

Message

From: De Alba, Gabriel [gdealba@catcapital.com]
Sent: 8/1/2014 11:13:03 PM
To: Levin_Jonathan [jlevin@fasken.com]; Ben Babcock [Ben.Babcock@morganstanley.com]; Daniel Batista [dbatista@fasken.com]
Subject: Fwd: Project Turbine - Settled SPA and TLA
Attachments: 1F9C892E-069B-4F50-8AA8-73F84890B13D.png; ATT00001..htm; Revised TLA (BJ).docx; ATT00002..htm; WSComparison_DM_TOR-#7354808-v2-Wind_TM_Agreement-Revised TLA (BJ).pdf; ATT00003..htm; WSComparison_#10373960v24_WSLegal_ - Share Purchase Agreement - Catalyst (Bennett Comments - August 1, 2014)-#10373960v25_WSLegal_ - Share Purchase Agreement - Catalyst (Ben.pdf; ATT00004..htm; Share Purchase Agreement - Catalyst (Bennett Comments - August 1, 2014).DOCX; ATT00005..htm

Please review and let's discuss tomorrow am.

Begin forwarded message:

From: "Saratovsky, Felix" <Felix.Saratovsky@vimpelcom.com>
To: "De Alba, Gabriel" <gdealba@catcapital.com>
Cc: "jlevin@fasken.com" <jlevin@fasken.com>, "Christian Gauthier" <GauthierC@bennettjones.com>, "Hasan, Faaiz" <Faaiz.Hasan@vimpelcom.com>
Subject: Project Turbine - Settled SPA and TLA
Gabriel,

As discussed, attached are drafts of the Share Purchase Agreement and Trademark License Agreement (with blacklines against the last versions provided by your counsel) that we consider substantially completed, subject only to settling some of the details in the schedules (and any corresponding necessary changes to representations and warranties). We will continue to work with Faskens to complete the schedules as soon as possible.

As previously discussed, we also need to finalize the support agreement with AAL (Tony Lacavera) and expect to reach a final agreement with AAL in the next couple of days.

We also confirm that, under the exclusivity agreement dated July 23, 2014, as amended on July 30, 2014, this constitutes written confirmation by VimpelCom that the attached Share Purchase Agreement and Trademark Licence Agreement are substantially settled. Under the exclusivity agreement, once you confirm the same by reply email, the exclusivity period will be extended automatically by 5 Toronto business days.

We will work expeditiously to obtain board approvals of VimpelCom and will let you know as soon as it is obtained.

Please confirm your agreement by reply agreement that Catalyst also agrees that the Share Purchase Agreement and Trademark License Agreement are substantially settled (subject to settlement of schedules).

Best regards,
Felix

Felix Saratovsky
Deputy General Counsel

[cid:45702494-F068-47D2-9DDF-62A2DFEA2E37]

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