

Pre-Qualification Criteria

The **Participants** are required to satisfy the following financial and technical criteria to be eligible to submit a bid.

1. Financial Pre-Qualification Criteria;

1.1. The **Total Assets** of the **Participant** or the **its Group Company** must be at least **US\$ 250.000.000._ (twohundredandfiftymillion)** as of 2011 or 2012.

1.2. The **Total Shareholders' Equity** of the **Participant** or the **Group Company** must be at least **US\$ 150.000.000._ (hundredandfiftymillion)** as of 2011 or 2012

1.3. In case of a **Joint Venture Group** applies, the pre-qualification criteria mentioned in 1.1 and 1.2 articles shall be taken as a basis, by adding the results which will be determined by multiplying the values owned by the members of the **Joint Venture Group** - except real person(s) and private investment fund(s) – with the shares owned in the **Joint Venture Group**.

While evaluating the financial criteria provided in this article, equity interest of the private investment fund(s) and real person(s) in the **Joint Venture Group** will not taken into consideration. In this case, while calculating the **Joint Venture Group** applications the equity interest of the legal person(s) in the **Joint Venture Group** will be calculated by taking the aggregate of the equity interest of the legal person(s) of the **Joint Venture Group** as 100% (hundred percent). The **Total Assets** and the **Total Shareholders' Equity** of the each of the members of the **Joint Venture Group** multiplied by the fraction representing such member's equity interest in the **Joint Venture Group**.

1.4. While evaluating **Total Shareholders' Equity** and **Total Assets**, 2011 and 2012 year end effective buying rate of Central Bank of Turkey will be utilized.

2. Technical Pre Qualification Criteria;

2.1. If the **Participant** is a legal person, one of its shareholders holding at least 10% of the shares and if the **Participant** is a **Joint Venture Group**, one of its members holding at least 10% of the shares shall have fulfilled the following experience criteria in the last seven years before the announcement date of the tender: Operation of **Games of Chance** subject to the **License** or similar work over a **Games of Chance** system with an online sales network consisting of at least **2,000 (two thousand)** terminals, continuously at least for **2 (two)** years bound by a single contract, and organized of at least **1 (one)** online game over the **Games of Chance** system and realization of a total of at least **US\$ 2.000.000.000._ (twobillion)** proceeds from all online and offline -if any- game sales in these **2 (two)** years.

2.2. In case the **Participant** is a legal person, when the shareholders of the participating legal person or shareholders of the participating **Joint Venture Group** do not meet the technical pre-qualifications specified in the paragraph **2.1** of this article, the criteria can be fulfilled by procuring the operation service from an eligible legal person. The **Participants** in such situation shall sign an agreement related to the procurement of operation service or shall submit a commitment letter regarding the signing of such agreement until the deadline for pre-qualification application. If, a commitment letter placed in the pre-qualification documents, the signed agreement should be placed in the documents required to participate in the tender.

The condition that the procured operation service shall begin as of the signing date of the **License Agreement** shall be included in the agreements to be submitted by the **Participants/Bidders** and the duration of the agreement shall be determined as to cover the

License Period including the installation period. The operation service procurement agreements to be submitted by the **Participants/Bidders** should include the condition that the operation services should be delivered to the joint-stock company that the **License** will be granted to after its establishment in accordance with the provisions of this Tender Specifications. The operation service procurement agreement to be signed between the **Joint Venture Group** and the legal person that will provide the service shall be signed by all the members of the **Joint Venture Group**.

A legal person participating in this tender either directly or as a member of a **Joint Venture Group** cannot be a member of another **Joint Venture Group** who applies for pre-qualification. A **Group** company of a legal person participating in this tender either as a single legal person or as a member of a **Joint venture Group** cannot participate in this tender either directly as a legal person or as a member of a **Joint Venture Group**.

3. The Evaluation of the Financial and Technical Pre-Qualifications;

The **Participants** who fulfill the financial criteria specified in the paragraphs **1.1** and **1.2** of this article shall also fulfill all the technical criteria of paragraph **2** of this article.