ATTACHMENT 1

Request to Transfer of Control ITC-214-20081112-00494

Pursuant to Section 214 of the Communications Act of 1934, as amended, ("the Act"), 47 U.S.C. § 214 and Section 63.24(f) of the FCC's rules, 47 C.F.R. § 63.24(f), Truphone, Inc. ("TI"), a direct wholly owned subsidiary of Truphone Limited ("Truphone"), seeks consent from the FCC to the transfer of control of the Section 214 Authorization held by TI from Mr. Geoffrey Paul Rowley and Mr. Philip Lewis Armstrong ("Messrs. Rowley and Armstrong" or "Administrators"), as the Transferor, to TP Global Operations Limited ("TP Global"), as the Transferee.[1]

Answer to Question 10 – Section 63.18(c)-(d):

The contact information for the transferor is as follows:

Geoffrey Paul Rowley
Philip Lewis Armstrong
FRP Advisory Trading Limited
110 Cannon Street
London, EC4N, 6EU
Phone: 44(0) 20 3005 400

Thomas F. Bardo, Esq.
Nelson Mullins Riley & Scarborough LLP
101 Constitution Avenue, NW, Ste. 900
Washington, D.C. 20001
Phone: (202) 689-2817
Tom.Bardo@nelsonmullins.com

The contact information for the transferee is as follows:

Hakan Koç
c/o TP Global Operations Limited
25 Cabot Square
Canary Wharf, London, E14 4QZ, UK
Phone: (510) 379-9881
hk@hkvv.org

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[1] As explained herein, pursuant to a Consent Decree between the FCC and TI dated October 20, 2022, an involuntary transfer of control notification for ITC-214-20081112-00494 held by TI to the Administrators was filed on February 17, 2023. *See* File No. IB2023000570. In addition, a Petition for Declaratory Ruling under Section 310(b)(4) of the Communications Act is also being filed contemporaneously to permit indirect foreign ownership in TI to exceed 25 percent. *See* File No. ISP-PDR-20230223-00002.

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tslamowitz@fcclaw.com

The transferee, TP Global, does not hold any international Section 214 authorization.

Answer to Question 11 – Section 63.18(h):

The following persons or entities directly or indirectly own at least 10% of TP Global.

TP Global Finance Limited

Address:	c/o TP Global Operations Limited 25 Cabot Square Canary Wharf, London, E14 4QZ, UK
Organized:	Jersey
Principal Business:	Investment Holding Company
Percent Held:	100 percent indirect voting/equity

TP Global Holdings Limited

Address:	c/o TP Global Operations Limited 25 Cabot Square Canary Wharf, London, E14 4QZ, UK
Organized:	Jersey
Principal Business:	Investment Holding Company
Percent Held:	100 percent indirect voting/equity

TP Global Limited

Address:	c/o TP Global Operations Limited 25 Cabot Square Canary Wharf, London, E14 4QZ, UK
Organized:	Jersey
Principal Business:	Investment Holding Company
Percent Held:	100 percent indirect voting/equity

HMFK Capital Limited

Address:	c/o TP Global Operations Limited 25 Cabot Square Canary Wharf, London, E14 4QZ, UK
Organized:	Jersey
Principal Business:	Investment Holding Company
Percent Held:	90 percent indirect voting/equity

Hakan Koç

Address:	c/o TP Global Operations Limited 25 Cabot Square Canary Wharf, London, E14 4QZ, UK
Citizenship:	Germany and Turkey
Principal Business:	Technology Investment
Percent Held:	90 percent indirect voting/equity

Pyrros Koussios

Address:	c/o TP Global Operations Limited 25 Cabot Square Canary Wharf, London, E14 4QZ, UK
Citizenship:	Greece and Switzerland
Principal Business:	Technology Investment
Percent Held:	10 percent indirect voting/equity

No other person or entity directly or indirectly holds a 10 percent or greater voting or equity interest in TP Global.

See attached chart showing the ownership structure of TP Global.

Answer to Question 13:

On April 21, 2022, the FCC issued a Notice of Apparent Liability for Forfeiture to Truphone, Inc. ("TI") regarding certain apparent violations of the FCC foreign ownership and transfer of control regulations. *See In the Matter of Truphone, Inc., Notice of Apparent Liability for Forfeiture*, File No. EB-IHD-20-00031626; NAL/Acct. No. 202232080009; FRN: 0018261735, FCC 22-30 (rel. Apr. 21, 2022) ("NAL"). The NAL summarizes certain changes to Truphone's ownership structure reviewed by the FCC in the 2011-2012 transfer of control transaction involving Truphone and Vollin Holdings Limited. *See* NAL at ¶¶7-12. TI and the FCC subsequently entered a Consent Decree to resolve the NAL, and the FCC adopted the Consent Decree on October 20, 2022. *See In the Matter of Truphone, Inc., Consent Decree*, DA 22-1072 (rel. Oct. 20, 2022) ("Consent Decree").

Truphone initiated a process in 2022 to sell all the current ownership interests in Truphone, and the Consent Decree requires Truphone to divest its current ownership interests. *See* Consent Decree at ¶¶15, 26. In connection with the sale process, the U.K.'s High Court of Justice, the Business Property Courts of England and Wales ("U.K. Court"), issued an order on January 24, 2023 (*see* Attachment A), placing Truphone into administration under the Insolvency Act of 1986. The U.K. Court appointed Messrs. Rowley and Armstrong of FRP Advisory Trading Limited ("FRP") in London, U.K., to direct the operations of Truphone during the administration process. [2]

[2] On September 1, 2022, the FCC had granted TI's petition for a declaratory ruling that it would serve the public interest for Messrs. Rowley and Armstrong, who are both U.K. citizens, to serve as

During the administration process, the Administrators act on a joint and several basis. However, Mr. Rowley acts as the lead Administrator and focuses on Truphone's United States entities and assets, including FCC licensees iSmart Mobile, LLC ("iSmart") and TI. The U.K. Court also generally oversees the administration process.

Pursuant to a definitive transaction agreement executed on January 24, 2023 by Truphone and TP Global, TP Global will indirectly obtain 100 percent of the voting and equity interest in TI. Specifically, TP Global will directly own 100 percent of the voting and equity interest in TP US Operations Inc., a corporation organized under the laws of Delaware, which in turn, will directly own 100 percent of the voting and equity interest in TI. [3]

TP Global is ultimately owned and controlled by Hakan Koç and Pyrros Koussios. Mr. Koç, who holds dual citizenship in Germany and Turkey, indirectly owns 90 percent of the voting and equity interest in TP Global. Mr. Koussios, who holds dual citizenship in Greece and Switzerland, indirectly owns 10 percent of the voting and equity interest in TP Global. Messrs. Koç and Koussios are the only board members of TP Global. Both Messrs. Koç and Koussios have substantive experience with technology companies. Mr. Koç is the founder and former co-CEO of AUTO1 Group SE, which offers solutions for consumers and professional car dealers across continental Europe to buy and sell used cars through established websites and applications. Mr. Koussios is currently on the board of directors of numerous private technology companies.

Further, the FCC is aware, certain individuals with direct or indirect ultimate interests in Truphone were sanctioned by the U.K. Government because of relationships with the leadership of the Russian Federation. The transfer of the ultimate beneficial ownership of TI and iSmart to the TP Global group will remove TI and iSmart from any connection with that ownership and TI's ultimate beneficial ownership will be comprised solely of Messrs. Koç and Koussios. The severance of the relationship of between TI and iSmart and sanctioned Russian individuals or their family members will serve the public interest.

In addition, the U.K. Government has conducted a national security review of TP Global's acquisition of Truphone. On December 5, 2022, the U.K. Secretary of State for Business, Energy and Industrial Strategy issued a Final Order pursuant to the U.K. National Security and Investment Act 2021 regarding the transaction requiring adoption of the security measures set forth in the Final Order. Finally, the U.K Office of Financial Sanctions Implementation issued a License for the transaction on January 19, 2023.

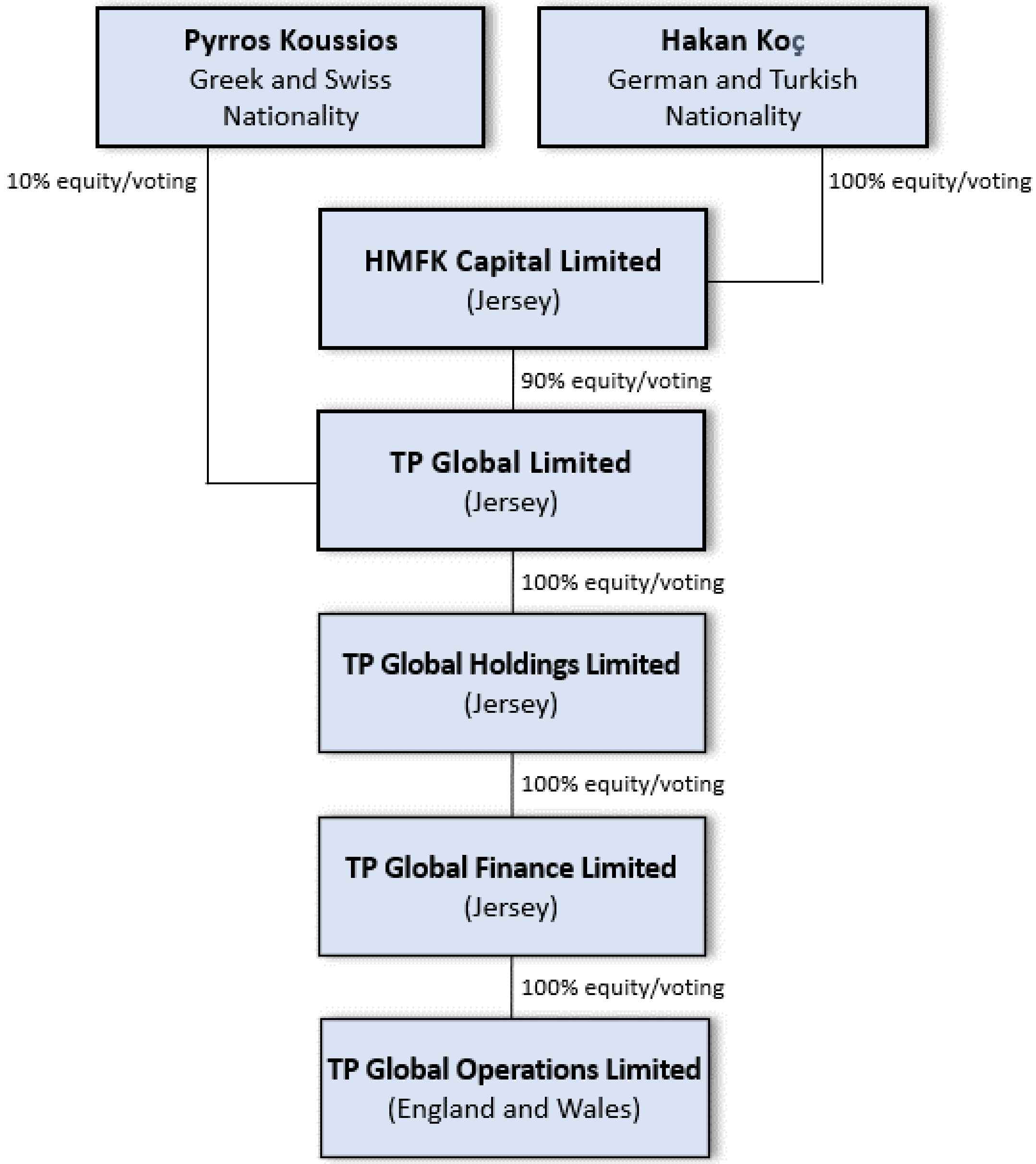
Administrators of Truphone during the temporary administration process. *See* ISP-PDR-20220729-00008, Report TEL-02214, DA 22-916 (rel. Sept. 1, 2022).

[3] Upon consummation of the acquisition of all the voting and equity interest in TI by TP Global, Truphone will become a separate and distinct entity and no longer have any connection to TI. It will continue to remain under control of the Administrators during the winding up phase of the entity.

Finally, the proposed transfer of control of TI furthers the public interest, convenience, and necessity.[4] Approval will enable TI to expand its offerings and services to a broader customer base; ultimately strengthening its competitive position to the benefit of consumers and the communications marketplace. The proposed transfer of control of TI will be transparent to its current customers. Specifically, it will have no adverse impact on any customers and will not alter their service or billing. Customers will continue to receive the same services they currently receive. Further, the proposed transfer of control of TI will not result in the discontinuance, reduction, loss, or impairment of service to customers. The sale of TI to new ultimate owners and the elimination of the current Russian ownership will fulfill a principal requirement of the Consent Decree. Therefore, the FCC should approve the proposed transfer of control of TI.

[4] The parties respectfully incorporate the public interest showing regarding the transaction contained in the contemporaneously filed Form 603 transfer of control application for the wireless licenses held by iSmart.

Ownership


Pyrros Koussios
Greek and Swiss
Nationality
Hakan Koç
German and Turkish
Nationality
10% equity/voting
100% equity/voting
HMFK Capital Limited
(Jersey)
90% equity/voting
TP Global Limited
(Jersey)
100% equity/voting
TP Global Holdings Limited
(Jersey)
100% equity/voting
TP Global Finance Limited
(Jersey)
100% equity/voting
TP Global Operations Limited
(England and Wales)

ATTACHMENT A

Rule 3.25, IR 2016
Paragraph 29, Schedule B1

(a) Amend heading as applicable. (Rule 3.25(1).)

Notice of appointment of an administrator by the directors of a company (where a notice of intention to appoint has not been given) (a)

HIGH COURT OF JUSTICE
THE BUSINESS & PROPERTY COURTS OF ENGLAND & WALES
24 Jan 2023

CR-2023-000388

(aa) This notice is prepared for a company incorporated within England and Wales under the Companies Act 2006 or a previous Companies Act. If the company is incorporated outside the UK or is an unregistered company refer to rule 1.6 for identification requirements. (Rule 1.6.)

Name of Company	(aa) Company registered number
Truphone Limited	04187081

In the High Court of Justice Business and Property Courts of England & Wales Insolvency and Companies List (ChD) Companies Court	*For court use only* Court case number

(aaa) (Rule 1.29.)

(aaa) **This notice of appointment is given in accordance with the requirements of rule 3.25 of the Insolvency (England and Wales) Rules 2016) (IR 2016) and paragraph 29 of Schedule B1 to the Insolvency Act 1986 (respectively, Schedule B1 and IA 1986.) References in this notice of appointment to rules and sections are, unless expressly provided otherwise, respectively references to rules of the IR 2016, and to sections of the IA 1986.**

(b) Select applicable appointer (rule 3.25(2)(a)).

(c) Insert names and addresses of person[s] appointed as administrator[s]. (Rule 3.25(2)(c).)

1. (b) the directors of the company (the appointer) do appoint the following named persons as administrators of the company:(c) Geoffrey Paul Rowley and Philip Lewis Armstrong, both of FRP Advisory Trading Limited of 110 Cannon Street, London, EC4N 6EU.

and notice that this appointment has been made is hereby given.

(d) Amend as applicable (rule 3.25(2)(c).)

2. (d) A copy of the administrators' consents to act accompanies this notice.

(e) (Rule 3.25(2)(d).)

3. (e) The appointer is entitled to make an appointment under paragraph 22 of Schedule B1.

(f) (Rule 3.25(2)(e).)

4. (f) This appointment is in accordance with Schedule B1.

(ff) (Rule 3.25(2)(f).)

5. (ff) The company has not within the preceding 12 months been:

(i) in administration;

(ii) the subject of a moratorium under Schedule A1 IA 1986 which ended on a date when no CVA was in force; or

(iii) the subject of a CVA which was made during a moratorium under Schedule A1 IA 1986 and which ended prematurely within the meaning of section 7B.

(g) Delete as applicable. An Article 1.2 undertaking is, broadly, one of the following: (a) an insurance undertaking; (b) a credit institution; (c) an investment undertaking providing services involving the holding of funds or securities for third parties; or (d) a collective investment undertaking. (Rules 3.25(2)(g) and 1.2.)

6. (fff) In relation to the company there is no:

(i) petition for winding up which has been presented but not yet disposed of;

(ii) administration application which has not yet been disposed of; or

(iii) administrative receiver in office.

7. The company (g) is not an Article 1.2 undertaking (as defined in rule 1.2).

(h) Delete as applicable: the wording used will depend on the facts and on whether the changes to the IR 2016 made by the Insolvency (Amendment) (EU Exit) Regulations 2019 apply. (Rule 3.25(2)(i).)

8. The proceedings flowing from the appointment will be (h) COMI proceedings and the reasons for so stating are as follows:

(i) the company's registered office is located in England, with its principal place of business being located within the United Kingdom. There is no evidence to rebut the presumption that the company's centre of main interest is within the United Kingdom

9. This notice is accompanied by (j) a record of the decision of the directors to appoint an administrator

10. The (k) administrator's appointment was made (kk) at the time and date endorsed by the Court in the box below

11. For the purposes of paragraph 100(2) of Schedule B1 the administrators may exercise any of the powers conferred on them by the IA 1986 jointly or individually.

12. I (m) Jeremy Fletcher, director for and on behalf of Truphone Limited,

do solemnly and sincerely declare that

(i) the company is or is likely to become unable to pay its debts

(ii) the company is not in liquidation, and

(iii) the statements in (n) paragraphs 5 and 6 are, so far as I am able to ascertain, true,

and the statements made and information given in this notice of appointment are to the best of my knowledge and belief, true,

AND I make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835

Declared at Farrer & Co, 66 Lincoln's Inn Fields, London, WC2A 3LH

Signed Jeremy Fletcher

This 20th day of January 2023

before me Z. Dadah.
Zaid Dadah

A Commissioner for Oaths or Notary Public or Justice of the Peace or solicitor or duly authorised officer.

Endorsement to be completed by the court
This notice was filed (o) ON 24 JANUARY 2023 AT 10:00AM

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