

Annex A

Reference Interconnect Offer

Definitions Annex 1.0

March 2022

***THIS DRAFT IS NOT AN OFFER AND IS SUBJECT TO FURTHER NEGOTIATIONS,
ADDITIONAL PROVISIONS, AND APPROVAL BY BOTH PARTIES.***

THIS DRAFT IS SOLELY FOR DISCUSSION PURPOSES ONLY.

Acceptance Testing	Shall have the meaning described in <u>Section 2.8.4 of Annex D (Joint Working Manual)</u> .
Affiliate	With respect to a specified Person, a Person that directly, or indirectly through one or more intermediaries, controls, or is controlled by, or is under common control with, the Person specified; and for purposes of this definition, “control” (including “controlled by” and “controlled”) means the possession, directly or indirectly, of the power to direct or cause the direction of management and policies of such other Person, whether through the ownership of voting securities or by agreement.
Agreement	This agreement and all of its attachments, inclusive of the Legal Framework, Annexes, and mutually agreed-upon other attachments, together with any mutually agreed-upon amendments, constitute the entire Agreement between the Parties with respect to the subject matter hereof.
Annex	The attachments to the Legal Framework identified as <u>Annex A (Definitions)</u> , <u>Annex B (Services)</u> , <u>Annex C (Rate Schedule)</u> , and <u>Annex D (Joint Working Manual)</u> .
Answered Call	A Call in which “answer supervision” is provided indicating that two-way communication has commenced.
Business Day	A day, Monday through Friday, that is a normal working day for government offices in Guyana.
Bypass Operations	The use of Equipment and/or Facilities by a Party or a Third Party Telecommunications Provider to circumvent, or attempt to circumvent, valid Charges or Taxes associated with the Traffic Service type.
Call	A signal or series of signals generally falling within the audio bandwidth of 300 Hz to 3400 Hz or signals contained within a standard digital CCITT/ITU 64 kBits channel conveyed from the TELCO Network to the Digicel Network or vice versa for the purpose of exchanging communications between and among domestic Landline or Mobile end points, whether or not that signal or series of signals is so conveyed to effect actual communication between the Calling

Party and the Called Party of the signal or signals and where the number dialled by the Calling Party is a either a Mobile Number, a Fixed Local Number or a Fixed National Number as the context requires.

Called Party

Any Person that is the transmission end point of Call or an SMS, as the case may be, whether or not the Called Party receives the Call or the SMS.

Calling Party

Any Person that initiates a transmission of a Call or an SMS, as the case may be.

Charges

Any amount due as billed by one Party to the other Party under the Agreement.

Duration

The period determined in accordance with methodologies employed by a Party to determine the actual duration of Answered Calls for the purposes of calculating the Charges.

Confidential Information

Means the non-public information of a Party, consisting of, *inter alia*, trade-secret information or competitively sensitive information (including financial records).

CLI

Calling Line Identity, information delivered by network signaling that correctly identifies the telephone number to the Called Party of the line from which Traffic has been originated.

Customer

Any Person who has a contractual relationship with either of the Parties or a Third Party Telecommunications Provider for the use by that Person of that respective Party's services.. For the avoidance of doubt, Customer includes Telecommunications Providers licensed in Guyana.

Deemed Receipt

The Business Day on which the invoicing Party receives a confirmation of the received-receipt of the emailed invoice or, if the invoicing Party receives a confirmation of the received-receipt of the emailed invoice on a non-Business Day, the first Business Day following receipt of the received-receipt of the emailed invoices.

Designated Destination

the point in a Party's System to which the Landline Number or Mobile Number provided in respect of a

Call or SMS (as the context requires) has been allocated by that Party, disregarding any call forwarding or like functionality or service that may have been invoked by that Party, an End User or Third Party Telecommunications Provider.

Dispute

A difference among the Parties with respect to Services, a demand for payment or Charges, quality of Service, or any other aspect of this Agreement which complies with the requirements of Section 41 of the Legal Framework.

Effective Date

Following execution of the Agreement, on [INSERT DATE] or the first calendar date thereafter following the date that this Agreement has been executed by both Parties.

Equipment

Any electronic devices, amplifiers, power supplies, vaults and pedestals, grounding and pole hardware, test equipment, tower equipment, microwave equipment, and any other similar equipment.

Facilities

Any trunks and distribution coaxials, cooper lines, optical fiber cables, drops, conduits, and any other similar facilities.

Forecast

A specific quantitative prediction of Traffic and Services made by each Party in the manner described in Annex D (Joint Working Manual).

Fraudulent Use

An intentional and willful misuse of a Parties' Services by a party or by a Third Party.

Governmental Authority

Any: (a) foreign, national, municipal, local or other government, court, tribunal, judicial or arbitral body, arbitrator, official, agency, administrative agency, instrumentality, commission, entity, branch, division or department; (b) other governmental, government appointed or regulatory authority; or (c) quasi-governmental authority exercising any regulatory, expropriation or taxing authority under or for the account of any of the above, including the Regulator, and any municipal or local government that is responsible for the registration, enforcement, taxation, and compliance of Telecommunications Providers, each to the extent it has jurisdiction over the subject matter at issue.

IPR or Intellectual Property Rights

Any and all intellectual property and all past, present and future rights therein or thereto of any nature, form or kind, including all patents, copyrights (registered or unregistered), works of authorship, mask-works, technology, trade secrets, know-how, processes, inventions, data, formulae, data bases, moral rights, domain names (and any part thereof), manufacturing methods and data, specifications, drawings, schematics, algorithms, prototypes, designs, design rights, design tools, white papers, research and development protocols, computer software programs, applications, source and object codes, trademarks, trade names, service marks, service names, trade dress and all other source identifiers, whether or not intended as such; all registrations, applications, recordings, licenses and common-law rights relating to, arising out of or in connection with any of the foregoing, all rights to sue at law or in equity for any infringement, interference or other impairment thereto, including the right to receive all proceeds and damages therefrom, and all rights to obtain reissues, renewals, continuations, continuations-in-part, divisions or other extensions of legal protections pertaining thereto; and all other federal, state and foreign intellectual property and any intellectual property right relating thereto

Initial Period

The timeframe from the Effective Date to the third yearly anniversary of the Effective Date of the Agreement.

Interconnect

The physical and logical linking of the telecommunications network Systems of the Parties necessary for the routing and/or termination of Traffic.

Interconnection Link

Capacity provided on a fibre optic cable used to Interconnect the Parties' Systems and route Traffic between Points of Connection as further described in Annex D (Joint Working Manual)..

Interconnect Location or IL

The geographic location at which the Parties have an Interconnect.

Joint Services

A Service provided to Customers with both Parties as the customer-facing provider.

Landline or Fixed	A telecommunications line, service, or connection wherein a Calling Party or Called Party uses a circuit of wire or cable running over land or underground to transmit or receive communications.
Law	All national, local or other statutes, laws, ordinances, regulations, rules, codes, directives, court or other orders, or similar instruments or determinations or awards of a court or other Governmental Authority, statutory guidances, assessments, common laws, treaties or acts of any Governmental Authority that apply to the Parties or the subject matter of this Agreement.
Legal Framework	The terms of the Agreement to which Annexes are affixed.
Legitimate Use	As it relates Traffic, Services provided in this Agreement which are Landline and Mobile Traffic for Customers of the Parties, and which is not Fraudulent Use Traffic, Unagreed Traffic, or Bypass Operations Traffic.
Local	As it relates to Calls, a Landline Call to or from a fixed telephone number assigned to a Fixed line exchange in the Georgetown Area in accordance with the National Numbering Plan and as further described in Schedule 1 of <u>Annex B (Services)</u> .
Material Change in Law	Any fact, circumstance, event, development, effect, occurrence or change in Law that, individually or in the aggregate with any other fact, circumstance, event, development, effect, occurrence or change, has, has had or would reasonably be expected to have a material adverse effect on the business, results of operations, assets, liabilities or condition (financial or otherwise) of either of the Parties' provision of Services under the Agreement, in each case taken as a whole.
Message	Units of information exchanged between Switches for the purpose of control consisting of 3.1Khz speech and the associated CCSS7 protocol used to convey a call setup, clear-down and supplementary service information.
Minister	The Minister responsible for Telecommunications

Mobile	A telecommunications line, service, or connection wherein a Calling Party or Called Party uses cellular or radio wave to transmit or receive communications.
National	As it relates to Calls, a Landline Call to or from a fixed telephone number assigned to a Fixed line exchange in accordance with the National Numbering Plan other than a telephone number assigned in respect of a fixed line exchange in the Georgetown Area and as further described in Schedule 1 of <u>Annex B (Services)</u> .
National Numbering Plan	The numbering regime for Guyana’s geographical numbers including the NXX national prefixes and local number portion.
National Transit Domain	Point codes provided in the National Numbering Plan.
Notice	Any Notice given by a Party in accordance with <u>Section 40</u> of the Legal Framework.
NXX	The current general configuration for exchange codes within each Area Code. (Note that NNX codes were formally used)
PLMN	A public land mobile network or a Telecommunications Provider providing such a network.
PSTN	Public Switched Telephone Network.
Party	Either TELCO or Digicel, as identified in the recitals to this Agreement, or both according to context.
Person	Any individual, partnership, joint-stock company, joint venture, corporation, limited liability company, trust, unincorporated organization, or other entity, or a Governmental Authority or subdivision thereof.
Planned Maintenance	Shall have the meaning described in <u>Section 2.8.8.1</u> of <u>Annex D (Joint Working Manual)</u> .
Point of Connection or POI	The physical point where the provision of and responsibility for a Service starts or ends, dependent on the provider of the Interconnection Link Service, and as further specified in <u>Annex B (Service</u>

	<u>Description</u>) and in <u>Annex D (Joint Working Manual)</u> .
Preliminary Order	An order that makes an initial determination on the merits made in advance of a final decree or decision.
Regulations	The Telecommunications (Interconnection and Access) Regulations 2020, Regulations No. 7 of 2020.
Reference Interconnection Offer	A Reference Interconnection Offer approved by the Regulator in accordance with the Law.
Regulator	The Public Utilities Commission established under Guyana law by section 5 of the Public Utilities Commission Act of 2016, Act No. 19 of 2016.
SMS	A message of up to 160 characters sent by means of a SS7 signalling channel to or from terminal equipment connected to a Party's PLMN.
Service	Solely those telecommunications services identified in <u>Annex B (Services)</u> . For clarity, Unagreed Traffic is not a Service.
Service Acceptance	Is the confirmation by the Parties that all testing is complete and the Service is ready for live traffic.
Service Description	The technical identification of Services subject to this Agreement.
Service Supplier	The Party providing a Service under this Agreement.
Service Taker	The Party receiving a Service under this Agreement.
Switch	The Equipment which opens or closes circuits, completes or beaks electrical paths, or selects paths or circuits.
System	The telecommunications networks and related equipment and apparatus now and hereafter operated by either Party for the provision of certain telecommunications services, including Services identified in <u>Annex B (Services)</u> .
Taxes	Any and all taxes, levies, imposts, duties, assessments, charges, escheat or unclaimed property obligations, withholdings and other like charges and

obligations imposed or required to be collected by or paid over to any Governmental Authority, including income, franchise, profits, business occupation, gross receipts, premium, sales, use, property, severance, stamp, transfer, recording, capital gain, minimum or alternative minimum, environmental, license, payroll, employment, excise, occupation, windfall profits, customs duties, capital stock, social security (or similar), unemployment, disability, registration, value added, estimated or other tax of any kind whatsoever, including any interest, penalty, fine, assessment or addition thereto, whether disputed or not.

Telecommunications Provider

A provider of public telecommunication networks and/or publicly available telecommunication services, including mobile services.

Telecommunications Act

The Law identified as Act No. 18 of 2016.

Third Party

Any Person other than a Party or an Affiliate of a Party.

Third Party Telecommunications Provider

An entity other than a Party that is a Telecommunications Provider.

Traffic

A flow of Messages, Calls, or SMS, or attempts for Messages, Calls or SMS.

Traffic Services

Services, as described in Annex B (Services), that support Traffic.

Transit

The use of the other Party's System to exchange Traffic with the system of a Third Party Telecommunications Provider.

Transmission

Transmission is the process of sending and propagating an analogue or digital signal using a wired, optical, or wireless electromagnetic transmission Facilities. Transmission of a digital Message, or of a digitized analogue signal, is known as data Transmission.

Unagreed Traffic

(i) Traffic of a type which is not specifically included in the Service descriptions contained in Annex B (Services); or (ii) Traffic of a type which is conveyed to the other Party on Interconnects not segregated for

that Traffic type; or (iii) Traffic that includes no CLI; or (iv) Traffic which results from the artificial inflation of otherwise legitimate Traffic; or (v) Traffic which is not for a Legitimate Use; or (vi) Traffic which in the reasonable opinion of the receiving Party of the Traffic does not conform to the technical requirements of Annex D (Joint Working Manual); or (vii) Traffic that has originated outside of Guyana. For clarity, Unagreed Traffic is not a Service.

Undisputed Charges

Any Charge for which a Dispute is not properly claimed under Section 41 of the Legal Framework.

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