

**Draft Resolutions on Issues Submitted for Approval  
of the Extraordinary General Meeting of Shareholders of  
Mobile TeleSystems Open Joint Stock Company  
February 15<sup>th</sup>, 2008**

**The first issue on the agenda:**

The procedure for conducting the Meeting

*Draft resolution:*

1. Have the following person \_\_\_\_\_ elected Chairman of MTS OJSC Extraordinary General Shareholders Meeting.
2. Voting results and resolutions adopted by MTS OJSC Extraordinary General Shareholders Meeting with respect to issues on the agenda shall be announced at MTS OJSC Extraordinary General Shareholders Meeting.

**The second issue on the agenda:**

Amendment of the Regulations “MTS OJSC General Shareholders Meeting”

*Draft resolution:*

To approve the Regulations “MTS OJSC General Shareholders Meeting” as amended.

**The third issue on the agenda:**

Amendment of the Regulations “Remunerations and Compensations to Be Paid to Members of MTS OJSC Board of Directors”

*Draft resolution:*

To approve the Regulations “Remunerations and Compensations to Be Paid to Members of MTS OJSC Board of Directors” as amended.

**The fourth issue on the agenda:**

Approval of the Stock Option Program for MTS OJSC Board of Directors Members

*Draft resolution:*

To approve the Stock Option Program for MTS OJSC Board of Directors Members.

**The fifth issue on the agenda:**

Early termination of the powers of MTS OJSC Board of Directors members

*Draft resolution:*

To early terminate the powers of all MTS OJSC Board of Directors members.

**The sixth issue on the agenda:**

Election of members of MTS OJSC Board of Directors

*Draft resolution:*

To elect the following persons as members of MTS OJSC Board of Directors:

1. Alexey Nikolaevich Buyanov

2. Mohanbir Singh Gyani
3. Sergey Alexeevich Drozdov
4. Tatiana Vladimirovna Evtoushenkova
5. Leonid Adolfovich Melamed
6. Paul James Ostling
7. Vitaly Gennadievich Saveliev

**The seventh issue on the agenda:**

Early termination of the powers of MTS OJSC Audit Commission members and election of a new MTS OJSC Audit Commission

*Draft resolution:*

7.1. To early terminate the powers of all members of MTS OJSC Audit Commission.

7.2. To elect the following persons as members of MTS OJSC Audit Commission:

1. Maria Vyacheslavovna Markina
2. Vassily Vassilievich Platoshin
3. Artem Evgenievich Popov

**The eighth issue on the agenda:**

Reorganization of MTS OJSC by merger of Volgograd Mobile Closed Joint Stock Company and MTS OJSC, and approval of the Merger Agreement between Volgograd Mobile CJSC and MTS OJSC

*Draft resolution:*

Have MTS OJSC reorganized by merger into MTS OJSC of its subsidiary Volgograd Mobile Closed Joint Stock Company (Volgograd Mobile CJSC, location: 7, Krasnoznamenskaya Street, Volgograd, 400066, Russian Federation, OGRN (PSRN)1023403440147), where MTS OJSC owns 100% of the placed shares, with the assignment of all rights and obligations of Volgograd Mobile CJSC to MTS OJSC and termination of Volgograd Mobile CJSC activity.

To state that due to the fact that MTS OJSC owns 100% of the placed shares in Volgograd Mobile CJSC:

- the registered common shares in Volgograd Mobile CJSC (the merging company) owned by MTS OJSC (the surviving company) shall not be converted into shares in MTS OJSC;
- all registered common shares in Volgograd Mobile CJSC owned by MTS OJSC and not subject to conversion shall be redeemed at the date of the entry made in the Unified State Register of Legal Entities concerning the termination of the merging company, Volgograd Mobile CJSC;
- the charter capital of MTS OJSC and the number and the par value of MTS OJSC shares shall not change in conjunction with the reorganization of MTS OJSC by merger of Volgograd Mobile CJSC into MTS OJSC;
- a joint general meeting of MTS OJSC shareholders and Volgograd Mobile CJSC shareholders shall not be held;
- a resolution amending the Charter of MTS OJSC to include information on the succession of MTS OJSC to the rights and liabilities of Volgograd Mobile CJSC shall be adopted at MTS OJSC General Shareholders Meeting and such resolution may be approved concurrently with the adoption by MTS OJSC General Shareholders Meeting of the resolution on reorganization by merger and the resolution approving the Agreement on Merger;
- MTS OJSC President shall adopt a resolution on reorganization of Volgograd Mobile OJSC, a resolution on approval by Volgograd Mobile CJSC of the Agreement on the Merger of Volgograd Mobile CJSC into MTS OJSC, and a resolution approving the Deed of Transfer of Volgograd Mobile CJSC.

To entrust MTS OJSC President to take all necessary measures relating to the merger of Volgograd Mobile CJSC into MTS OJSC and notify the creditors of MTS OJSC of the decision on reorganization.

To approve the Agreement on Merger of Volgograd Mobile CJSC into MTS OJSC.

**The ninth issue on the agenda:**

Reorganization of MTS OJSC by merger of MTS OJSC and Astrakhan Mobile Closed Joint Stock Company, and approval of the Merger Agreement between Astrakhan Mobile CJSC and MTS OJSC.

*Draft resolution:*

Have MTS OJSC reorganized by merger into MTS OJSC of its subsidiary Astrakhan Mobile Closed Joint Stock Company (Astrakhan Mobile CJSC, Location: 3, Studencheskaya Street, Astrakhan, 414004, Russian Federation, OGRN (PSRN)1023000819401), where MTS OJSC owns 100% of the placed shares, with the assignment of all rights and obligations of Astrakhan Mobile CJSC to MTS OJSC and termination of Astrakhan Mobile CJSC activity.

To state that due to the fact that MTS OJSC owns 100% of the placed shares in Astrakhan Mobile CJSC:

- the registered common shares in Astrakhan Mobile CJSC (the merging company) owned by MTS OJSC (the surviving company) shall not be converted into shares in MTS OJSC;
- all registered common shares in Astrakhan Mobile CJSC owned by MTS OJSC and not subject to conversion shall be redeemed at the date of the entry made in the Unified State Register of Legal Entities concerning the termination of the merging company, Astrakhan Mobile CJSC;
- the charter capital of MTS OJSC and the number and the par value of MTS OJSC shares shall not change in conjunction with the reorganization of MTS OJSC by merger of Astrakhan Mobile CJSC into MTS OJSC;
- a joint general meeting of MTS OJSC shareholders and Astrakhan Mobile CJSC shareholders shall not be held;
- a resolution amending the Charter of MTS OJSC to include information on the succession of MTS OJSC to the rights and liabilities of Astrakhan Mobile CJSC shall be adopted at MTS OJSC General Shareholders Meeting and such resolution may be approved concurrently with the adoption by MTS OJSC General Shareholders Meeting of the resolution on reorganization by merger and the resolution approving the Agreement on Merger;
- MTS OJSC President shall adopt a resolution on reorganization of Astrakhan Mobile OJSC, a resolution on approval by Astrakhan Mobile CJSC of the Agreement on the Merger of Astrakhan Mobile CJSC into MTS OJSC, and a resolution approving the Deed of Transfer of Astrakhan Mobile CJSC.

To entrust MTS OJSC President to take all necessary measures relating to merger of Astrakhan Mobile CJSC into MTS OJSC and notify the creditors of MTS OJSC of the decision on reorganization.

To approve the Agreement on Merger of Astrakhan Mobile CJSC into MTS OJSC.

**The tenth issue on the agenda:**

Reorganization of MTS OJSC by merger of MTS OJSC and Mar Mobile GSM Closed Joint Stock Company, and approval of the Merger Agreement between Mar Mobile GSM CJSC and MTS OJSC

*Draft resolution:*

Have MTS OJSC reorganized by merger into MTS OJSC of its subsidiary Mar Mobile GSM Closed Joint Stock Company (Mar Mobile GSM CJSC, Location: 138, Sovetskaya Street, Yoshkar-Ola, 424000, Russian Federation, OGRN (PSRN) 1021200750702), where MTS OJSC owns 100%

of the placed shares, with the assignment of all rights and obligations of Mar Mobile GSM CJSC to MTS OJSC and termination of Mar Mobile GSM CJSC activity.

To state that due to the fact that MTS OJSC owns 100% of the placed shares in Mar Mobile GSM CJSC:

- the registered common shares in Mar Mobile GSM CJSC (the merging company) owned by MTS OJSC (the surviving company) shall not be converted into shares in MTS OJSC;
- all registered common shares in Mar Mobile GSM CJSC owned by MTS OJSC and not subject to conversion shall be redeemed at the date of the entry made in the Unified State Register of Legal Entities concerning the termination of the merging company, Mar Mobile GSM CJSC;
- the charter capital of MTS OJSC and the number and the par value of MTS OJSC shares shall not change in conjunction with the reorganization of MTS OJSC by merger of Mar Mobile GSM CJSC into MTS OJSC;
- a joint general meeting of MTS OJSC shareholders and Mar Mobile GSM CJSC shareholders shall not be held;
- a resolution amending the Charter of MTS OJSC to include information on the succession of MTS OJSC to the rights and liabilities of Mar Mobile GSM CJSC shall be adopted at MTS OJSC General Shareholders Meeting and such resolution may be approved concurrently with the adoption by MTS OJSC General Shareholders Meeting of the resolution on reorganization by merger and the resolution approving the Agreement on Merger;
- MTS OJSC President shall adopt a resolution on reorganization of Mar Mobile GSM CJSC, a resolution on approval by Mar Mobile GSM CJSC of the Agreement on the Merger of Mar Mobile GSM CJSC into MTS OJSC, and a resolution approving the Deed of Transfer of Mar Mobile GSM CJSC.

To entrust MTS OJSC President to take all necessary measures relating to merger of Mar Mobile GSM CJSC into MTS OJSC and notify the creditors of MTS OJSC of the decision on reorganization.

To approve the Agreement on Merger of Mar Mobile GSM CJSC into MTS OJSC.

**The eleventh issue on the agenda:**

Reorganization of MTS OJSC by merger of MTS OJSC and PRIMTELEFON Closed Joint Stock Company, and approval of the Merger Agreement between PRIMTELEFON CJSC and MTS OJSC

*Draft resolution:*

Have MTS OJSC reorganized by merger into MTS OJSC of its subsidiary PRIMTELEFON Closed Joint Stock Company (PRIMTELEFON CJSC, Location: 24, Okeanskiy Prospect, Vladivostok, 690050, Russian Federation, OGRN (PSRN) 1022501282671), where MTS OJSC owns 100% of the placed shares, with the assignment of all rights and obligations of PRIMTELEFON CJSC to MTS OJSC and termination of PRIMTELEFON CJSC activity.

To state that due to the fact that MTS OJSC owns 100% of the placed shares in PRIMTELEFON CJSC:

- the registered common shares in PRIMTELEFON CJSC (the merging company) owned by MTS OJSC (the surviving company) shall not be converted into shares in MTS OJSC;
- all registered common shares in PRIMTELEFON CJSC owned by MTS OJSC and not subject to conversion shall be redeemed at the date of the entry made in the Unified State Register of Legal Entities concerning the termination of the merging company, PRIMTELEFON CJSC;
- the charter capital of MTS OJSC and the number and the par value of MTS OJSC shares shall not change in conjunction with the reorganization of MTS OJSC by merger of PRIMTELEFON CJSC into MTS OJSC;
- a joint general meeting of MTS OJSC shareholders and PRIMTELEFON CJSC shareholders shall not be held;
- a resolution amending the Charter of MTS OJSC to include information on the succession of MTS OJSC to the rights and liabilities of PRIMTELEFON CJSC shall be adopted at MTS

OJSC General Shareholders Meeting and such resolution may be approved concurrently with the adoption by MTS OJSC General Shareholders Meeting of the resolution on reorganization by merger and the resolution approving the Agreement on Merger;

- MTS OJSC President shall adopt a resolution on reorganization of PRIMTELEFON CJSC, a resolution on approval by PRIMTELEFON CJSC of the Agreement on the Merger of PRIMTELEFON CJSC into MTS OJSC, and a resolution approving the Deed of Transfer of PRIMTELEFON CJSC.

To entrust MTS OJSC President to take all necessary measures relating to merger of PRIMTELEFON CJSC into MTS OJSC and notify the creditors of MTS OJSC of the decision on reorganization.

To approve the Agreement on Merger of PRIMTELEFON CJSC into MTS OJSC.

**The twelfth issue on the agenda:**

Amendment of the Charter of MTS OJSC

*Draft resolution:*

- 12.1. Have amendments entered into the Charter of MTS OJSC concerning insertion into the Charter of MTS OJSC of the information related to the succession by MTS OJSC of all rights and liabilities of Volgograd Mobile Closed Joint Stock Company after the completion of the reorganization by merger of Volgograd Mobile Closed Joint Stock Company into Mobile TeleSystems Open Joint Stock Company.
- 12.2. Have amendments entered into the Charter of MTS OJSC concerning insertion into the Charter of MTS OJSC of the information related to the succession by MTS OJSC of all rights and liabilities of Astrakhan Mobile Closed Joint Stock Company after the completion of the reorganization by merger of Astrakhan Mobile Closed Joint Stock Company into Mobile TeleSystems Open Joint Stock Company.
- 12.3. Have amendments entered into the Charter of MTS OJSC concerning insertion into the Charter of MTS OJSC of the information related to the succession by MTS OJSC of all rights and liabilities of Mar Mobile GSM Closed Joint Stock Company after the completion of the reorganization by merger of Mar Mobile GSM Closed Joint Stock Company into Mobile TeleSystems Open Joint Stock Company.
- 12.4. Have amendments entered into the Charter of MTS OJSC concerning insertion into the Charter of MTS OJSC of the information related to the succession by MTS OJSC of all rights and liabilities of PRIMTELEFON Closed Joint Stock Company after the completion of the reorganization by merger of PRIMTELEFON Closed Joint Stock Company into Mobile TeleSystems Open Joint Stock Company.