services (NFWS) licenses in the 3.5 GHz band to be used for the provision of certain services via Fixed Wireless Access (FWA) in the Kingdom of Bahrain. These licenses are referred to as the NFWS Licenses. Each of the NFWS Licenses will be awarded for an initial period of fifteen (15) years.

1.2.2 Each NFWS License will confer on its respective licensee an associated Frequency License, granting rights to the use for the purposes of providing services through FWA, of frequency spectrum as described below:

Frequency License I: 3410 MHz – 3455 MHz paired with 3500 MHz – 3545 MHz

Frequency License II: 3455 MHz – 3500 MHz paired with 3545 MHz – 3590 MHz

¹ A copy of the Telecommunications Law can be obtained from the TRA’s website (www.tra.org.bh). Parties should note that the Arabic version of the Telecommunications Law is the official text. Bidders must therefore rely only on the official Arabic version of the Telecommunications Law.

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- 1.2.3 In this document references to the “NFWS License” or “License” refer to the license authorizing the provision of certain services through FWA and references to “Frequency License” refer to the associated frequency license.
- 1.2.4 The rights and obligations of the Licensee are set out in the NFWS License and the associated Frequency License. The form of each of these licenses is included in this ITT at Annexes 2 and 3 respectively.
- 1.2.5 Taking into account the working language of the panel of experts, the primary language for communications between the Bidders and the TRA on all matters pertaining to the Auction and the award of the Licenses shall be English.
- 1.2.6 Parties who wish to bid for an NFWS License on the basis set out above shall present a Bid in accordance with this Invitation to Tender (ITT) and each of the Annexes thereto. Successful Bidders will be selected according to the rules set out below.

1.3 LICENSE AWARD METHOD

- 1.3.1 Award of the Licenses for the provision of FWA services will, as approved by the Board of Directors of the TRA during their meeting of July 6, 2006, be by way of an auction. The auction will be a pay-as-bid, sealed bid auction.

1.4 PROVISIONAL TIMETABLE

- 1.4.1 A provisional timetable is presented in Table 1. Times in the table refer to local time in the Kingdom of Bahrain. The TRA reserves the right to amend the list of items and/or the timing of any or all elements of the Auction by public notice prior to change.

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Item	Provisional dates and times where applicable
Deadline for receipt of questions on the ITT. <i>Parties must submit Registration Documentation in order to ask questions</i>	17.00, October 19, 2006
Latest date by which the TRA will respond to questions on the ITT.	November 7, 2006
Deadline for the receipt of Bids and for the TRA to announce the composition of the panel of external experts.	14.30, November 28, 2006
Evaluation of Qualification Documentation. TRA to inform Qualified Bidders that their Financial Bids will be considered.	November 29 – December 11, 2006
Publication of list of Bidders and their Associates.	November 30, 2006
Notification of any Material Interest in an Opposing Party or confirmation from Bidders that they do not have such a Material Interest.	17.00, December 4, 2006
TRA to open Financial Bids.	11.00, December 13, 2006
Deadline for receipt of evidence of incorporation of Bidder, if required, and payment of required fee.	January 7, 2007
NFWS and Frequency Licenses granted by the TRA.	January 8, 2007
Table 1: Provisional time schedule for the award of NFWS Licenses	

1.5 CONSTRUCTION OF THIS DOCUMENT

1.5.1 Unless otherwise specified, all terms are used in the ITT as defined in Annex 1. Where a term is used that is not defined in Annex 1 it shall have its natural meaning.

1.5.2 Headings in this ITT are only for guidance and do not form part of it.

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1.5.3 The Rules set out in this ITT are binding. In addition, this document contains guidance to Bidders on a number of aspects of the Auction. Such guidance is not binding. Guidance is shown in italics and within text boxes.

1.6 AMENDMENTS TO THE AUCTION RULES

1.6.1 The TRA may suspend, postpone, modify or cancel the Auction and this ITT at any time. In the event that the TRA changes the ITT within five (5) Working Days of the announced Bid Submission Date, the TRA shall announce a revised Bid Submission Date no earlier than five (5) Working Days from the change.

1.6.2 Parties that have registered under Clause 2.2.1 will be notified by the TRA if any changes are made to the Auction Rules. However, it is the responsibility of interested parties and Bidders to check the Website to ensure that they are aware of the current version of the Auction Rules, including the related amendments, if any.

1.7 DISCLAIMER

1.7.1 Each Bidder should conduct its own independent investigation, due diligence, translation and analysis of all relevant facts and conditions, including the information provided in this ITT, and in particular of the NFWS and Frequency License terms attached at Annexes 2 and 3 and the Telecommunications Law.

1.7.2 Irrespective of the result of this Auction, the Bidder shall bear all costs incurred by it and for it in connection with the preparation and submission of the Bid. Except as expressly provided herein, the TRA will not reimburse any such costs.

1.7.3 This ITT is not an offer or undertaking, express or implied, by the TRA or by any other person to grant any License.

1.7.4 The TRA has no liability to Bidders, Consortium members, Prospective Licensees or other interested parties whether for any actual or anticipated costs or direct or indirect losses, including but not limited to direct or indirect loss of profits.

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1.8 GOVERNING LAW

This ITT and any License that may be granted as a result of the Auction shall be governed by the laws of the Kingdom of Bahrain and, notwithstanding any provisions of the Telecommunications Law, subject to the exclusive jurisdiction of the courts of the Kingdom of Bahrain.

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2 Rules for the Award of NFWS License

2.1 INTRODUCTION

2.1.1 The rules as set out in this document together with any changes notified by the TRA in accordance with these rules, shall have precedence over any prior description of the award process including but not limited to that in the TRA's Information Memorandum published on 29 August 2006.

2.2 REGISTRATION

2.2.1 A party wishing to ask questions about this ITT or to bid must register. Registration is conditional upon:

- (a) the party delivering the registration form (Form A in Annex 4 to this ITT), duly completed, to the TRA; and
- (b) payment of the Registration Fee of BD 2,000 being duly received by the TRA,

2.2.2 either in advance of the Bid Submission Date or as part of its Qualification Documentation submitted to the TRA on the Bid Submission Date in accordance with Clause 2.6.1 to 2.6.3.

2.2.3 A unique alpha-numeric password will be provided by the TRA to the registered party following receipt by the TRA of the registration form and the Registration Fee and will be sent to each registered party by means of a fax to a fax number specified by the registered party. This password should be quoted in all subsequent correspondence from the registered party to the TRA.

2.2.4 A registered party is not required to bid in the Auction. However, no response will be given to questions on the ITT and no Bid will be considered complete from any person that has not registered.

2.2.5 Registration forms submitted to the TRA in advance of the Bid Submission Date relating to the ITT should be delivered in writing to the TRA at:

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Postal address: Telecommunications Regulatory Authority (TRA),
P.O. Box 10353,
Manama,
Kingdom of Bahrain.

Physical address: Telecommunications Regulatory Authority (TRA),
7th Floor,
TAIB Tower,
Manama,
Kingdom of Bahrain

2.2.6 The deadline for submission of questions on the ITT will be 17.00 on October 19, 2006. Questioners should indicate whether any questions or expected answers are considered confidential. The TRA does not have an obligation to respond to questions received after this date. Responses will be posted in writing to the questioner. Where the TRA considers that the information is material to other interested parties and not confidential to the asking party, it will post an anonymized version on the Website.

2.3 PAYMENT INSTRUCTIONS

2.3.1 A payment required by this ITT to be made in accordance with the Payment Instructions must be received in the TRA's bank account on or before the relevant date for payment whether by electronic transfer or check, with accompanying information which identifies the registering party.

2.3.2 Payments made by electronic transfer or check shall be made to the following bank account:

Bank	Bank of Bahrain and Kuwait (BBK)
Branch office	43 Government Avenue, P.O. Box 597, Manama, Kingdom of Bahrain

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Account name	Telecommunications Regulatory Authority (TRA)
Account number	1-0000005434-1
Swift Address	BBKUBHBM

2.3.3 It is the responsibility of the registering party to ensure that the bank they choose to use sends the money to the correct bank account as set out above and that the cleared funds are received by the TRA's bank on (or before) the correct date.

2.3.4 It is the responsibility of the person making the payment to meet any charges associated with the transfer of the funds such that the correct sum is received in the TRA's bank account. This will be net of any charges levied by the payer's own bank and by the TRA's receiving bank.

2.4 WHO CAN BID

2.4.1 A Bidder must be an incorporated legal entity. A Bidder may bid on behalf of itself, of an existing entity over which it has or will have control or of a yet-to-be-created entity (the Prospective Licensee).

2.4.2 A Bidder may not bid against an Opposing Party in which it has a Material Interest. An Opposing Party may be any of:

- (a) another Bidder; or
- (b) an Associate of another Bidder.

2.4.3 A Bidder has a "Material Interest" in an Opposing Party where either the Bidder, any of its Associates or any Sister Company of the Bidder or any of its Associates:

- (a) directly or indirectly holds or will hold ten per cent (10%) or more shares in the Opposing Party; or
- (b) may, by refusing their consent or acquiescence, prevent ten per cent (10%) or more of the votes entitled to be cast at a general meeting of the Opposing Party from being cast; or
- (c) directly or indirectly holds or will hold any shares in the Opposing Party and has or will have the ability to

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appoint or remove one or more directors of the Opposing Party; or

- (d) may by rights, contracts or any other means, having regard to the considerations of fact or law involved, exercise decisive influence on the Opposing Party, in particular by ownership or the right to use all or part of the assets of any undertaking, or rights or contracts which confer decisive influence on the composition, voting or decisions of the organs of an undertaking.

2.4.4 “Associate”, in relation to a given Bidder, means:

- (a) each member of the Bidder’s Consortium whose proposed shareholding in the Prospective Licensee of the Bidder is ten per cent (10%) or more;
- (b) the Bidder’s Prospective Licensee; or
- (c) the Parent of either the Bidder, the Bidder’s Prospective Licensee or a member of the Bidder’s Consortium whose proposed shareholding in the Prospective Licensee of the Bidder is ten per cent (10%) or more.

2.4.5 A person is a “Parent” of a company if it:

- (a) directly or indirectly holds more than half of the company’s share capital; or
- (b) is a member of the company and has the right to appoint or remove a majority of the board of directors.

2.4.6 A company is a “Sister Company” of the Bidder or of an Associate of the Bidder if a Parent of the Bidder or an Associate of the Bidder is also a Parent of it.

2.5 BIDS

2.5.1 A Bid is an offer made, on behalf of the Bidder’s Prospective Licensee, for either of the two NFWS Licenses under the Auction Rules. Bidders shall be bound by their Bids until the Effective Date.

2.5.2 Bids shall be submitted on the Bid Submission Date in accordance with the Delivery Instructions set out at Clause 2.6.1 to 2.6.3 inclusive. Any Bids not delivered in accordance with the Delivery Instructions may be rejected.

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2.5.3 A Bid shall comprise complete Qualification Documentation and a Financial Bid prepared in accordance with these Auction Rules.

2.6 DELIVERY INSTRUCTIONS

2.6.1 A Bid must be delivered by hand to the location as given in Clause 2.2.5 for which a receipt will be issued.

2.6.2 Without prejudice to the TRA's right to amend the timing of any or all elements of the Auction by public notice prior to change, the Bid Submission Date shall be November 28, 2006.

2.6.3 The Qualification Documentation and the Financial Bid must be submitted simultaneously. The Qualification Documentation and the Financial Bid must be placed in separate sealed non-transparent envelopes and must comply with the following directions:

- **Envelope containing the Qualification Documentation:** This envelope should be labeled as follows: “[Bidder name and, if available, registration password]: Qualification Documentation for the Auction of NFWS Licenses in the Kingdom of Bahrain and the award of Frequency Licenses in the 3.5 GHz spectrum. Not to be opened before 14.30 hrs on November 28th, 2006, or other date and time if the Bid Submission Date is revised”.
- The envelope containing the Qualification Documentation should contain one (1) original and five (5) copies of the Qualification Documentation. These should be clearly marked:
 - a. “Original”; and
 - b. “Copy No. 1 of 5” and so on.
- The envelope containing the Qualification Documentation should also include a copy of all the Qualification Documentation on a readable CD-Rom and all documents included in the CD-ROM should be in a format readable by a Microsoft Office Professional Edition 2003 program or be in Adobe Acrobat (.pdf) format. The CD-ROM should be clearly marked with the Bidder's name and, if available, registration password.

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- **Envelope containing the financial bid:** This should be a brown unmarked A4 envelope with a white A6 label on the outside marked with the following: “[Bidder name]: Financial Bid for the Auction of NFWS Licenses in the Kingdom of Bahrain and the award of the Frequency Licenses in the 3.5 GHz spectrum. Only to be opened on the Financial Bid Opening Day if the Bidder is a Qualified Bidder”.

Bids should be submitted between 10.00 and 14.30 on the Bid Submission Date. Upon submission, the Bidder should collect a receipt from the representative of the TRA present at the submission location.

2.7 CONTENTS OF THE BID: INTRODUCTION

2.7.1 A Bid must comprise each of:

- (1) The Qualification Documentation: comprising all of
 - (a) complete registration form or a registration password from the TRA evidencing that the Bidder has already registered with the TRA;
 - (b) complete Forms B-E and attachments; and
 - (c) the documentation and information described in Clauses 2.9.3 to 2.9.5 inclusive;

and

- (2) A Financial Bid comprising completed Form F and accompanying bank guarantees as specified in Clause 2.10.

2.7.2 No Bidder may disclose any information within its Qualification Documentation which in the reasonable opinion of the TRA may indicate the value of its Financial Bid or from which the value of the bid can reasonably be inferred. Any Bidder that does not adhere to this Rule will be disqualified from the Auction.

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2.8 CONTENTS OF THE BID: GENERAL RULES FOR COMPLETING THE FORMS

- 2.8.1 Bid Forms B-F are included at Annex 4 to this ITT. Each form may be completed either electronically or by hand in block capitals using black ink. Where the forms are completed electronically, the font size shall be no less than 10 pt.
- 2.8.2 In all cases an original signature is required on each Page of Bid Forms B-F from an Authorized Person whose notarized signature has been included as part of Form C. The signatures on all these forms will then be compared to the notarized copies in order that their authenticity can be confirmed.
- 2.8.3 Electronic signatures will not be accepted. All the original versions of the forms must therefore be printed and signed by hand in black ink. It is permissible to include photocopied signatures in the Forms included in the copies of the Qualification Documentation (i.e., those copies marked "Copy No. 1 of 5" and so on).
- 2.8.4 Where the Bidder is acting on behalf of a Consortium, it is the Bidder's responsibility to ensure that it is able to give the representations required by this ITT in relation to the other members of the Consortium.
- 2.8.5 If additional space is required in any Section of any Form, clearly marked additional pages should be attached to the Form in question. All additional pages should be marked with the Bidder's name and, if available, registration password, as well as the Section to which they refer, and should be signed by the Authorized Person.

2.9 CONTENTS OF THE BID: QUALIFICATION DOCUMENTATION

- 2.9.1 In the event that the Bidder has registered in advance of the Bid Submission Date, Qualification Documentation must include Bid Forms B-E. Guidance on completion of Forms B-E is included in the Forms themselves. These should include the Bidder's registration password in the appropriate parts of the forms.
- 2.9.2 In the event that the Bidder has not registered in advance of the Bid Submission Date, Qualification Documentation must

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also include the completed registration form (Form A) and evidence of payment of the Registration Fee.

2.9.3 A Bidder's Qualification Documentation must include a description of its viable business plan for offering telecommunications services using the NFWS License in the Kingdom of Bahrain. This should include, at a minimum:

- (a) a description of its proposed rollout strategy, including its plans to meet the minimum coverage obligation included in the NFWS License;
- (b) a description of its proposed deployment of technology;
- (c) a description of its proposed marketing strategy;
- (d) a description of its target level of market share and its strategy for achieving its market share;
- (e) a description of the elements of its business plan that rely on interconnection with other licensed operators and access to the networks of other licensed operators; and
- (f) a financial forecast showing overall revenues, capital expenditure and operating expenses. This should be shown for a minimum of the first three years of the NFWS License term. Capital expenditure should **not** include the proposed payment for the License as bid in the Auction and Bidders must not indicate or imply the amount of their proposed Financial Bid (see Clause 2.7.2 above).

2.9.4 In addition, the Qualification Documentation must include sufficient information for the TRA to establish that the Bid meets the following criteria:

- (a) The Prospective Licensee has or may be reasonably expected to have in a timely manner the financial capacity to meet the obligations of the NFWS License and the Frequency License; and
- (b) The Prospective Licensee has or may be reasonably expected to have in a timely manner the technical capacity to meet the obligations of the NFWS License and the Frequency License;

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Guidance to Bidders – Financial and Technical capacity

In order for the TRA to establish that a Bid meets the criteria described above in Clause 2.9.4, a Bidder should provide information such as that described below.

1. A Bidder may provide, inter alia, the following to demonstrate the financial capacity of the Prospective Licensee (and/or its backers):

- i) equity funding: initial sources of equity capital; timing and sources of future equity capital including any proposals for public flotation, plus any independent supporting documentation that is available to provide evidence that equity funding sources can be relied on;*
- ii) debt funding and lines of credit, including interest rate arrangements, security provided, the term of the credit facility and the sources of finance for all borrowing for the first three years; indications of longer term borrowing requirements, proposed sources of finance and security offered;*
- iii) guarantees and undertakings in terms of the nature, details and amount of any guarantees given by the Bidder or other members of the Bidder's Consortium and the purpose of such guarantees;*
- iv) the issued share capital of each class of shares plus details of shareholders as at the date of lodging the Bid, along with any proposals in this area;*
- v) shareholder/other agreements that bestow any control rights which vary from the equity rights;*
- vi) a copy of the last three years' annual audited accounts (if any);*
- vii) summaries of financial results for the last five years (if any);*
- viii) details of principal creditors and amounts which they are owed; and*
- ix) any other matter which the Bidder considers might materially affect the TRA's decision to make the award of the License.*

Bidders are reminded that the presentation of such financial information should not be such as to imply the value of their Financial Bid for the License.

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2. A Bidder may provide, inter alia, the following to demonstrate the technical capacity of the Prospective Licensee:

- i) an organization chart showing the main proposed functions in the organization of the Prospective Licensee, together with nominees for proposed key positions;*
- ii) brief resumés of all (proposed) directors and senior managers of the Prospective Licensee;*
- iii) evidence that it has relevant experience or access to relevant experience in the provision of telecommunications services. This could be described in relation to those domestic or international markets in which the Bidder or Prospective Licensee operates or provides service, either independently or as part of a consortium/alliance, and could include:
 - a. a description of the activities of the entity;*
 - b. a description of the market;*
 - c. the number of customers served by the entity;*
 - d. size of network; and*
 - e. experience with FWA technology;**
- iv) in addition to the above, information on the role and contribution of each member of the Prospective Licensee in terms of resources, experience or expertise; and*
- v) any other matter which the Bidder considers might materially affect the TRA's decision to make the award of the License.*

2.9.5 The TRA requires each Bidder to declare that each person proposed to be a director of the Prospective Licensee is a fit and proper person to be a director in accordance with the applicable law (see Form D in Annex 4). This declaration will be considered to be legally binding, and the provision of misleading or false information or the failure to provide the information requested could lead to disqualification of the relevant Bidder and its Consortium from the Auction, revocation of any License awarded and/or criminal prosecution.

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Guidance to Bidders – Fit and proper persons

The Qualification Documentation must also include sufficient information for the TRA to establish that the Prospective Licensee is or, if not currently formed, may be reasonably expected to be managed by persons fit and proper to do so.

In respect of Prospective Licensees that are to be incorporated in Bahrain, proposed directors must fulfill the conditions specified by Article 173 of the Commercial Companies Law of the Kingdom of Bahrain, namely:

- (a) he/she must have legal capacity to act;*
- (b) he/she must not have been convicted for an offence of bankruptcy by default or fraud nor for any crime affecting his or her honor or integrity; and*
- (c) he/she must not have been convicted of an offence by reason of his or her breach of the provision of the Commercial Companies Law of the Kingdom of Bahrain unless he or she has been reinstated.*

Proposed directors of Prospective Licensees that are domiciled in another jurisdiction must meet the equivalent legal requirements of that jurisdiction.

2.10 CONTENTS OF THE BID: THE FINANCIAL BID

2.10.1 To be a Valid Financial Bid, a Financial Bid should include completed Form F and three bank guarantees as specified in Clause 2.10.3 and using the format specified in Form G.

2.10.2 The Bid Price is the amount the Bidder offers to pay for a NFWS License, expressed in Bahraini Dinars and Fils. No Fils digit shall be zero. Referential Bids are not permitted. For a Financial Bid to be valid, the Bid Price must be greater than the reserve price of BD 20,000.

2.10.3 The bank guarantees shall be from a Bank registered with the Central Bank of Bahrain (formerly the Bahrain Monetary Agency) for:

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- (a) 1st bank guarantee: the value of the first year's Spectrum fees to be payable to the TRA for the benefit of the Ministry of Transportation, valid for 120 days from November 28, 2006;
- (b) 2nd bank guarantee: 50% of the value of the Bid Price, payable to the TRA and valid for 120 days from November 28, 2006; and
- (c) 3rd bank guarantee: 50% of the value of the Bid Price, payable to the TRA, and valid for 485 days from November 28, 2006.

2.10.4 Each bank guarantee shall include an original signature of an Authorized Representative of the Guarantor and the company stamp, if any, of the Guarantor.

2.10.5 The value of the Spectrum Fees is specified in Clause 11 of the Frequency License (Annex 3).

2.11 CONDUCT OF THE BIDDERS

2.11.1 The Bidder shall comply at all times with the Auction Rules.

2.11.2 Bidders must notify the TRA of any material change to the information provided and/or any representation made in the Qualification Documents that occurs prior to the Effective Date, including but not limited to any change to the composition of the board of directors of the Prospective Licensee or any matter which may affect the continuing validity of any declarations under section 2.9.5 of the ITT, by no later than the earlier of three Working Days from the date of the change or one Working Day before the Effective Date.

2.11.3 The Bidder shall not and shall procure that none of its Associates or Sister Companies or any of its or their directors or employees shall:

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- (a) submit to the TRA any information in connection with the award process which is either false or deliberately misleading;
- (b) submit more than one Bid;
- (c) collude or attempt to collude with another person to distort the outcome of the award process;
- (d) at any time act in a way which is likely to distort the outcome of the award process;
- (e) at any time disclose, or attempt to disclose, or incite another person to disclose, Confidential Information, whether directly or indirectly, to any person except where the disclosure is:
 - i. to a member of that Bidder's Consortium;
 - ii. to a professional adviser for the purpose of and to the extent necessary to prepare its Bid and subject to such adviser entering into a non-disclosure agreement on terms no less onerous than those in this section 2.11.3;
 - iii. to the TRA;
 - iv. for the purpose of raising finance for a bid and to a provider of finance; or
 - v. for the purpose of enabling the recipient to decide whether to participate as a member of that Bidder's Consortium.

2.11.4 A Bidder must notify the TRA as soon as is reasonably practicable if it has evidence or has reasonable grounds to suspect that:

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- (a) a Bidder has or may have breached the Auction Rules; or
- (b) any of a Bidder's Associates, Sister Companies, members of its Consortium, or any of their directors or employees has acted in a way which would have breached the Auction Rules had they been the Bidder.

2.11.5 The TRA shall have the discretion to disqualify a Bidder if, in the opinion of the TRA, the outcome of the Auction would or could be materially affected because:

- (a) the Bidder has breached the Auction Rules; or
- (b) any member of the Bidder's Consortium, its Sister Companies, its Associates, its Prospective Licensee or any of their directors or employees has acted in a way which would breach the Auction Rules had they been the Bidder; or
- (c) the Bidder has a Material Interest in an Opposing Party.

2.11.6 Where in the opinion of the TRA it has the right under Clause 2.11.5(c) to disqualify a Bidder, the TRA may at its sole discretion permit the Bidder to make arrangements to divest itself of the Material Interest or exempt the Bidder. The Bid of any Bidder not so exempted but permitted to make such arrangements shall be rejected if the Bidder does not make the arrangements so as to comply with the TRA's request, in the time specified.

2.11.7 The criteria the TRA shall use in assessing whether to grant an exemption under Clause 2.11.6 are, that such exemption:

- (a) would not diminish the promotion of effective and fair competition among new and existing licensed operators; and
- (b) promotes the interests of subscribers and users of the relevant telecommunications services in respect of the matters referred to in Section 3(b)(1) of the Telecommunications Law.

2.11.8 Interested parties are not permitted to solicit or receive advice on matters related to the Auction from:

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- (a) any person who has been retained as an adviser to the TRA (or a sub-contractor to such adviser) in relation to the Auction. Advisers to the TRA in this regard are:
- Haya Rashed Al Khalifa Attorneys at Law and Legal Consultants;
 - Frontier Economics Limited;
 - Bird & Bird Solicitors;
 - Slaughter and May;
 - Charles Russell LLP;
 - C³ Economic Consulting Limited; and
 - A.A.C.S Ltd.
- (b) any person who has been an employee of the TRA or any of the above advisers in the 12 months prior to the publication date of the Invitation to Tender.

For the avoidance of doubt this prohibition shall not apply to the receipt of responses to Bidders' questions to the TRA about the Auction and/or the NFWS and Frequency Licenses, regardless of whether such responses are given by the TRA directly or by the TRA's advisers.

2.12 EVALUATION OF THE QUALIFICATION DOCUMENTATION

2.12.1 During the Auction the TRA will address any requests for clarification to the Principal Authorized Person identified by the Bidder in Bid Form B. Bidders must respond to any requests for clarification within the time frame specified by the TRA. If the Bidder fails to respond within the time frame specified by the TRA, the TRA has the discretion to disqualify the Bidder from the Auction. All clarifications provided by Bidders in response to requests from the TRA must be signed by one of the Bidder's Authorized Persons and must include its registration password.

2.12.2 The TRA will appoint a panel of experts (the Panel) to advise on the evaluation of Qualification Documentation in the circumstances specified below and shall publish the names of the experts appointed to the Panel on the Website.

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- 2.12.3 Where a Bidder is deemed by the TRA to have failed to comply with the Qualification Criteria, the Panel will review the grounds for such failure. The Panel will come to a view as to whether such assessment was appropriate. If the Panel considers that the Bid meets the Qualification Criteria, the Panel will advise the TRA that the said Bidder should be added to the list of Qualified Bidders. The ultimate determination of whether a Bidder meets the Qualification Criteria will be made by the General Director. The General Director shall consider in all cases the advice of the experts. If the General Director for any reason does not accept the advice of the experts he will make this known to the experts and the party concerned.
- 2.12.4 Following receipt of Qualification Documentation, the TRA shall publish a list of Bidders, including, where relevant, the Associates of the Bidders.
- 2.12.5 As soon as reasonably possible following the publication by the TRA of the list of Bidders and, in any event, no later than two (2) Working Days following publication, each Bidder must submit a declaration stating whether it has a Material Interest in any Opposing Party.
- 2.12.6 Subsequent to the deadline for receiving Bidders' declarations, as required by Clause 2.12.5, the TRA shall, no less than two (2) calendar days prior to the Financial Bid Opening Day, notify individually the remaining Qualified Bidders that their Financial Bids are to be considered and publish a list of Qualified Bidders.
- 2.12.7 No less than two (2) calendar days prior to the Financial Bid Opening Day, the TRA shall also notify any Bidder whose Bid has been rejected or disqualified. The TRA will return the Financial Bids of Bidders that are not Qualified Bidders unopened subsequent to the Financial Bid Opening Day to the Postal Address of the Principal Authorized Person of the unsuccessful Bidders, as specified by the Bidder in Form B.

2.13 ABANDONMENT OF THE AUCTION

- 2.13.1 The TRA may declare the Auction void if, at any time prior to the Effective Date, it becomes clear that no more than one License could be awarded under the rules set out in this ITT. In these circumstances, no License shall be awarded. Bank guarantees shall be returned to the Bidders who have

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not already had theirs returned and who have not breached the Auction Rules. If the Auction is declared void prior to the publication of the list of Qualified Bidders, Registration Fees will be returned to all Bidders not in breach of the Auction Rules. If the Auction is declared void after the publication of the list of Qualified Bidders, Registration Fees will only be returned to Qualified Bidders not in breach of the Auction Rules.

2.14 EVALUATION OF FINANCIAL BIDS

2.14.1 Only the Financial Bids of Qualified Bidders will be considered. The Financial Bids shall be opened at the Financial Bid opening on the Financial Bid Opening Day.

2.14.2 Without prejudice to the TRA's right to amend the timing of any or all elements of the Auction by public notice prior to change, the Financial Bid Opening Day shall be December 13, 2006.

2.14.3 Each Bidder, including non-Qualified Bidders, may be represented by up to two (2) persons at the Financial Bid opening.

2.14.4 At any point after the notification of the Financial Bid Opening Day but no less than two (2) Working Days prior to the Financial Bid Opening Day, by notice on the Website, the TRA shall invite any member of the press and, at its discretion, any other person it may consider appropriate to attend the Financial Bid opening, to notify the TRA of their wish to attend. Attendance will be subject to space limitations. The TRA will confirm attendance to notifying parties.

2.14.5 After opening the Financial Bids the TRA shall assess the validity of each bid in accordance with the requirements for Financial Bids set out in Clauses 2.10.1 to 2.10.4.

2.14.6 After assessing the validity of each bid, the TRA shall announce the list of Bidders who have submitted Valid Financial Bids, together with their Bid Prices, in rank order of Bid Price, highest first. In the event that in no case do two or more Valid Financial Bids have the same Bid Price, this rank order shall be declared the Unique Rank Order. In the event that there are Tied Bids, Clauses 2.14.7 to 2.14.9 shall apply.

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- 2.14.7 In the event that two or more Bidders with a Valid Financial Bid have the same Bid Price, and hence have equal rank, such Tied Bidders will each be invited to submit a Revised Bid Price by completing and submitting Form H, not to be less than their Bid Price, by such deadline as the TRA shall stipulate. (Bidders should prepare for the eventuality that the deadline for submission of Revised Bid Prices is a later time on the Financial Bid Opening Day.) If any Bidder does not submit a Revised Bid Price by the stipulated time, the TRA shall deem its Revised Bid Price to be equal to its Bid Price. The relative ranking of such Tied Bidders shall then be based on their respective Revised Bid Prices but no such Tied Bidder shall be ranked above a Qualified Bidder with a Valid Financial Bid including a higher Bid Price than the Tied Bidder. This process shall be applied to all sets of Tied Bidders.
- 2.14.8 In the event that two or more Tied Bidders with the same Bid Price also submit the same Revised Bid Price, the TRA shall rank such Bidders by a random method to be specified by the TRA, provided that the rankings given do not change the relative position of the rank of any such Bidder in relation to a Bidder that does not have both the same Bid Price and Revised Bid Price as that Bidder.
- 2.14.9 After resolution of any Bid Price and/or Revised Bid Price ties, the TRA shall deem the resultant rank order to be the Unique Rank Order and shall publish this order.
- 2.14.10 The single Qualified Bidder with the highest rank in the Unique Rank Order shall be declared the First Successful Bidder.
- 2.14.11 The single Qualified Bidder with the second highest rank in the Unique Rank Order shall be declared the Second Successful Bidder.
- 2.14.12 Each Successful Bidder shall be granted a NFWS License.
- 2.14.13 The First Successful Bidder shall be granted the Frequency License that that Bidder has nominated as its Preferred Frequency License.
- 2.14.14 The Second Successful Bidder shall be granted the Frequency License not awarded to the First Successful Bidder.

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2.15 POST EVALUATION OBLIGATIONS

2.15.1 In the event that a Successful Bidder has submitted a Revised Bid Price, such Successful Bidder shall pay to the TRA in accordance with the Payment Instructions the difference between its Revised Bid Price and its Bid Price within five (5) Working Days.

2.15.2 For each successful Bidder the TRA shall call the bank guarantees included as part of the Successful Bidder's Financial Bid as follows:

- (a) 1st and 2nd bank guarantees at any time on or after 21 days from the Financial Bid Opening Day; and
- (b) 3rd bank guarantee on or after the first anniversary of the Effective Date.

2.15.3 Each Successful Bidder shall cause the formation, if necessary, of its associated Prospective Licensee substantially in accordance with the representations made within its Bid within 24 calendar days of award or any longer period as may be agreed by the TRA in its absolute discretion.

2.15.4 If in the opinion of the TRA:

- (a) The First Successful Bidder cannot complete all necessary actions within the time specified in Clause 2.15.3 or refuses to accept the NFWS License or Frequency License, the First Successful Bidder shall be disqualified and the Second Successful Bidder shall be declared the First Successful Bidder. The highest ranked Bidder in the Unique Rank Order not yet declared a Successful Bidder shall be declared the new Second Successful Bidder; and/or
- (b) The Second Successful Bidder cannot complete all necessary actions within the time specified in Clause 2.15.3 or refuses to accept the NFWS License or Frequency License, the Second Successful Bidder shall be disqualified and the highest ranked Bidder in the Unique Rank Order not yet declared a Successful Bidder shall be declared the new Second Successful Bidder.

2.15.5 If, pursuant to Clause 2.15.4, the TRA has declared a new Successful Bidder, Clauses 2.15.1 to 2.15.4 shall be reapplied to the then extant First and Second Successful

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Bidders, except that the 24 calendar day period allowed for formation of the Prospective Licensee shall subject to Clause 2.15.6 run from the date of such redeclaration.

2.15.6 If in the opinion of the TRA it is not possible for two Licensees to be appointed by February 22, 2007, the TRA shall declare the Auction void.

2.15.7 Both Licenses will be granted on the same date to be notified by the TRA, which is the Effective Date of the Licenses.

2.15.8 Within five (5) Working Days following the Effective Date, or the Auction being declared void, the TRA shall return the respective Guarantees of Bidders not declared at any point a Successful Bidder or in the case of a void Auction any Successful Bidder who has met its post Award obligations.

2.15.9 For the avoidance of doubt, a Successful Bidder's obligation to pay the TRA in accordance with Clause 2.15.1 and the TRA's right to call the bank guarantees of a Successful Bidder in accordance with Clause 2.15.2 shall prevail even if the Successful Bidder fails to meet the obligations set out in Clauses 2.15.1 and 2.15.3.

2.15.10 The TRA shall declare the Auction closed at the Effective Date.

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Annexes

Annex 1	Definition of Terms
Annex 2	NFWS License**
Annex 3	Frequency License**
Annex 4	Forms
Table 2 List of annexes included in the Invitation to Tender	

*** This annex is published separately.*

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Annex 1: Definition of Terms

Associate	Shall be as defined in Clause 2.4.4.
Auction	The procedure set out in this ITT by which the TRA intends to grant the NFWS Licenses.
Auction Rules	The rules for the Auction as set out in this ITT including any schedules and forms referenced by these rules and any amendments issued by the TRA in accordance with Clause 1.6.
Authorized Person	An individual named by the Bidder who is authorized to act on behalf of the Bidder in all matters relating to the Auction.
Bid	An offer (comprising Qualification Documentation and a Financial Bid) by a Bidder to acquire on behalf of the Bidder's Prospective Licensee the right to become the licensee of one of the NFWS Licenses.
Bid Price	The price included in a Financial Bid, being the amount in Bahraini Dinars and Fils that the Bidder offers to pay in order to acquire a License on behalf of the Bidder's Prospective Licensee.
Bid Submission Date	The date on which Bids for a License must be submitted in accordance with the Auction Rules.
Bidder	An incorporated legal entity that submits a Bid in the Auction on behalf of a Prospective Licensee.
Confidential Information	Any information that is not in the public domain and which, if it were made public, or disclosed to another actual or potential Bidder, would be likely to affect the decisions that such a party might make in relation to the award process. ²
Consortium	In cases where the Bidder is not the Prospective Licensee, the set of legal persons who comprise the proposed shareholders of a Bidder's Prospective Licensee.

² The TRA will consider Confidential Information to include, but not necessarily be limited to, a bidder's business case, auction strategy and proposed Bid Price.

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Delivery Instructions	The instructions set out in Clause 2.6.
Effective Date	The Date on which the Licenses are granted to the licensees represented in the Auction by each Successful Bidder.
Financial Bid	The financial part of a Bid comprising an offer to acquire a License at the Bid Price, and bank guarantee(s) as specified in Clause 2.10.
Financial Bid Opening Day	The day on which the Financial Bids of Qualified Bidders are scheduled to be opened by the TRA at the location and time notified by the TRA.
First Successful Bidder	The Bidder declared the First Successful Bidder according to Clause 2.14.10.
Frequency License	Shall be as defined in Clause 1.2.2.
ITT	This Invitation to Tender, including all Annexes
License	One of two NFWS Licenses as defined in Clause 1.2.1.
Material Interest	Shall be as defined in Clause 2.4.3.
NFWS License	Shall be as defined in Clause 1.2.1.
Opposing Party	Shall be as defined in Clause 2.4.2.
Parent	Shall be as defined in Clause 2.4.5.
Payment Instructions	The instructions for payment set out in Clause 2.3.
Preferred License	The Frequency License that a Bidder nominates as its preferred Frequency License should such Bidder be declared the First Successful Bidder.
Prospective Licensee	The incorporated legal entity, already formed or to be formed, capable of being registered with the Ministry of Industry and Commerce for the appropriate telecommunications activity or otherwise complying with s. 26(a)(1) of the Telecommunications Law, and on whose behalf a Bidder seeks to acquire a License.
Qualification Criteria	All the requirements set out in this ITT, that a Bid must satisfy in order for the Bidder to be considered to be a Qualified Bidder.
Qualification	The information included in a Bid required for establishing that the Bid meets the Qualification

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Documentation	Criteria.
Qualified Bid	A Bid which meets all the Qualification Criteria and is made by a Qualified Bidder.
Qualified Bidder	A Bidder whose Bid has passed the Qualification Criteria and who has made the declaration required by Clause 2.12.5 confirming that no Associate of the Bidder has a Material Interest in an Opposing Party.
Referential Bid	A Financial Bid whose value is expressed as a function of the value of a competing bid or any other non-numerical bid.
Registration Fee	The non-refundable fee specified in Clause 2.2.1 that a party must pay to register.
Sister Company	Shall have the meaning set out in Clause 2.4.6.
Tied Bidders	Qualified Bidders submitting Valid Financial Bids specifying exactly the same Bid Price or exactly the same Revised Bid Price, as applicable.
Second Successful Bidder	The Bidder declared the Second Successful Bidder according to Clause 2.14.11.
Successful Bidder	A Bidder declared either First Successful Bidder or Second Successful Bidder.
TRA	Telecommunications Regulatory Authority of the Kingdom of Bahrain.
Unique Rank Order	The order of Bids as identified through the application of Clauses 2.14.6 to 2.14.9.
Valid Financial Bid	A Financial Bid meeting the conditions specified in Clause 2.10.
Website	TRA's website (www.tra.org.bh).
Working Day	A day (other than a Friday or Saturday) on which the clearing banks in Manama are open for general business.
Table 3: Definitions of terms	

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Annex 4: Forms

This Annex includes all the Forms that interested parties may be required to complete and submit to the TRA in accordance with the Auction Rules. It contains the following forms:

- FORM A: Registration Form
- FORM B: Bidder's Form
- FORM C: Proof of authority for Authorized Persons
- FORM D: The Bidder's Prospective Licensee AND Bidder Declarations
- FORM E: Acceptance of, and commitment to abide by, the Auction Rules
- FORM F: Financial Form
- FORM G: Bank Guarantee Form

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Services (NFWS) Licenses**

**TELECOMMUNICATIONS REGULATORY AUTHORITY OF
THE KINGDOM OF BAHRAIN**

FORM A – REGISTRATION FORM

Section 1: Details of the Registering Party

1. Please provide the following details for the Registering Party:

Full Company Name	
Commercial Register Number / Registered Company Number	

Section 2: Contact Details

Please provide the following contact details for at least one (and up to three) contacts.

Full Name	
Job title	
Email Address	
Postal Address	
Direct Dial Telephone Number	
Fax Number	

Full Name	
Job title	
Email Address	
Postal Address	
Direct Dial Telephone Number	
Fax Number	

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Full Name	
Job title	
Email Address	
Postal Address	
Direct Dial Telephone Number	
Fax Number	

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INSTRUCTIONS FOR THE COMPLETION OF THE REGISTRATION FORM

The registration form should be completed in accordance with the following instructions. Failure to satisfactorily complete the form may lead to the Registering Party's Registration not being accepted by the TRA.

In order to register, a party must, alongside the registration form, make a payment to the TRA of a non-refundable Registration Fee of BD 2,000. Instructions for the payment of the Registration Fee are also presented below.

General

1. The Form may be completed either electronically or using black ink.
2. If the Form is completed electronically, a Typeface of no less than Font Size 10 should be used.
3. If the Form is completed by hand, block capitals should be used.
4. If additional space is required in any Section completed in hard copy, not electronically, please attach clearly marked additional pages to the Form and state the number of attached pages on the front page of the Form. All additional pages should be signed by the person whose contact details are provided in Section 2.
5. The contact information should be provided for at least one and no more than three contacts. If Form A is being submitted simultaneously with the Bid, the persons named as contacts should be the Authorized Persons as set out in Form B.
6. The contact details must be for the specific named contact person (i.e., not a general clearing or switchboard address/telephone number).

INSTRUCTIONS FOR THE PAYMENT OF THE REGISTRATION FEE

In order to register, a party must, alongside the registration form, make a payment to the TRA of a Registration Fee of BD 2,000. The Registration Fee is non-refundable.

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Registering parties will be deemed to have successfully registered only upon submitting the registration form pursuant to Clause 2.2 of the ITT and ensuring that payment has been received by the TRA in accordance with the Payment Instructions.

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FORM B – BIDDER'S FORM

Section 1: Details of the Bidder:

a) Please provide the following details for the Bidder:

Full Company Name			
Company Registration Number			
Address of Registered Office			
Date of Incorporation (MM/DD/YYYY)			
Place of Incorporation			
Form A (Registration Form)	Previously submitted	<input type="checkbox"/>	Accompanies this Form B
Bidder Registration Password (Bidders who are submitting Form A simultaneously with this Form B should leave this box blank)			

b) Please attach to this Form a current excerpt from the Companies Register or Certificate of Incorporation.

Attached	<input type="checkbox"/>	Not Applicable	<input type="checkbox"/>
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If not applicable, please state below with reasons:

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Section 2: Description of principal business activity of the Bidder

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Please provide in the box below a summary of the principal business activity and place of business of the Bidder.

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Section 3: Details of the Prospective Licensee

If the Prospective Licensee is already incorporated, please provide the following information for the Prospective Licensee. If the Prospective Licensee is not incorporated, please mark this Section “Not Applicable”.

Full Company Name	
Registered Office	
Date of Incorporation (MM/DD/YYYY)	
Place of Incorporation	
Company Registration Number	

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Section 4: Contact Details

Please provide the following contact details for at least one Person authorized to act on behalf of the Bidder in relation to the Auction and who shall be the nominated contact person for related communications with the TRA.

Principal Authorized Person	
Nationality	
CPR or Passport number (please indicate which)	
Position	
Email Address	
Postal Address	
Direct Dial Telephone Number	
Fax Number	

Please provide the names and equivalent contact details for up to two further individuals authorized to act on behalf of the Bidder in matters pertaining to the Auction.

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Full Name – Additional Authorized Person 1	
Nationality	
CPR or Passport number (please indicate which)	
Position	
Email Address	
Postal Address	
Direct Dial Telephone Number	
Fax Number	

Full Name – Additional Authorized Person 2	
Nationality	
CPR or Passport number (please indicate which)	
Position	
Email Address	
Postal Address	
Direct Dial Telephone Number	
Fax Number	

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Section 5: Signature of Authorized Person

The undersigned, being a Person authorized to act on behalf of [Name of Bidder] in all matters related to this Auction, confirms that the information provided in Bid Form B is, to the best of his/her knowledge, true, accurate and complete at the date of Signature.

Printed Name	
Signature	
Date of signature (MM/DD/YYYY)	

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FORM C – PROOF OF AUTHORITY

Bidder Address Line 1

Bidder Address Line 2

Bidder Address Line 3

Bidder Address Line 4

The General Director
Telecommunications Regulatory
P.O. Box 10353

Manama
Kingdom of Bahrain

Date: [●]

Dear [●]

Auction of National Fixed Wireless Services Licenses – FORM C

By resolution of the Board of Directors of [●name of bidder] on [●insert date of resolution] to grant the power of attorney, a notarized copy of which I attach to this letter, I hereby confirm that [●insert name of all Authorized Persons listed in Form B] are authorized to act on behalf of [●insert name of bidder] in all matters related to the Auction of National Fixed Wireless Services Licenses in the Kingdom of Bahrain, including the acceptance of the License terms and entry into contracts with the Telecommunications Regulatory Authority (TRA) for that purpose.

Yours sincerely,

[●]

Company Secretary

[Name of Bidder]

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INSTRUCTIONS FOR THE ATTACHMENTS TO FORM C

Form C must be accompanied by a notarized copy of the power of attorney providing the Authority to Act to the Authorized Persons. It must also contain a notarized copy of the signatures of all the Authorized Persons. The signatures on all Forms will be compared to the notarized copies in order that their authenticity can be positively determined.

If either or both of the power of attorney and the signatures of the Authorized Persons are notarized by a notary public acting outside of the Kingdom of Bahrain, Bidders are advised to seek Bahraini legal advice and/or to contact the Bahraini Embassy and/or Ministry of Foreign Affairs of the Kingdom of Bahrain at an early stage to ensure compliance with the legalization process for foreign documents. Bidders should seek advice on the process specific to the country in which they are incorporated.

By way of illustration only, the TRA understands that the general process for legalization of foreign documents is as follows. Each of these documents must be legalized by (i) the Ministry of Foreign Affairs (or local equivalent) of the country in which the documents are notarized, (ii) the Bahraini Embassy situated in the country in which the documents were notarized and (iii) the Ministry of Foreign Affairs in the Kingdom of Bahrain, prior to submission to the TRA with Form C.

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FORM D: BIDDER'S PROSPECTIVE LICENSEE AND BIDDER DECLARATIONS

Section 1

Name of Bidder	
Registration password, if applicable	

Using the table below, please provide information on the proposed form of the Prospective Licensee.

Name of Prospective Licensee	
List of major shareholders (with a proposed shareholding of 10% or more in the Prospective Licensee)	

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Section 2

For each Party with a proposed shareholding in the Prospective Licensee equal to or in excess of 10%, please provide the information in the table below and provide a current excerpt from the Commercial Register or Certificate of Incorporation.

Full Name of Shareholder	
Registered Office (if applicable)	
Date of Incorporation (MM/DD/YYYY) (if applicable)	
Place of Incorporation (if applicable)	
Commercial Register Number (if applicable, or local equivalent)	
Principal place of business	
Summary of principal business activity	

Please provide:

- (1) structure chart(s) showing the group relations of the Bidder and the Bidder's Associates; and
- (2) a Microsoft Word document containing a list of the Bidder and each of its Associates, giving full name, company number and place of incorporation.

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Section 3: Bidder declarations

[Name of Bidder] hereby declares that the Prospective Licensee (as detailed in Section 1 of this Form D) is or will be legally capable of becoming a licensee, and in particular (but without limit) that it does or will conform with Section 26 of the Telecommunications Law of the Kingdom of Bahrain.

[Name of Bidder] hereby undertakes that if it is a Successful Bidder in the Auction, it will procure that the Prospective Licensee:

- a) if not already formed, is formed; and
- b) will unconditionally accept all the terms and conditions of the NFWS License and the associated Frequency License, as set out in the Annexes of the ITT.

[Name of Bidder] also confirms that it is subject to an agreement, arrangement, or understanding with the other members of the Consortium to bid in the Auction, and attaches to this Form D evidence comprising a Joint Venture Agreement, Shareholders' Agreement, Memorandum of Understanding or other document in demonstration that:

- a) the parties listed in Section 2 of this Form D have agreed to bid in the Auction; and
- b) the parties listed in Section 2 of this Form D have nominated [Name of Bidder] to act in this Auction on their behalf.

[Name of Bidder] also declares that each person that is or is proposed to be a Director of the Prospective Licensee fulfils the following conditions:

- a) he/she must have legal capacity to act;
- b) he/she must not have been convicted for an offence of bankruptcy by default or fraud nor for any crime affecting his

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or her honor or integrity, nor for an offence by reason of his or her breach of the provision of the Commercial Companies Law of the Kingdom of Bahrain unless he or she has been reinstated, nor have been declared bankrupt or disqualified as a director in any jurisdiction.

Section 4: Acceptance and declaration

The undersigned, being a Person authorized to act on behalf of [Name of Bidder] in all matters related to this Auction, confirms that the information provided in this Form D is, to the best of his/her knowledge, true, accurate and complete at the date of Signature.

The undersigned accepts and understands the declarations made at Section 3 of this Form D.

Printed Name	
Signature	
Date of signature (MM/DD/YYYY)	

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FORM E: ACCEPTANCE OF AUCTION RULES

Bidder Address Line 1

Bidder Address Line 2

Bidder Address Line 3

Bidder Address Line 4

The General Director
Telecommunications Regulatory
P.O. Box 10353
Manama
Kingdom of Bahrain

Date: [●]

Dear Sir,

Auction of National Fixed Wireless Services Licenses – FORM E

In response to the Invitation to Tender for the Auction of NFWS Licenses, we hereby represent and warrant that:

- [Name of Bidder] is legally capable of entering the Auction;
- Neither [Name of Bidder] nor any of its Associates or Sister Companies or any of their directors or employees has reached any agreement with or colluded with any other party in such manner as might reasonably be expected to distort the competitive outcome of the Auction;

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- [Name of Bidder] has complied at all times with and undertakes to continue to comply with the Auction Rules;
- All representations made in the Bid and that may subsequently be made by [Name of Bidder] in connection with the Auction are, to the best of [Bidder name's] knowledge, having made all reasonable enquiries, correct;
- [Name of Bidder] understands that if it makes a materially incorrect representation it may be liable to disqualification from the Auction;
- To the best of [Name of Bidder's] knowledge, [Name of Bidder] is not currently and is not expected to have any Material Interest in any Opposing Party.

Yours sincerely,

Printed Name of Authorized Person	
Signature of Authorized Person	
Date of signature (MM/DD/YYYY)	

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The Auction of National Fixed Wireless Services (NFWS) Licenses

TELECOMMUNICATIONS REGULATORY AUTHORITY OF THE KINGDOM OF BAHRAIN

FORM F: FINANCIAL FORM

Section 1: Bidder Information

Bidder's full name	
Registered address of Bidder	
Contact postal address for Authorized Person	
Contact telephone number for Authorized Person	
Contact email address for Authorized Person	
Contact fax number for Authorized Person	

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Section 2: Financial Bid Information

Bidders should present their Financial Bid for the NFWS License in the format set out below and in accordance with the Auction Rules and Instructions to Bidders.

Bid amount (in words)		Bid amount (in figures)	
Dinars	Fils (no digit to be zero)	Dinars	Fils (no digit to be zero)

Section 3: Preferred License

In the event that the Bidder becomes the First Successful Bidder it will be granted an NFWS License and its preferred Frequency License (i.e., either License I or License II).

For the avoidance of doubt, the frequencies associated with each Frequency License are as follows:

Frequency License I: 3410 MHz – 3455 MHz paired with 3500 MHz – 3545 MHz

Frequency License II: 3455 MHz – 3500 MHz paired with 3545 MHz – 3590 MHz

Please indicate your preferred Frequency License in the box below, by typing “1st

Choice” under your preferred License:

Frequency License I	Frequency License II

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Section 4: Declaration and signature

The undersigned, being a Person authorized to act on behalf of [Bidder's name] in all matters related to this Auction, confirms that in the event that [Bidder's name] is a Successful Bidder in the Auction, [name of Bidder] hereby undertakes to pay the above amount as payment for a NFWS License of the Kingdom of Bahrain in accordance with the terms of the Auction and the License terms and conditions.

Printed Name of Authorized Person	
Signature of Authorized Person	
Date of signature (MM/DD/YYYY)	

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TELECOMMUNICATIONS REGULATORY AUTHORITY OF THE KINGDOM OF BAHRAIN

FORM G – BANK GUARANTEE FORM

[EACH GUARANTEE PRINTED ON THE BANK’S HEADED PAPER]

To: TRA, P.O. Box 10353, Manama, Kingdom of Bahrain (hereinafter known as “TRA”)

Subject: Financial guarantee

We hereby irrevocably declare that we guarantee as primary obligor, and not merely as a surety, on behalf of [Name and address of Bidder], hereinafter referred to as [“Name of bidder”], payment to the TRA of [Amount in dinars and fils] representing:

[1st Guarantee: the value of the first year’s spectrum fees to be payable to the TRA for the benefit of the Ministry of Transportation]**

[2nd Guarantee: 50% of the value of the Bid Price] **

[3rd Guarantee: 50% of the value of the Bid Price] **

Payment shall be made into an account to be specified by the TRA, without objection or legal proceedings of any kind, upon presentation. We shall not delay the payment, nor shall we oppose it for any reason whatsoever. We shall inform you in writing as soon as the payment has been made.

The law applicable to this guarantee shall be that of the Kingdom of Bahrain. This guarantee will come into force from November 28, 2006, and will be valid for:

[1st Guarantee: 120] **

[2nd Guarantee: 120] **

[3rd Guarantee: 485] ** calendar days thereafter.

.....

Date Signature

***Delete as applicable*

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FORM H: REVISED FINANCIAL BID FORM

Section 1: Bidder Information

Bidder's full name	
Registered address of Bidder	
Contact postal address for Authorized Person	
Contact telephone number for Authorized Person	
Contact email address for Authorized Person	
Contact fax number for Authorized Person	

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Section 2: Revised Financial Bid Information

Bidders should present their Revised Financial Bid for the NFWS License in the format set out below and in accordance with the Auction Rules and Instructions to Bidders.

Revised Bid amount (in words)		Revised Bid amount (in figures)	
Dinars	Fils (no digit to be zero)	Dinars	Fils (no digit to be zero)

An Invitation to Tender for a

National Fixed Wireless Services (NFWS) License

Section 3: Preferred License

In the event that the Bidder becomes the First Successful Bidder it will be granted an NFWS License and its preferred Frequency License (i.e., either Frequency License I or Frequency License II).

For the avoidance of doubt, the frequencies associated with each Frequency License are as follows:

Frequency License I: 3410 MHz – 3455 MHz paired with 3500 MHz – 3545 MHz

Frequency License II: 3455 MHz – 3500 MHz paired with 3545 MHz – 3590 MHz

Please indicate your preferred Frequency License in the box below, by typing “1st choice” under your preferred License:

<u>Frequency License I</u>	<u>Frequency License II</u>

An Invitation to Tender for a

National Fixed Wireless Services (NFWS) License

Section 4: Declaration and signature

The undersigned, being a Person authorized to act on behalf of [Name of Bidder] in all matters related to the Auction of National Fixed Wireless Services (NFWS) Licenses of the Kingdom of Bahrain, confirms that in the event that [Name of Bidder] is a Successful Bidder in the Auction, [Name of Bidder] hereby undertakes to pay the difference between its Revised Bid Price and its Bid Price within five (5) Working Days being declared a Successful Bidder, in accordance with the terms of the Auction and the License terms and conditions.

Printed Name of Authorized Person	
Signature of Authorized Person	
Date of signature (MM/DD/YYYY)	