

Message

From: De Alba, Gabriel [gdealba@catcapital.com]
Sent: 7/13/2014 10:01:36 AM
To: Jon Levin [jlevin@fasken.com]; Ben Babcock [Ben.Babcock@morganstanley.com]; Daniel Batista [dbatista@fasken.com]
Subject: Fw: Wind Canada
Attachments: #10373960v19_WSLegal_ - Share Purchase Agreement - Catalyst.docx; WSComparison_#10373960v15_WSLegal_ - Share Purchase Agreement - Catalyst....pdf; Overview License Terms (2) - Catalyst.docx

FYI

Sent from my BlackBerry 10 smartphone on the Rogers network.

From: Hasan, Faaiz <Faaiz.Hasan@vimpelcom.com>
Sent: Sunday, July 13, 2014 8:39 AM
To: De Alba, Gabriel
Cc: Rashid, Kashan
Subject: Wind Canada

Gabriel

As discussed, please find attached the Catalyst SPA and a compare against the last version which was provided by Catalyst.

I also wanted to highlight the following:

- SPA reflects that no interim funding to be provided by Catalyst between signing and closing
- Target Working Capital proposed as of November 30, 2014, which is the outside date. Working Capital Plan provided to Catalyst earlier this week and to be discussed.
- Outside Date is November 30, 2014 without rolling extensions. This aligns with the funding plan and we believe gives us enough time to obtain government approval. We are taking the risk on all interim funding so we do not want the approval process to extend longer than necessary.
- Changed VimpelCom liability under representation and warranties from Purchase Price to Seller Proceeds
- License Agreement – the commercial terms of our counterproposal are attached (and also includes the original VimpelCom proposal and the Catalyst counterproposal).

Please note that the above terms/ SPA is subject to Vimpelcom board approval

Kind regards,

Faaiz

DISCLAIMER: This e-mail (including any attachments) may be confidential and is intended only for the use of the addressee(s). If you are not an addressee, please inform the sender immediately and destroy this e-mail. Do not copy, use or disclose this e-mail. E-mail transmission cannot be guaranteed to be secure or error free, and the sender does not accept liability for any errors or omissions in the contents of this message which may arise as a result of e-mail transmission.

DISCLAIMER:

This e-mail (including any attachments) may be confidential and is intended only for the use of the addressee(s). If you are not an addressee, please inform the sender immediately and destroy this e-mail. Do not copy, use or disclose this e-mail. E-mail transmission cannot be guaranteed to be secure or error free, and the sender does not accept liability for any errors or omissions in the contents of this message which may arise as a result of e-mail transmission.