

ADG 10/11

SCHEDULE 3

PART B

CERTIFICATION AND AGREEMENT OF ACQUIRORS OF  
GDRs UPON DEPOSIT OF SHARES PURSUANT TO  
CONDITION 2 OF THE GDRs AND  
CLAUSE 3(B) OF THE DEPOSIT AGREEMENT

[Date]

Citibank, N.A., as Depositary  
111 Wall Street  
New York, NY 10043

Dear Sirs,

PAKISTAN TELECOMMUNICATION COMPANY LIMITED

Reference is hereby made to the Deposit Agreement with respect to Global Depositary Receipts ("GDRs") issued thereunder. Capitalised terms used but not defined herein shall have the meanings given them in the Deposit Agreement.

1. This certification and agreement is furnished in connection with the deposit of Shares to be evidenced by one or more GDRs pursuant to Condition 1 of the GDRs and Clause 3(B) of the Deposit Agreement.
2. We acknowledge (or if we are acting for the account of another person, such person has confirmed to us that it acknowledges) that the GDRs and the Shares represented thereby have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "Act").
3. We certify that either:
  - A. We are a qualified institutional buyer (as defined in Rule 144A under the Act), and at the time of issuance of the GDRs referred to above, we (or one or more qualified institutional buyers for whose account we are acting) will be the beneficial owner of the Shares evidenced thereby.

OR

- B. We are a broker-dealer acting for the account of our customer; our customer has confirmed to us that it is a qualified institutional buyer and either (i) at the time of issuance of the GDRs referred to above, it will be the beneficial owner of the Shares evidenced thereby, or (ii) it is acting for the account of a

qualified institutional buyer that, at the time of issuance of the GDRs referred to above, will be the beneficial owner of the Shares evidenced thereby.

OR

C. At the time of issuance of the GDR or GDRs referred to above, we will be the beneficial owner of the Shares evidenced thereby; and we are located outside the United States (within the meaning of Regulation S under the Act) and acquired, or have agreed to acquire and will have acquired, the Shares to be deposited outside the United States (within the meaning of Regulation S).

OR

D. We are a broker-dealer acting for the account of our customer; our customer has confirmed to us that either (i) at the time of issuance of the GDRs referred to above, it will be the beneficial owner of the Shares evidenced thereby; and it is located outside the United States (within the meaning of Regulation S under the Act) and acquired, or have agreed to acquire and will have acquired, the Shares to be deposited outside the United States (within the meaning of Regulation S) and who, at the time of issuance of the GDRs referred to above, will be the beneficial owner of the Shares evidenced thereby or (ii) it is located outside the United States (within the meaning of Regulation S) and is acting for the account of a person located outside the United States (within the meaning of Regulation S) who acquired, or has agreed to acquire and will have acquired, the Shares to be deposited outside the United States (within the meaning of Regulation S) and who, at the time of issue of the GDR referred to above, will be the beneficial owner of the GDR and the Shares evidenced thereby.

[4. As the beneficial owner of the GDRs, we agree (or if we are acting for the account of another person, such person has confirmed to us that, as beneficial owner of the GDRs, it agrees) that we (or it) will not offer, sell, pledge or otherwise transfer the GDRs or the Shares represented thereby except (a) to a person whom we reasonably believe (or it and anyone acting on its behalf reasonably believes) is a qualified institutional buyer within the meaning of Rule 144A under the Act in a transaction meeting the requirements of Rule 144A, (b) in accordance with Rule 903 or 904 of Regulation S under the Act, or (c) pursuant to an effective registration statement under the Act, in each case in accordance with any applicable securities laws of any state of the United States.] \*

Very Truly Yours,  
[NAME OF CERTIFYING ENTITY]

[By:  
Title: ]

\*Only applies to Rule 144A GDRs