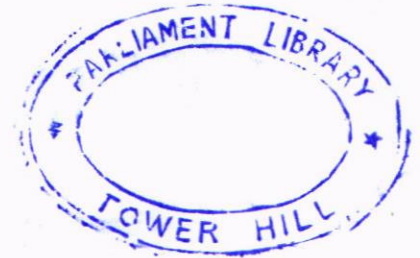


JVA  
359



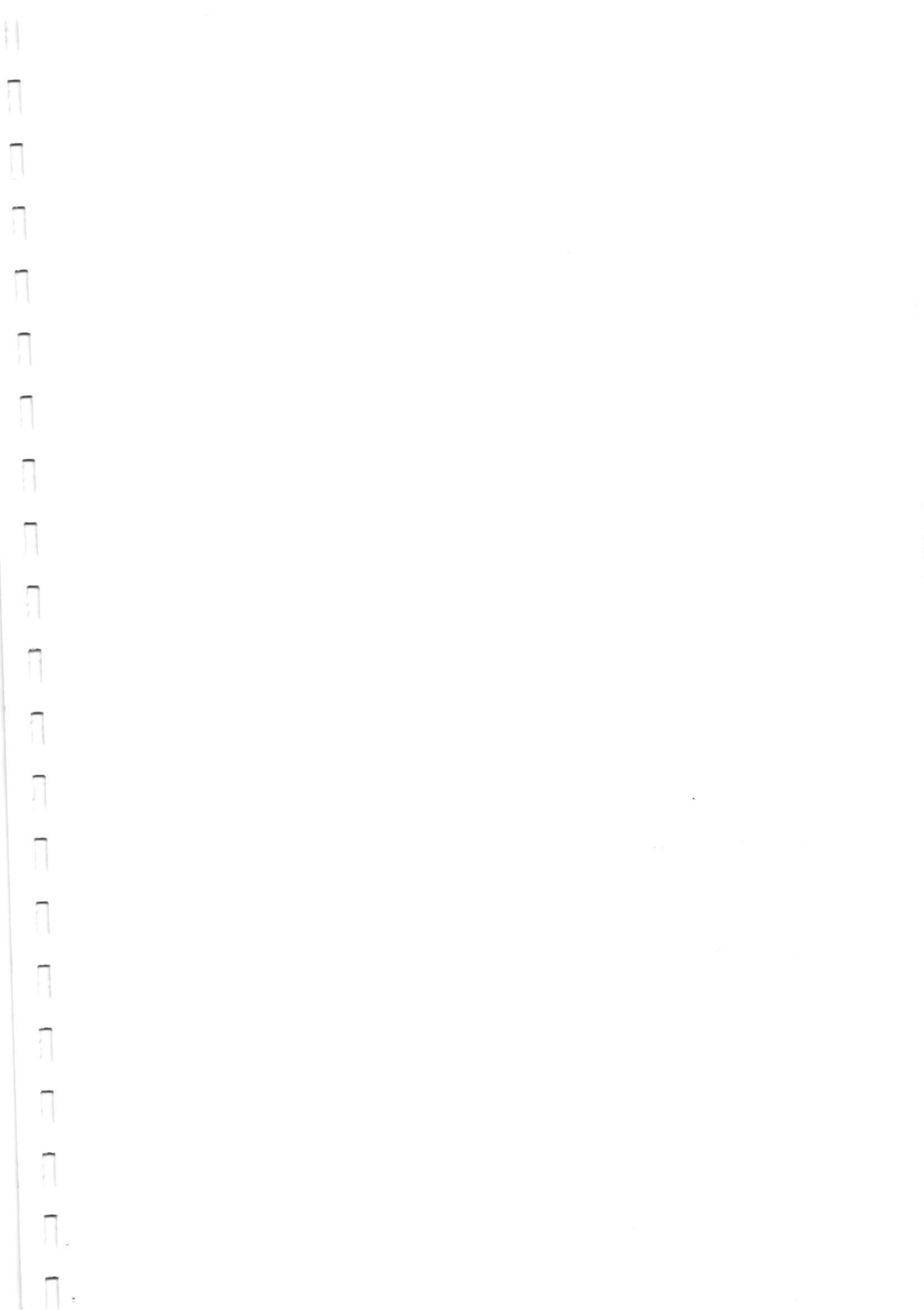
## GOVERNMENT OF SIERRA LEONE

**JOINT VENTURE AGREEMENT BETWEEN THE  
MINISTRY OF INFORMATION AND COMMUNICATIONS  
REPRESENTING THE GOVERNMENT OF SIERRA  
LEONE AND WTS MEDIA GROUP LIMITED (care of World  
Trade Services limited), A LIMITED LIABILITY COMPANY  
HAVING ITS REGISTERED OFFICE AT 32 Bower Hill  
Industrial Estate, Bower Terrace, Epping CM16 7BN, UNITED  
KINGDOM**

## **DIGITAL TERRESTRIAL TELEVISION (DIGITAL TERRESTRIAL MIGRATION) PROJECT**

### *JOINT VENTURE AGREEMENT*

This JOINT VENTURE AGREEMENT is made this [ ] day of August 2017 between the  
MINISTRY OF INFORMATION AND COMMUNICATIONS representing the Government of  
Sierra Leone having its address for service at 8th Floor Youyi Building Brookfield, Freetown in the



Western Area of the Republic of Sierra Leone (hereinafter the "**Government of Sierra Leone**" or "**MIC**") on the one part, and WTS MEDIA GROUP LIMITED (care of World Trade Services limited), 32 Bower Hill Industrial Estate, Bower Terrace, Epping CM16 7BN, United Kingdom (or any successor, assignee or nominee as shall be further notified, hereinafter "**WTS**") on the other part (collectively, the "**Parties**")

WHEWREAS MIC wishes to commence a nationwide roll out of Digital Switch Over Project (DSO) at the earliest opportunity, by which a new National Digital Terrestrial Television Broadcasting (DTTB) Network infrastructure will be established and support the upgrade of the Sierra Leone Broadcasting Corporation ("**SLBC**") from an analog to a digital system as part of Sierra Leone's evolution towards a digital broadcasting economy.

WHEREAS Government through MIC wishes to design and roll out the National Digital Terrestrial Broadcasting Network Infrastructure that will create the opportunity to establish a Digital Signal Distributor (DSB) that will provide capacity for twenty digital television channels, including two local channels;

WHEREAS MIC further wishes to enhance the programming content that is broadcast throughout Sierra Leone and to increase the number of locally produced programs in the areas of health, education, rule of law, public accountability and other governance programs;

WHEREAS MIC further wishes to train and build the capacity of Sierra Leoneans in the technology of the digital broadcasting with a view to enhance their expertise;

WHEREAS MIC wishes to engage in a public-private partnership with international experts to establish a Special Purpose Vehicle (SPV) in order to achieve the goals set forth herein;

WHEREAS WTS possesses the technical skill, specialized personnel and equipment necessary to perform such a project;

WHEREAS WTS, after submitting a Letter of Comfort from its Financier (the United Bank of Africa) to provide funding for the implementation of this agreement, and MIC are stating their intention to engage in a public-private partnership

NOW, THEREFORE, in consideration of the premises and the mutual agreements and covenants hereinafter set forth, and intending to be legally bound, the Parties hereby agree as follows:



