

GLOSSARY OF TERMS

1. **Active Driver:** a unique driver or captain who completed at least four trips in the previous month on one of the Applicable Products in Pakistan.
2. **Active Rider:** a unique rider or who took at least one trip in the previous month on one of the Applicable Products in Pakistan.
3. **Affiliated Undertakings:** undertakings in which Uber or Careem, directly or indirectly: (i) owns more than half the capital or business assets, or (ii) has the power to exercise more than half the voting rights, or (iii) has the power to appoint more than half the members of the supervisory board, the administrative board or bodies legally representing the undertakings, or (iv) has the right to manage the undertakings' affairs.
4. **Applicable Products:** the products to which the Conditions will apply, which are: Uber Go, Careem Go, Uber Mini, and Careem Go Mini, and any ridesharing products that are equivalent (in terms of characteristics) to Uber Go, Careem Go, Uber Mini and Careem Go Mini (as determined by the Monitoring Trustee) introduced by Uber or Careem while the Conditions Imposed are in force (each an "**Applicable Product**").
5. **Base Fare:** the portion of the fare paid by a rider that is designed to cover the driver's cost of traveling to pick up the rider. It is a fixed, per trip charge. For example, as of the date of these Conditions, the Base Fare for UberGo in Karachi is PKR 80.
6. **Confidential Information:** any business secrets, know-how, commercial information, or any other information of a proprietary nature, including but not limited to reports, analyses, compilations, memoranda, summaries, notes, excerpts, intentions, experiences, plans, drawings, designs, findings that is not in the public domain.
7. **Conflict of Interest:** any conflict of interest that impairs the Monitoring Trustee's objectivity and independence in discharging its duties under the Conditions Imposed.
8. **Decision:** the decision adopted by the COMMISSION approving the Proposed Transaction subject to the Conditions Imposed.
9. **DOSTer:** individual persons who "recruit" and train prospective new drivers and help them with the driver on-boarding process such as by uploading the required documents (drivers' license, vehicle registration, etc.) and setting up their accounts. DOSTers receive a commission for each driver who becomes active on Uber and completes a certain number of trips. DOSTers are independent contractors that are not employed by Uber. For the purpose of the Conditions Imposed, this does not include DOSTers who have set up businesses with physical premises to perform such services.
10. **Effective Date:** date on which the COMMISSION adopts the Decision.
11. **Exceptional Market Imbalance:** a situation, beyond the control of Uber and Careem, that occurs when, in an Overlapping Area over a two-week period, for one or more of the Applicable Products, either (i) the average rider wait times measured by the actual time to arrival measured post-trip for the Applicable Product(s) rises by more than 50%;¹ or (ii) the completed request ratio for the Applicable Product(s) declines below 70%;² or (iii) the Applicable Product(s) loses 10% or more of monthly active riders or drivers.
12. **Inflationary Cost Increases:** increases in costs equal to the greater of (i) the consumer price index in Pakistan³ and (ii) fuel costs, as published by the Oil and Gas Regulatory Authority.

¹ The average actual time to arrival in Pakistan for UberGo and Uber Mini is currently 15 minutes and represents good service quality. Thus, a 25% increase would increase wait times by 4 minutes, which would represent a significant deterioration of service quality.

² The completed request ratio ("**C/R**") measures how many rider requests are completed with a trip. The UberGo and Uber Mini C/R in Pakistan is 80%. This means 20% of trip requests fail due to factors such as driver cancellations or high wait times leading to rider cancellations. A high C/R ratio is a sign of a reliable service. A low C/R ratio means poor reliability and poor service given that the high cancellation rate would negatively impact platform efficiencies by adding wait time for both drivers and riders. A C/R ratio dropping below 70% would mean a poor customer experience and an unreliable service given that about one in every three booking requests would end up being cancelled.

³ See <http://www.pbs.gov.pk/press-releases/>.

13. **Local Meaningful Market Entry:** one or more Ridesharing Services Provider(s) entering an Overlapping Area in Pakistan and achieving individually at least 25%, or collectively at least 33.3% of weekly ridesharing trips on average for three consecutive months in that same Overlapping Area, calculated on the basis of the daily active user data provided by the third party app analytics and app market data provider AppAnnie.⁴
14. **Minimum Fare:** the lowest possible fare that a rider will have to pay for a trip. For example, as of the date of the Conditions Imposed, the Minimum Fare for UberGo in Karachi is: PKR 120.
15. **Monitoring Trustee:** one or more natural or legal person(s) who is/are approved by the COMMISSION and appointed by Uber in accordance with Section 5 below, and who has/have the duty to monitor Uber's compliance with the Conditions Imposed.
16. **National Meaningful Market Entry:** one or more Ridesharing Services Provider(s) entering Pakistan and achieving individually at least 25%, or collectively at least 33.3% of weekly ridesharing trips on average for three consecutive months in Pakistan, calculated on the basis of the daily active user data provided by the third party app analytics and app market data provider AppAnnie.
17. **Overlapping Area:** any city or "Uber" area in Pakistan in which both Uber and Careem operate, including: Faisalabad, Gujranwala, Hyderabad, Islamabad and Rawalpindi, Karachi, Lahore, Multan and Peshawar.
18. **Personalised Pricing:** pricing for a particular trip which is tailored to an individual rider. For the avoidance of doubt, pricing, promotions and discounts which are targeted at groups of riders do not constitute personalised pricing for the purposes of the Conditions Imposed.
19. **Random Sample:** a random sample of trip data to be submitted to the Monitoring Trustee by Uber. In order to produce the Random Sample, Uber will ask the Monitoring Trustee to provide a number between 0 and 59 inclusive and the Monitoring Trustee will select this number using an objective randomizing method. Uber will then provide data for all trips, for which the minute figure in the timestamp (taking the format HH:MM:SS) marking the end of the trip is the same as the number the Monitoring Trustee provided for the relevant time period. So, if the Monitoring chooses the number 41, Uber will provide data for all the trips for the relevant time period with a trip end timestamp of HH:41:SS.
20. **Ridesharing Services Provider:** a supplier of ridesharing services that offers a service equivalent to the Applicable Products in Pakistan and which is not an Affiliated Undertaking.
21. **Service Fee:** the percentage of the trip fare charged to riders that is paid by the driver/captain to Uber or Careem in consideration of the matching service provided to the driver.
22. **Surge:** a dynamic pricing mechanism that applies when demand significantly exceeds supply in a local area at a particular limited time.
23. **Time and Distance Rates:** the rate per minute and the rate per kilometre used in calculating fares, which are set by Uber. For example, as of the date of the Conditions Imposed, the Time and Distance Rates for UberGo in Karachi are: PKR 5.70 per minute and PKR 12.76 per kilometre.
24. **Total Organic Fare:** the fare charged to a rider for a trip, which is calculated by adding the applicable Base Fare to the applicable Time and Distance Rates multiplied by the duration of the trip and the distance travelled on the trip respectively, unless the result of that calculation is less than the Minimum Fare, in which case it is the Minimum Fare. The Total Organic Fare does not include Surge charges, rider promotions, or sales (or equivalent) taxes. By way of example, the Total Organic Fare of a trip in UberGo in Karachi which was 2.6km in length and lasted 11 minutes, as at the date of these Conditions, would be PKR 175.88 (i.e. $80 + (2.6 * 12.76) + (11 * 5.7) = 175.88$, which is greater than 120).

⁴ As at the date of the Conditions Imposed, there is no third party data available to calculate shares of weekly ridesharing trips in individual Overlapping Areas. As soon as such data becomes available or a methodology to calculate local shares in Overlapping Areas, Local Meaningful Market Entry will replace National Meaningful Market Entry, as the grounds for lifting the Conditions.