

## DEAL STRUCTURE AND FINANCIALS

- ➔ **Share Purchase agreement with the government**
  - ➔ The price of government share of 35.7% in Azertel proposed by Azerbaijan government is 180 MUSD, payable in 3.5 years in 4 equal installments of 45 MUSD. This reflects an Equity Value of 504 MUSD for Azercell.
- ➔ **Capital increase in Azertel**
  - ➔ Azertel will get the money to pay to government through capital increase. The capital increase will be done in 4 parts according to the payment schedule to the government. During the capital increase process Fintur will be diluted to 51.3% ownership level in Azertel. Fintur will get the money to participate to the capital increases from the sale of preemptive rights to Cenay Group.
- ➔ **Dividends from Azercell to Azertel and subsequently to Cenay Group will finance the acquisition of government share during the 3.5 year period.**
  - ➔ The gross dividend from Azercell to Azertel until end of 2010 will be 466 MUSD. After the withholding tax and Turkish reserve requirements, Azertel will be able to distribute 388 MUSD of dividends, of which Fintur will receive its 51.3% share; 199 MUSD. Cenay Group will receive 189 MUSD in dividends, out of which 180 MUSD will be returned to Azertel as a capital contribution.
- ➔ **Fintur provides loan to Azercell**
  - ➔ In order for Azercell to be able to support 466 MUSD dividend stream, Azercell will need additional financing of max. 170 MUSD.