

**Exhibit A**

**NOTIFICATION OF PROPOSED CHANGES IN OWNERSHIP  
OF THE ONEWEB SYSTEM AND PUBLIC INTEREST STATEMENT**

WorldVu Satellites Limited (“OneWeb”), OneWeb Holdings Limited (“OneWeb Holdings”), and Eutelsat S.A. (“Eutelsat” and together with OneWeb and OneWeb Holdings, the “Applicants”), pursuant to 25.137(g) of the Commission’s rules,<sup>1</sup> hereby notify the Commission of a modification of OneWeb’s Market Access Grants for its non-geostationary satellite orbit (“NGSO”), fixed-satellite service (“FSS”) system (the “OneWeb System”) to reflect changes to the ownership structure of OneWeb’s ultimate controlling entity, OneWeb Holdings. These changes in OneWeb Holdings will be implemented pursuant to certain agreements by which Eutelsat will purchase shares and acquire certain governance rights in OneWeb Holdings. Upon consummation, four entities—Bharti Global Limited (“Bharti”), the United Kingdom’s Secretary of State for Business, Energy and Industrial Strategy, representing Her Majesty’s Government (“HMG”), Softbank Group Capital Limited (“SoftBank”), and Eutelsat—will each hold approximately 24% of the equity of OneWeb Holdings (the “Transaction”). The Applicants simultaneously seek, pursuant to Section 25.119 of the Commission’s rules, consent to the transfer

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<sup>1</sup> See *WorldVu Satellites Limited, Petition for a Declaratory Ruling Granting Access to the U.S. Market for the OneWeb NGSO FSS System*, Order and Declaratory Ruling, 32 FCC Rcd 5366 (2017) (“OneWeb Market Access Grant” or “Market Access Grant”); see also *WorldVu Satellites Limited, Petition for Declaratory Ruling Granting Access to the U.S. Market for the OneWeb Non-Geostationary Satellite Orbit Fixed-Satellite Service V-Band System*, Order and Declaratory Ruling, 35 FCC Rcd 10150 (2020) (“V-Band Grant” and together with the Market Access Grant, “Market Access Grants”); 47 C.F.R. § 25.137(g). Pursuant to guidance from Commission staff, the Applicants have submitted a modification of the Market Access Grant to provide the notification required under Section 25.137(g) of the Commission’s rules.

of control of associated earth station licenses in connection with the Transaction.<sup>2</sup> As described herein, approval of the Transaction would serve the public interest.

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<sup>2</sup> The list of authorizations and licenses included in this submission are attached hereto as Attachment A.

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## I. THE APPLICANTS AND THE PROPOSED TRANSACTION

Founded in 2012, OneWeb is a United Kingdom-based global satellite company that is at the forefront of the recent revolution in NGSO-based connectivity.<sup>3</sup> OneWeb's petition for U.S. market access initiated the Commission's 2016 NGSO FSS processing round in the Ku- and Ka-bands.<sup>4</sup> Subsequent to the Commission's grant of U.S. market access, OneWeb designed and constructed an end-to-end satellite supply chain, including a state-of-the-art satellite manufacturing factory in Exploration Park, Florida and multiple gateway earth station sites to support 218 in-orbit and operational spacecraft. OneWeb continues its regular launch cadence, with plans to reach all regions north of 50 degrees latitude. This will enable OneWeb to focus on the significant number of unserved consumers in the northern hemisphere, including Alaska, by the end of 2021.<sup>5</sup> This resurgence comes following OneWeb's exit from Chapter 11 bankruptcy with new equity investments from HMG and Bharti.<sup>6</sup>

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<sup>3</sup> "OneWeb" refers collectively to OneWeb Holdings and its direct and indirect subsidiaries, which include WorldVu Satellites Limited. Organizational charts illustrating the organizational structure of OneWeb as well as its authorizations and licenses are attached hereto as Attachments A-C.

<sup>4</sup> See *OneWeb Petition Accepted for Filing; Cut-Off Established for Additional NGSO-Like Satellite Applications or Petitions in the 10.7-12.7 GHz, 14.0-14.5 GHz, 17.8-18.6 GHz, 18.8-19.3 GHz, 27.5-28.35 GHz, 28.35-29.1 GHz, and 29.5-30.0 GHz Bands*, Public Notice, 31 FCC Rcd 7666 (IB 2016).

<sup>5</sup> See *OneWeb advances its 'Five to 50' ambition with Launch #6*, ONEWEB (Apr. 22, 2021), <https://www.oneweb.world/media-center/oneweb-advances-its-five-to-50-ambition-with-launch-6>; see also *OneWeb's Successful Launch, Paves the Way for Commercial Services*, ONEWEB, (Dec. 18, 2020), <https://www.oneweb.world/media-center/onewebs-successful-launch-paves-the-way-for-commercial-services>; see also Sandra Erwin, *OneWeb looking to fill demand for connectivity in the Arctic*, SPACENEWS, (Mar. 28, 2021), <https://spacenews.com/oneweb-looking-to-fill-demand-for-connectivity-in-the-arctic/>.

<sup>6</sup> See *Court approves sale of OneWeb to the UK Government and Bharti Global*, ONEWEB (Oct. 2, 2020), <https://www.oneweb.world/media-center/court-approves-sale-of-oneweb-to-the-uk-government-and-bharti-global>.

The Transaction contemplates, among other things, approximately \$550 million of new equity commitments from Eutelsat into OneWeb Holdings Limited. These proceeds will be used to consummate the Transaction and address the funding needs of OneWeb going forward. Upon consummation of the Transaction, Eutelsat will directly and individually hold approximately 24% of the voting equity of OneWeb Holdings, and therefore indirectly and collectively hold approximately 24% of the voting equity of OneWeb. Upon consummation, Eutelsat's ownership percentage will equal the amount of equity held in OneWeb Holdings by the three other principal shareholders: Bharti, HMG, and SoftBank (and together with Eutelsat, the "Investors"), who will collectively own approximately 96% of OneWeb. Upon completion of the Transaction, OneWeb will continue to hold the licenses and authorizations listed in Attachment A. Charts illustrating OneWeb Holdings' post-Transaction ownership structure are attached hereto as Attachment C.

As explained below, consummation of the Transaction will permit OneWeb to access new, secured financing and strengthen its ability to compete in the robust marketplace for NGSO-based connectivity services, as described in more detail in Section IV below. Accordingly, the Applicants respectfully submit that approval of the Transaction would serve the public interest.

## **II. OWNERSHIP STRUCTURE OF ONEWEB HOLDINGS**

Entities that may directly or indirectly hold ten percent or more of the total equity interests in OneWeb (through ownership in OneWeb Holdings) will be the Investors. The ownership of OneWeb Holdings and each of the Investors is described in more detail below.

### **A. Bharti**

Bharti, one of India's leading conglomerates, with diversified interests in the telecommunications, insurance, real estate, hospitality, and technology sectors, is an existing investor in OneWeb with a 31.51% voting interest. Bharti Airtel Limited ("Bharti Airtel") is the

third largest mobile operator in the world, with over 425 million customers. Bharti Airtel's subsidiary, Bharti Airtel (USA) Ltd., currently possesses authority to provide facilities-based and resale telecommunications services to the U.S. market pursuant to authorization under Section 214 of the Communications Act of 1934, as amended (the "Act").<sup>7</sup>

**B. HMG**

HMG's holdings in OneWeb Holdings Limited are through the United Kingdom's Department for Business, Energy and Industrial Strategy ("BEIS"), a department of the United Kingdom's government. BEIS has responsibility for business, industrial strategy, science, innovation and energy, including: developing and delivering a comprehensive industrial strategy and leading the UK government's relationship with business; ensuring that the UK has secure energy supplies that are reliable, affordable and clean; ensuring the UK remains at the leading edge of science, research and innovation; and tackling climate change.

**C. SoftBank**

SoftBank is a multinational conglomerate based in Tokyo, Japan. SoftBank provides mobile and fixed-line services in Japan through SoftBank Corp., its telecommunications subsidiary. In the United States, SoftBank is a minority shareholder in T-Mobile and currently holds 31.51% of the equity in OneWeb Holdings Limited.

**D. Eutelsat**

Eutelsat is a global satellite operator based in France. Eutelsat maintains a fleet of 38 satellites serving broadcasters, video service providers, telecom operators, ISPs and government agencies. Operating across Europe, Africa, Asia, and the Americas, Eutelsat is one of the leading

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<sup>7</sup> See *International Authorizations Granted*, TEL-01878, Public Notice, 32 FCC Rcd 10091 (IB 2017) (granting IBFS File No. ITC-214-20151230-0031).

operators in the commercial satellite business. Eutelsat and its affiliates operate many satellites that have been licensed by the Commission or granted U.S. market access through inclusion on the Permitted Space Station List or as authorized points of communication for FCC-licensed earth stations.<sup>8</sup>

### III. REGULATORY FRAMEWORK AND STANDARD OF REVIEW

OneWeb currently operates the OneWeb System, which is licensed by the United Kingdom and serves the United States pursuant to a grant of market access from the Commission.<sup>9</sup> In the *First Space Station Licensing Reform Order*, the Commission determined that “because non-US.-licensed satellites are not subject to many of the requirements of the Act requirements, such as the foreign ownership requirements of Section 310, it may not be necessary to subject transfers of control and assignments of non-U.S.-licensed satellites...to the same level of review as a transfer of U.S.-licensed satellites.”<sup>10</sup> More recently, the Commission emphasized that it “did not intend to require foreign entities to notify the Commission of the transaction before it had been completed. Rather, the Commission adopted its proposal in the Space Station Licensing Reform NPRM to address such changes in ownership by ‘issuing a public notice announcing that the transaction has

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<sup>8</sup> See e.g., Eutelsat, S.A., *Grant of Petition for Declaratory Ruling*, File No. SAT-PPL-20180302-00018, Call Sign S3031 (August 16, 2018); FCC Approved Space Station List, <https://www.fcc.gov/approved-space-station-list>; Panasonic Avionics Corporation, File No. SES-MFS-20150609-00349, Call Sign E100089 (granted June 30, 2016) (adding the Eutelsat 70B satellite as an authorized point of communication).

<sup>9</sup> See OneWeb Market Access Grant.

<sup>10</sup> *Amendment of the Commission’s Space Station Licensing Rules and Policies*, First Report and Order and Further Notice of Proposed Rulemaking, 18 FCC Rcd 10760, 10880 ¶ 326 (2003).

taken place.”<sup>11</sup> Thus, the Commission’s prior approval is not required to transfer control of the Market Access Grants.

OneWeb also holds certain earth station and experimental licenses that require Commission approval prior to consummation of the Transaction.<sup>12</sup> Therefore, the Applicants respectfully request that the Commission concurrently consider the applications modifying the OneWeb Market Access Grants along with the transfer of control of the associated ground stations (together, the “Applications”). The Market Access Grants and earth station licenses form the core space and ground components of an integrated NGSO communications system, and the transfer of control of both categories of Commission authorizations are inseparable parts of the Transaction. Thus, consolidated review of the applications would constitute the most efficient use of Commission resources.

The Commission granted market access to the OneWeb System in the Ku- and Ka-bands in June 2017.<sup>13</sup> At that time, the Commission reviewed the impact of the proposed OneWeb System on the *DISCO II*<sup>14</sup> criteria for market access—*i.e.* potential impacts on competition, spectrum availability, eligibility and operating requirements, national security, law enforcement, foreign policy, and trade—and determined that grant of OneWeb’s petition for market access

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<sup>11</sup> *Amendment of the Commission’s Space Station Licensing Rules and Policies*, Second Order on Reconsideration, 31 FCC Rcd 9398, 9409 ¶ 29 (2016); *see also* 47 C.F.R. § 25.137(g).

<sup>12</sup> *See* 47 C.F.R. §§ 25.119, 5.79.

<sup>13</sup> *See* OneWeb Market Access Grant.

<sup>14</sup> *Amendment of the Commission’s Regulatory Policies to Allow Non-U.S. Licensed Space Stations to Provide Domestic and International Satellite Service in the United States*, Report & Order, 12 FCC Rcd 24094, 24106 ¶ 29 (1997) (“*DISCO II*”), *on recon.*, 15 FCC Rcd 7207, 7209-10 ¶ 5 (1999).



would serve the public interest.<sup>15</sup> Similarly, the Commission, when granting applications in connection with OneWeb’s emergence from bankruptcy, determined that grant of such applications would serve the public interest.<sup>16</sup> As demonstrated below, the consummation of the Transaction would in no way alter this determination. Therefore, the Applicants respectfully request expeditious disposition of the Applications.

#### **IV. APPROVAL OF THE TRANSACTION WILL SERVE THE PUBLIC INTEREST**

As detailed herein, Commission approval of the Applications would serve the public interest. Specifically, Commission approval will provide three key public interest benefits.

*First*, approval of the Transaction would provide OneWeb with continued access to a robust capital structure based on the significant new investment capital provided by Eutelsat. Grant of the Applications would thus enable an infusion of capital and stimulation of investment in OneWeb, strengthening the commercial viability of the strong operational foundation OneWeb has established. The Transaction will provide OneWeb with access to approximately \$550 million in working capital and facilitate a capital structure capable of supporting OneWeb’s efforts to complete the deployment of its first generation constellation and the buildout of its associated ground network infrastructure. Grant of the Applications therefore would enhance competition in

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<sup>15</sup> See Market Access Grant ¶ 5, n. 21; see also V-Band Grant ¶ 6.

<sup>16</sup> *Application Granted For Assignment And Transfer Of Control By Worldvu Satellites Limited, Debtor-In-Possession IB Docket No. 20-290 IBFS File Nos. SES-ASG-20200818-00891, SAT-MPL-20200818-00099, And SAT-MPL-20200831-00101*, Public Notice, 35 FCC Rcd 11996 (IB 2020) (concluding “grant ... will serve the public interest, convenience, and necessity by permitting OneWeb DIP to exit Chapter 11 bankruptcy...”).

the marketplace for satellite-based services and applications, which the Commission has consistently held to be in the public interest.<sup>17</sup>

*Second*, upon consummation of the Transaction, OneWeb Holdings remains legally, financially, and technically qualified to control OneWeb. In evaluating assignment and transfer of control applications, the Commission focuses on whether the proposed assignee or transferee is qualified to hold Commission licenses.<sup>18</sup> Eutelsat's investment in OneWeb does not alter the Commission's prior determination that OneWeb qualifies under this standard.

As described in Section II above, Eutelsat is a global leader in satellite communications as a satellite operator servicing territories globally. The company currently employs 1,100 professional employees in 46 countries to support its commercialized capacity on the company's 38 satellites in geostationary orbit. Eutelsat's constellation covers up to 150 countries across Europe, Africa, the Middle East, Asia, and the Americas and supplies services for video, broadband, data, mobility, and government applications. Eutelsat has its own extensive satellite networks and with its considerable satellite operator experience, Eutelsat can offer OneWeb significant technical, operational, business and marketing expertise that can facilitate OneWeb's provision of connectivity services to the U.S. and U.K. governments and other customers and end-users worldwide. Eutelsat also has strong commercial and institutional relationships to governments and enterprise customers across the world thanks to a global salesforce and

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<sup>17</sup> *Remarks of Chairman Ajit Pai at the U.S. Chamber of Commerce Policy Roundtable* (July 9, 2019) (“[W]e now have in our sights new competition in the broadband marketplace and new opportunities for rural Americans who lack access to high-speed Internet access. That’s why the FCC under my leadership has moved quickly to give a green light to satellite entrepreneurs like OneWeb...”).

<sup>18</sup> *See, e.g., Robert M. Franklin, Transferor, Inmarsat, Plc, Transferee*, Memorandum Opinion and Order and Declaratory Ruling, 24 FCC Rcd 449, 458-59 at ¶¶ 23-24 (IB 2009).

distribution network that can help OneWeb access critical markets and develop critical customer relationships and size and pursue market opportunities.<sup>19</sup>

*Third*, the Transaction presents no issues that would alter the Commission’s previous *DISCO II* analysis that determined grant of market access to the OneWeb System would serve the public interest. As an initial matter, OneWeb will continue to be regulated by the United Kingdom’s Office of Communications and the United Kingdom Space Agency. The United Kingdom is a World Trade Organization member; thus, the presumption in favor of entry remains.<sup>20</sup> The proposed Transaction will have no adverse effect on the market for satellite-based services in the United States, nor will they have any other adverse effect on competition among NGSO FSS operators. To the contrary, consummation of the Transaction will bolster reliable access to working capital and enhance OneWeb’s ability to continue offering innovative services and expand its connectivity platforms while utilizing the same spectrum footprint previously authorized by the Commission.<sup>21</sup>

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<sup>19</sup> While Eutelsat and OneWeb do not yet have support agreements in place for technical assistance or marketing, the parties are discussing the same and expect to put such arrangements in place following consummation of the proposed Transaction.

<sup>20</sup> *DISCO II Order* ¶ 39 (“We adopt our proposal to apply a presumption in favor of entry in considering applications to access non-U.S. satellites licensed by WTO Members to provide services covered by the U.S. commitments under the WTO Basic Telecom Agreement. Specifically, we will presume that satellite systems licensed by WTO Members providing WTO covered services satisfy the competition component of the public interest analysis.”).

<sup>21</sup> Consistent with the Commission’s rules, OneWeb will continue to coordinate its operations in good faith with other NGSO FSS operators. *See* 47 C.F.R. § 25.261(b) (“NGSO FSS operators must coordinate in good faith the use of commonly authorized frequencies.”). In addition, OneWeb’s operations will continue to be consistent with all applicable legal and technical requirements set forth in Part 25 of the Commission’s rules.

Grant of the Applications will similarly not impact the *DISCO II* considerations involving national security, law enforcement, foreign policy, and trade. The Commission has previously noted that these issues are likely to arise only in “rare circumstances” and the Commission typically defers to the Executive Branch agencies in such matters.<sup>22</sup> To that end, the Applicants have filed a Joint Voluntary Notice with the Committee on Foreign Investment in the United States (“CFIUS”) and expect that CFIUS will address any such issues in connection with its review of the Transaction, as necessary.

Finally, the Applicants note that the Commission has consistently determined that allowing satellite companies to access new sources of capital is consistent with the public interest.<sup>23</sup> As described herein, these same considerations apply to the proposed Transaction. Thus, grant of the Applications would align with well-established Commission precedent.

## V. CONCLUSION

For the foregoing reasons, the Transaction would serve the public interest, convenience and necessity. Therefore, the Applicants respectfully request that the Commission promptly act on the Applications.

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<sup>22</sup> *DISCO II Order* ¶ 180 (“We emphasize, however, that we expect national security, law enforcement, foreign policy and trade policy concerns to be raised only in very rare circumstances. Contrary to the fears of some commenters, the scope of concerns that the Executive Branch will raise in the context of applications for earth station licenses is narrow and well defined.”).

<sup>23</sup> See, e.g., *SkyTerra Communications, Inc. Transferor and Harbinger Capital Partners Funds, Transferee; Applications for Consent to Transfer of Control of SkyTerra Subsidiary, LLC*, Memorandum Opinion and Order and Declaratory Ruling, 25 FCC Rcd 3059 (IB 2010).

Respectfully submitted,

/s/ Eric Graham

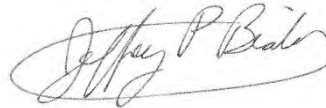
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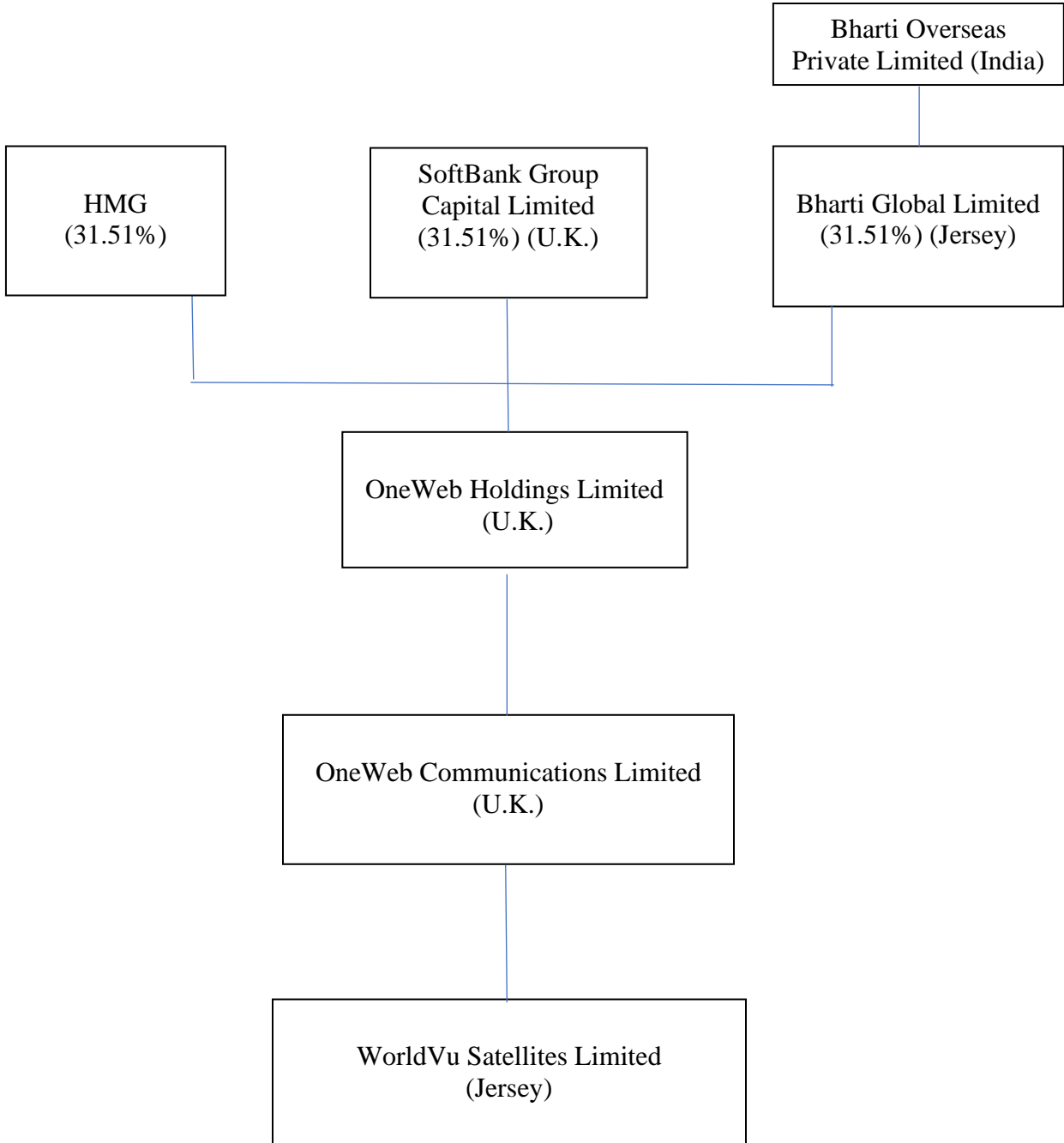
**ATTACHMENT A**

**FCC Authorizations, Licenses, and Pending Applications\***

<b><u>Call Sign</u></b>	<b><u>OET/IBFS File Number</u></b>
<b>SPACE STATION AUTHORIZATIONS</b>	
S2963	SAT-LOI-20160428-00041
S2994	SAT-LOI-20170301-00031
<b>EARTH STATION LICENSES</b>	
E180620	SES-LIC-20180604-01082
E181293	SES-LIC-20180727-02075
E181294	SES-LIC-20180727-02076
E190727	SES-LIC-20190930-01217
E190759	SES-LIC-20190930-01237
<b>OET EXPERIMENTAL LICENSES</b>	
WK2XBY	0147-EX-CR-2021
WK2XGK	0028-EX-AU-2020
<b>PENDING APPLICATIONS**</b>	
E190236	SES-LIC-20190422-00538
E191337	SES-LIC-20191203-01624
S2963	SAT-MPL-20200526-00062 SAT-APL-20210112-00007
<p>*The Applicants plan to file a letter supplementing the record with respect to OneWeb's pending applications, as necessary, to reflect the planned consummation of the Transaction. <i>See</i> 47 C.F.R. § 1.65.</p> <p>**The Applicants respectfully request that any disposition of the Applications include authority for OneWeb Holdings to acquire control of any authorizations issued to OneWeb while the Transaction is pending before the Commission.</p>	

**ATTACHMENT B**

**Pre-Transaction Ownership Structure**



**ATTACHMENT C**

**OneWeb Holdings Ownership Structure (10% or Greater Shareholders)**

