

3. Character of the Applicant

3.1 Entity

3.1.a What is the identity of the applicant? (Please include the names of all participants in the application, state when the applicant was formed and describe the history of the applicant to-date.)

The applicant is Boxer DTT Limited (trading as Boxer), a company incorporated in Ireland. Boxer has been specifically incorporated in order to make this application.

Boxer was incorporated on 15th April 2008 on behalf of its two shareholders, Boxer TV-Access BV and Communicorp Group Limited, who have come together, with the support of BT Communications Ireland Limited, to make this application.

Boxer TV-Access BV is the only DTT operating company in the world that has already successfully delivered analogue switch-off.

Communicorp Group Limited is a leading media and broadcasting company with business interests and 48 radio stations across eight European countries.

3.1.b What is your current legal status? If you are not currently a legal entity and if your application were successful, who would hold the contract?

Boxer has been incorporated in Ireland as a company with limited liability and, if this application is successful, Boxer will be the holder of all 3 multiplex contracts.

Where the applicant is already a corporate body, please provide a copy of the certificate of incorporation, the registered address and CRO number of the applicant.

A copy of Boxer's Certificate of Incorporation is attached in the Appendix to Section 3.

The company's registered address is South Bank House, Barrow Street, Dublin 4.

The registration number of the company is 456079.

3.1.c. If this application is conditional, i.e. it is linked to one or more other applications, what is the relationship between the respective applicants? Please provide details of any arrangement that exists between the applicants.

Boxer is of the opinion that the only commercial opportunity for a commercial DTT operator depends on it securing all three DTT multiplex contracts. As a result, this and each of the other applications made by Boxer are fully conditional on each other. In the event of Boxer only being selected for exclusive negotiations in respect of one or two DTT multiplex contracts, it will not be in a position to move forward with any negotiations.

All three applications have been made by the same company, Boxer.

Neither Boxer, nor any of its shareholders or participants, have any involvement with any other applications being made for these DTT Multiplex Contracts.

3.2 Management

3.2.a. Who are the members of the board of directors (or equivalent) of the applicant? (For each person please provide their name, address, age, nationality and current occupation)

Four Directors have been appointed to the board of directors of Boxer, as follows:

Ms. Lucy Gaffney (48), Irish.
21 Alma Road,
Monkstown,
Co. Dublin.

Occupation: Company Director

Mr. Pierre Helsén (57), Swedish
Pärlvägen,
181 66 Linidingö,
Sweden.

Occupation: Company Director

Mr. Patrick Halpenny (48), Irish.
40 Nutley Avenue,
Donnybrook,
Dublin 4.

Occupation: Chief Executive Officer, Communicorp Group Limited.

Mr. Per Norman, (44), Swedish.
Vintervägen 3,
184 72 Stocksund,
Sweden.

Occupation: Chief Executive Officer, Boxer TV-Access AB

3.2.b. Which of the directors is the chairperson (or its equivalent)?

Ms. Lucy Gaffney will act as the Chairperson of the Boxer board of directors for the first twelve months. Thereafter the position of Chairperson will alternate on an annual basis between a director nominated by Communicorp and a director nominated by Boxer Sweden.

3.2.c. Who is the managing director or senior executive officer of the applicant (please provide name, address, age, nationality and current occupation of this person)?

Mr. Per Wiklund (46)

He is a Swedish national and is Chief Operating Officer for Boxer-Europe of Boxer TV-Access AB.

St. Eriksgatan 117,
Box 6239, SE-102 34
Stockholm,
Sweden.

Boxer has also identified a Chief Executive Officer and details have been provided in the Confidential Annex.

3.2.d. Who is the secretary or similar officer of the applicant (please provide name, address, age, nationality and current occupation of this person)?

Ms. Deirdre Murphy (30), has been appointed Company Secretary of Boxer. She is an Irish national and is Chief Financial Officer of Communicorp Group Limited.

33 Cherbury Court,
Booterstown Avenue,
Blackrock,
Co. Dublin.

3.3 Shareholding/Beneficial Ownership of Shares

3.3.a. What is the existing or proposed shareholding structure of the applicant? (Please specify the total number of authorised shares, the total issued share capital, and the class/classes of shares.)

Boxer TV-Access AB, Communicorp Group Limited and BT Communications Ireland Limited have entered into a Joint Bid and Operations Agreement (the "Bid Agreement"), which sets out the arrangements applying between them, including the proposed shareholding and associated rights in Boxer.

BT Communications Ireland Limited will not have any ownership interest in Boxer.

Boxer will be owned 50% each by each of Boxer TV-Access AB and Communicorp Group Limited. Both Boxer TV-Access AB and Communicorp Group Limited will hold their shareholdings directly for themselves alone, both legally and beneficially.

Currently, the authorised share capital of Boxer is 100,000 ordinary shares of €1.00 each of which 100 have been issued with 50 ordinary shares held by Boxer TV-Access AB and 50 ordinary shares held by Communicorp Group Limited.

A copy of the Bid Agreement is contained in the Confidential Annex.

3.3.b. Who are the owners or proposed owners of all of the shares in the applicant and/or the persons entitled to the beneficial ownership of the shares where a shareholding is in the name of a trustee or nominee? (Please provide, in respect of each such person, his/her name and home address. Where a shareholder of the applicant is a body corporate, please provide the names and addresses of the shareholders and/or person(s) entitled to the beneficial ownership of the shares, and specify the percentage that each shareholding represents of the total issued share capital of the body corporate.)

The owners of the entire issued share capital of Boxer and their shareholding in Boxer are as follows:

- Boxer TV-Access AB,
S:T Eriksgatan 117, Box 6239, SE 102 34. Stockholm, Sweden.
(50% shareholding)
- Communicorp Group Limited,
Sixth Floor, 1 Grand Canal Quay, Dublin 2.
(50% shareholding).

The majority shareholder in Boxer TV-Access AB is Teracom AB ("Teracom") with a 70% stake. Teracom is a terrestrial broadcast service company owned by the Swedish government. Teracom owns all Swedish broadcast antenna sites, and distributes all terrestrial radio and TV programmes, private and public service, analog as well as digital.

Teracom is registered address is: Box 1366 172 27, Sundbyberg, Sweden.

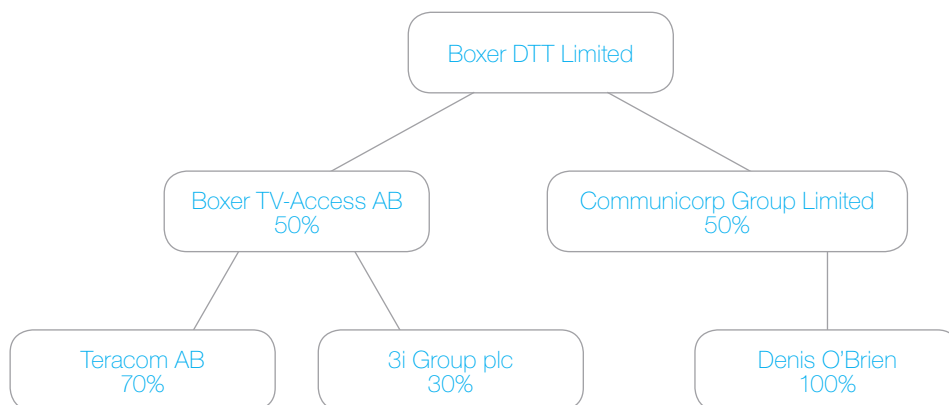
The British venture capital firm 3i Group plc holds a 30% stake in Boxer TV-Access AB. 3i Group plc is a leading venture capital and private equity firm quoted on the London Stock Exchange and part of the FTSE 100 Index.

3i Group plc's registered address is: 16 Palace Street, London SW1E 5JD, England.

Communicorp Group Limited is a leading media and broadcasting company wholly owned by Mr. Denis O'Brien.

Mr. O'Brien's address is: 6th Floor, 1 Grand Canal Quay, Dublin 2.

Shareholding Structure of Applicant



3.3.c. What is the existing or proposed shareholding (per class where relevant) and the issue price subscribed by each shareholder (including details of any premium paid), and the percentage that each shareholding represents of the total issued share capital of the applicant?

The share capital of Boxer will be held 50% each by each of Boxer TV-Access AB and Communicorp Group Limited. There are currently 100 shares in issue which were subscribed for at par.

The amount of shares to be issued and the amount to be subscribed for such shares will be determined in accordance with the capital requirements of Boxer and set out in the Business Plan.

3.3.d. What percentage of all the votes that may be cast by the shareholders of the applicant at general meetings is attached to each shareholding?

Boxer TV-Access AB and Communicorp Group Limited propose that votes at general meetings correspond exactly to their shareholdings and as such, of all the votes that may be cast by the shareholders of the applicant at general meetings, 50% is attached to each shareholding.

3.3.e. What is the total value of loan stock and the existing or proposed amount of loan stock subscribed by each shareholder?

Boxer TV-Access AB and Communicorp Group Limited propose to fully capitalise Boxer to allow it realise its business plan. They propose to do so using a mixture of direct equity and loan stock, the aggregate of which will be contributed in the proportions of their shareholdings.

3.3.f. Where there is a shareholders', or other, agreement/s in existence or proposed in respect of the applicant, please provide details of the provisions of such agreement/s relating to the ownership and/or control of the applicant i.e. board of directors, transfer of shares, pre-emption rights, additional rights conferred by share class, exit mechanisms and conditions envisaged etc.

Full details of an applicant's financial resources should be provided in section 4.2.

As previously stated, the parties have entered into a Joint Bid And Operations Agreement (the "Bid Agreement").

The Bid Agreement reflects the full extent of agreements and proposed arrangements arrived at or envisaged by the parties to date. The Bid Agreement sets out the framework for a legally binding shareholders' agreement that will contain pre-emption right or the issue or transfer of shares, dispute resolution mechanisms and other provisions customary in shareholders' agreements pertaining to a 50/50 shareholding split.

The Bid Agreement provides for a board of four directors (including a chairperson), two to be appointed by each of the shareholders. The chairperson shall not have a casting vote. There will be a restriction on shareholders selling any shares for the first two years. Each shareholder will have full pre-emption rights in the event of the other proposing to dispose of its interest or on an issue of shares.

3.4 Additional Information

Please answer the following questions “yes” or “no”, on behalf of the applicant, to include, if the applicant is a body corporate, its directors, manager, secretary or other similar officer and “significant” shareholders.

A person will be deemed to be a “significant” shareholder if s/he is the legal or beneficial owner of shares in the applicant to which are attached ten percent (10%) or more of the voting rights exercisable at a general meeting of the applicant. If the answer is “yes” to any of the following questions, please provide full details.

As the applicant, Boxer, is a body corporate, the following definitions are used in answering the questions set out in Section 3.4:

“Parties to the Bid Agreement” meaning Boxer TV-Access AB, Communicorp Group Limited and BT Communications Ireland Limited.

“Officers” meaning the directors, managers, secretary and similar officers of Boxer DTT Limited.

“Significant Shareholders” meaning Boxer TV-Access AB and Communicorp Group Limited.

3.4.a. Has the applicant ever been convicted of an offence involving fraud or dishonesty?

No, and neither has any of the Parties to the Bid Agreement, or any of the Officers, or either of the Significant Shareholders.

3.4.b. Has the applicant ever been restricted or disqualified as a Company Director, or convicted of any offence under the Companies Acts 1963-2006 (as amended) in this jurisdiction or under equivalent legislation in any other jurisdiction?

No, and neither has any of the Parties to the Bid Agreement, or any of the Officers, or either of the Significant Shareholders.

3.4.c. Has the applicant ever been adjudicated a bankrupt, become insolvent or entered into a voluntary arrangement with creditors, or had a receiver appointed to any of his assets, in this or any other jurisdiction?

No, and neither has any of the Parties to the Bid Agreement, or any of the Officers, or either of the Significant Shareholders.

3.4.d. Has the applicant ever been a director of a company to which a receiver was appointed, which went into compulsory liquidation, creditors' voluntary liquidation, examinership or which made any arrangement with its creditors or class of creditors?

No, and neither has any of the Parties to the Bid Agreement, or any of the Officers, or either of the Significant Shareholders.

3.4.e. Has the applicant ever been convicted of an offence under any legislation by which Broadcasting and/or Wireless Telegraphy is regulated in this or any other jurisdiction?

No, and neither has any of the Parties to the Bid Agreement, or any of the Officers, or either of the Significant Shareholders.

3.4.f. Has the applicant ever had a licence or contract issued by a broadcasting licensing body or any other statutory body suspended or revoked in this or any other jurisdiction?

No, and neither has any of the Parties to the Bid Agreement, or any of the Officers, or either of the Significant Shareholders.

3.4.g. Is the applicant aware of any reason why it may not be a fit and proper person to be awarded a contract?

The applicant is not aware of any reason why it may not be a fit and proper person to be awarded a contract.

The applicant considers that its proposed Board, Company Secretary and Management Team are all fit, proper and qualified persons to discharge their proposed roles.