



شركة سعودي اوجيه المحدودة
SAUDI OGER LTD.

Press Release

دائرة الاتصال والأعلام
Corporate Communications

Ankara, 14 November 2005

Shareholders Agreement relating to the sale of 55% of the shares of Türk Telekom signed today by The Government of Turkey and Oger Telecom

The Government of Turkey, represented by Minister of Finance Kemal Unakitan and Minister of Transport and Communication Binali Yıldırım, and Oger Telecom, represented by Mohammed Hariri, today signed the Shareholders Agreement relating to the 55% block sale of the shares of Turk Telekom, which has over 19 million fixed subscribers, and ranks in the top 15th largest fixed line operators in the world. Turk Telekom has joint control of the GSM Operator Avea, along with Telecom Italia, with 6.2 million active subscribers (30 September '05). The signing is the final step in the privatisation process.

Oger Telecom was the winning bidder following a competitive bidding process on July 1, 2005. This sale, amounting to 6.55 billion USD, represents the biggest foreign direct investment in the history of Turkey.

Mohammed Hariri, Saudi Oger Ltd. Senior Vice President - Secretary General and Board Member signed the Share Transfer Agreement on behalf of the **Oger Telecom Joint Venture Group**. Mr Hariri stated: "We are fully committed to this investment and are confident of our ability to build value to all stakeholders, including the management of Turk Telekom, its employees, its customers and to the public at large. We have always believed that Türk Telekom is a jewel and we are determined to invest in its growth. We do not see this success as a mere acquisition, but rather a long-term investment, not only in the future of Turk Telekom but also in Turkey. We believe that the co-operation of OgerTelecom & Telecom Italia, along with British Telecom's consultancy arm BT Telconsult forms a unique and solid team, bring an unparalleled wealth of experience which will be the driving force for the transformation of Turk Telecom into a World-class telecommunications company, in addition to the further strengthening of the GSM operator, Avea."

Dr Paul Doany, CEO of Oger Telecom added; "We have a vision for Turk Telecom: to be a leading operator on par with the best telecommunication

companies worldwide. We have the commitment, as well as the resources, the know-how and strong partnerships in place, to realise that vision. We have assembled a world-class team led by managers from Oger Telecom in all aspects of strategy, business planning, commercial, technical, financial, legal and regulatory, and have integrated our team with specialists from BT Telconsult. We have an impressive investment plan to convert our vision into reality.”

Giampaolo Zambelletti, Telecom Italia Group Senior Vice President International Affairs and Oger Telecom Board Member, in a statement made following the signing ceremony emphasized: “It is very exciting for us to be here at the final stage of the privatization of Türk Telekom after 5 years of activities in telecommunications in this country. We believe that Telecom Italia’s investment in Oger Telecom through cash equity, in addition to future commitments in relation to its direct Avea stake will form the basis for a unique partnership with Oger Telecom and encourage future cooperation in the telecommunications sector. As we have stated on several occasions, Telecom Italia will focus with OgerTelecom on the management of the mobile business and we are confident that this new partnership will strengthen Avea’s competitiveness.”

Colin Brooks, General Manager BT Telconsult- the operational and technical partner of Oger Telecom, in a separate statement emphasized BT Telconsult’s commitment to Oger Telecom and to Türk Telekom: “We commenced providing support services for Oger Telecom right from the due diligence stage of the tender process. Our operational and technical support is expanded through a management agreement with Oger Telecom. The management agreement gives Turk Telekom access to one of the leading fixed line operators in the world with its vast networks exceeding 30 million lines. BT’s resources, expertise and know-how will enrich Turk Telekom’s management, operations and technology,. Our partnership complements OgerTelecom’s market knowledge and makes for a unique technical and operational collaboration.”

Note for the editor

Saudi Oger entered into a joint venture with Telecom Italia, one of Europe’s leading integrated telecommunications operator, who participated in the tender process for the 55% block sale. Telecom Italia already have a co-controlling stake in Avea, matching that of Turk Telekom.

Oger Telecom also signed a management agreement with BT Telconsult (British Telecom’s international consultancy arm), in accordance with the tender process requirements, as filed with the Privatization Administration. This extends their role along with Oger Telecom, for supporting the future management of the Turk Telekom

Oger Telecom is planning an impressive investment program to spearhead the introduction of new technologies to the Turkish telecoms market, with a host of

exciting products and services which will make all stakeholders proud of their flagship company, TURK TELEKOM, in the interest of its management, its employees, its customers and the public at large.

About OgerTelecom

OgerTelecom, is part of the Saudi Oger group headquartered in Riyadh, Saudi Arabia. Saudi Oger, through OgerTelecom and its other subsidiaries, provides communications based on 2nd and 3rd generation systems including GSM/GPRS, 3G/CDMA and other technologies. The company provides fixed telephony, mobile telephony, private network services, broadband and internet services including VSAT, broadcasting and cable television. OgerTelecom is active in South Africa, Romania and Portugal, in addition to Saudi Arabia, Jordan and Lebanon.

Cell C , the 3rd mobile cellular operator in South Africa has over 2.7 million subscribers.

Zapp, the 4th mobile cellular operator in Romania, has spearheaded wireless data services, with the first services of their kind in the region.

Radiomóvel, the mobile cellular operation in Portugal, is a start CDMA2000 operation

The internet service provider **Cyberia**, operates in Saudi Arabia, Lebanon and Jordan.

OgerTelecom is also active in broadcasting and cable television. The company incorporates Future Television, Zen Television, Al Sharq Radio and CableVision (wireless cable television).

For more information, visit www.saudioger.com

About BT

BT is one of the world's leading providers of communications solutions serving customers in Europe, the Americas and Asia Pacific. Its principal activities include IT and networking services, local, national and international telecommunications services, and higher-value broadband and internet products and services.

BT consists principally of three lines of business:

- **BT Retail**, providing a comprehensive range of communications and related services to more than 20m UK consumers and businesses.
- **BT Wholesale**, providing network services and solutions within the UK to more than 600 fixed and mobile operators and service providers including the provision of broadband and private circuits.
- **BT Global Services**, providing IT and networking services to meet the needs of multi-site organisations globally. BT Global Services operates in more than 130 countries and also offers international carrier services.

In the year ended 31 March 2004, BT Group's turnover was £18,519 million with profit before goodwill amortisation, exceptional items and taxation of £2,013 million.

BT Group plc is listed on stock exchanges in London and New York. British Telecommunications plc (BT) is a wholly-owned subsidiary of BT Group and encompasses virtually all businesses and assets of the BT Group.

For more information, visit www.bt.com/aboutbt

About BT Telconsult Ltd

BT Telconsult Ltd is a fully owned subsidiary of BT. BT Telconsult has a proven record of more than 20 years experience of assisting telecoms operators worldwide to improve their business. Headquartered in the UK, BT Telconsult has a presence in Hong Kong, Malaysia, Indonesia, United Arab Emirates, and South Africa. It draws upon an unrivalled range of resources to build truly effective operating teams. These teams are drawn from across BT, partner companies and from its unique database of key associate professionals.

BT Telconsult has access to BT's extensive pool of expert skills in the following areas:

- Multimedia & eBusiness
- Mobility & convergence
- Knowledge & customer relationship management
- Voice, data, broadband & access
- Intelligent networks
- Network & service management
- Security & reliability
- Project Management

For more information, visit www.bt-telconsult.com

About Telecom Italia

The Telecom Italia Group is Italy's leading ICT enterprise and a major player on the world stage. The Group's solid financial footing and competitive stance have made it a significant force in strategic markets ranging from fixed-line and mobile telecommunications to the internet and high growth data services and broadband. The Group is driven by innovation, professionalism, high standards of service and a focus on the customer.

The Group has adopted a "one company model" to maintain its competitiveness in an increasingly dynamic marketplace, and adopted a unified convergence-driven strategic approach to its various businesses and fixed-line/mobile platform integration.

The Telecom Italia Group closed its 2004 accounts with revenues of €28,573 million (€21,958 million in the third quarter of 2005) and EBITDA of €12,902 million (€9,704 million in the third quarter of 2005).

In Italy the Group supplies around 26 million fixed-network lines and 27.3 million wireless lines (30 September 2005).

Telecom Italia's international presence focuses on broadband, fixed-line and mobile telephony. Mobile operations outside Italy are concentrated in Turkey, where it is present since 2000, and Brazil, where TIM launched the country's first GSM service – an important step in the Group's primary international growth project: South America's first GSM network.

In Europe, Telecom Italia has built a 39,500-km nine-nation fibre optic backbone.

As the leading consolidated voice and data services provider on its home market, Telecom Italia has driven growth in new market sectors including value added, broadband and the web. Outside Italy, the company is rolling out broadband and developing optical networks in Europe and Latin America where Telecom Italia is also present in Argentina and Cuba. Telecom Italia is also

gaining a strong foothold as a pan Mediterranean carrier and it handles nearly 60% of the international Mediterranean nation telecommunication traffic.

For more information, visit www.telecomitalia.it

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