

**TRA case reference no. 02/08 –Etisalcom
Bahrain W.L.L – Etisalcom Holding
Company W.L.L. transfer of shares to N.
Nooruddin/ A. Jamsheer/ J. Jamsheer/
Heirs of A. Jamsheer/ H. Al Nusuf**

A Decision issued by the Telecommunications
Regulatory Authority under the
Telecommunications Mergers and Acquisitions
Regulation, Regulation No. 3 of 2004

05 June 2008

Decision

Article 3.2(b) NON-OPPOSITION



هيئة
تنظيم
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Telecommunications
Regulatory
Authority

DECISION

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I. Background

- 1.1 On May 7 2008, the Telecommunications Regulatory Authority (“**TRA**”) received a notification of a proposed transaction pursuant to Article 2 of the Telecommunications Mergers and Acquisitions Regulation¹ (the “**Regulation**”).
- 1.2 Etisalcom Bahrain W.L.L., a telecommunications company in the Kingdom of Bahrain registered under commercial registration number 56052 and licenced by the TRA (“**Etisalcom**”), is currently owned by the following shareholders:

Shareholder	Percentage of Shares in Etisalcom (%)
Etisalcom Holding Company W.L.L.(“ EHC ”)	58.89
Nooruddin Abdulla Nooruddin	1.03
Janahi Bros Company W.L.L.	12
Mohammed Abdulla Norruddin	5.478
Essam Abdulla Nooruddin	6.52
Yousif Ali Al Hussaini	0.0625
Nabeel Nooruddin Abdulla Nooruddin	3.288
Faeqa Mohammed Bastaki	2.185
Raed Mahmood Al Mardi	2
Rashid Malalla A.Rahman Al Sabt	0.75
Mohammed Abdulla Turki Al Mahmoon	2
Adel Mohammed	0.075

¹ Regulation No. 3 of 2004

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Darweesh	
Nahid Ishaq Abdulrahman Ishaq	2.128
Waleed Mohammed Sharif Al Rayes	0.375
Magdi Habib Hana Abooda	0.25
Hamad Mohammed Fakhroo	3

1.3 Under the proposed transaction, EHC will transfer its shares in Etisalcom, which amount to 58.89 % of the shares in Etisalcom, to EHC's shareholders in accordance to the proportion of their respective shareholdings in EHC. These shareholders are:

- Nooruddin Adulla Nooruddin, Bahraini National holder of CPR Number 451100565, who also currently holds 1.03% of Etisalcom as shown in table above;
- Abdulrahman Mohammed Jamsheer, Bahraini national holder of CPR number 440100623;
- Jassim Mohammed Jamsheer, Bahraini National holder of CPR Number 400102501;
- Heirs of AbdulAziz Jamsheer, Bahraini nationals represented by Mohammed Jamsheer holder of CPR Number 800807332;
- Hassan Ali Al Nusuf, Bahraini National holder of CPR Number 410105660; (the "**Investors**").

1.4 The breakdown of the ownership of EHC shareholders in Etisalcom is shown in the table below:

Shareholder	Percentage
Nooruddin Adulla Nooruddin	37.36
Abdulrahman Mohammed Jamsheer	10.69
Jassim Mohammed Jamsheer	5

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Heirs of AbdulAziz Jamsheer	3.175
Hassan Ali Al Nusuf	2.67
Total EHC shareholding in Etisalcom	58.89

1.5 As such the proposed transaction will result in EHC's shareholders holding direct shares in Etisalcom.

1.6 As a result of the proposed transaction, the shareholding in Etisalcom will be as follows:

Shareholder	Post-transaction Percentage of Shares in Etisalcom (%)
Nooruddin Adulla Nooruddin	38.36
Abdulrahman Mohammed Jamsheer	10.69
Jassim Mohammed Jamsheer	5
Heirs of AbdulAziz Jamsheer	3.175
Hassan Ali Al Nusuf	2.67
Janahi Bros Company W.L.L.	12
Mohammed Abdulla Norruddin	5.478
Essam Abdulla Nooruddin	6.528
Yousif Ali Al Hussaini	0.007
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Raed Mahmood Al Mardi	2
Rashid Malalla A.Rahman Al Sabt	0.75
Mohammed Abdulla Turki Al Mahmoon	2
Adel Mohammed Darweesh	0.008
Nahid Ishaq Abdulrahman Ishaq	2.128
Waleed Mohammed Sharif Al Rayes	0.375
Magdi Habib Hana Abooda	0.25
Hamad Mohammed Fakhroo	3

II. The Parties

2.1 The parties are involved in the following activities:

- Etisalcom: *Licensed telecommunications operator;*
- EHC: *Shareholder in Etisalcom*
- Nooruddin Adulla Nooruddin: *Shareholder in Etisalcom and EHC, Deputy Chairman of the Board of Directors of EHC;*
- Abdulrahman Mohammed Jamsheer: *Shareholder and Chairman of Board of Director of EHC;*
- Jassim Mohammed Jamsheer: *Shareholder and Member of Board of Directors of EHC;*
- Heirs of AbdulAziz Jamsheer: *Shareholder and Memember of Bpard of Directors of EHC*
- Hassan Ali Al Nusuf: *Shareholder and Member of the Board of Directors.*

2.2 The parties hold the following telecommunications licenses:

- Etisalcom: *Individual International Telecommunications Services Licence, Individual National Fixed Services Licence, Individual International Facilities Lincence, Internet Service Provider Licence, Value Added Services Licence.*
- Nooruddin Adulla Nooruddin: *None;*

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- Abdulrahman Mohammed Jamsheer: *None*;
- Jassim Mohammed Jamsheer: *None*;
- Heirs of AbdulAziz Jamsheer: *None*;
- Hassan Ali Al Nusuf: *None*.

III. Bahrain Telecommunications Industry

3.1 The proposed transaction involves a market affecting the telecommunications industry in the Kingdom of Bahrain.

IV. The Transaction

4.1 TRA considers that, as a result of the Transaction, there will be a change of control on a lasting basis in Etisalcom. Therefore, TRA considers that the Transaction is a Qualifying Transaction for the purposes of Article 1.2 of the Regulation.

4.2 In reaching this conclusion TRA has considered, *inter alia*:

4.2.1 Prior to the proposed transaction, EHC held 58.89%.

4.2.2 that, as a result of the proposed transaction, the Investors will acquire different proportions of the 58.89 % share previously owned by Etisalcom as outlined in paragraph 1.2 above. The majority shareholding of 38.31% in Etisalcom will now be held by Nooruddin Adulla Nooruddin.

V. Competitive Assessment

5.1 On the basis

5.1.1 the information made available by the parties to TRA; and

5.1.2 TRA inviting comments with respect to the transaction in the prior notification on the transaction published on 21 May 2008; and

5.1.3 without having received any comments from interested third parties,

TRA has concluded that the proposed transaction does not raise serious doubts as to its compatibility with the Regulation.

5.2 In reaching this conclusion TRA has considered, *inter alia*, that the Investors have confirmed to TRA that the aim of this transaction is to eliminate the intermediary level created by holding the shares through EHC and register the shares directly to EHC shareholders.

VI. Conclusion

6.1 TRA has determined pursuant to Article 3.2(b) of the Regulation that the proposed transaction does not raise serious doubts as to compatibility with the Regulation.

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6.2 This decision shall be published in accordance with the provisions of the Regulation, and a copy of the same shall be served on the parties and the Ministry of Industry and Commerce.

For the Telecommunications Regulatory Authority

Alan Horne

General Director

05 June 2008