

APPROVED

Minutes № ____ of the
Annual General Meeting of Shareholders of
Mobile TeleSystems Open Joint Stock Company
June ____, 2004

**AMENDMENTS AND ADDITIONS
TO THE CHARTER
of Mobile TeleSystems Open Joint Stock Company
registered on June 28, 2002**

Moscow

June ____, 2004

1. Clause 7.7.1. of the Charter shall be restated as follows:
“7.7.1. Shares of the Company may be alienated in favor of third parties. A Shareholder may alienate his shares in the manner established by legislation.
A person who independently or jointly with an affiliated person or persons acquires 30 percent or more of the placed common shares of the Company shall be obligated, pursuant to and on the conditions provided by article 80 of the Federal Law “On Joint Stock Companies,” to offer to buy the common shares of the Company, as well as emissive securities convertible into common shares, held by shareholders of the Company, if such obligation is provided by Russian Federation legislation.”
2. Clause 9.7 of the Charter shall be restated as follows:
“When the General Meeting of Shareholders adopts a resolution to pay dividends, such dividends must be paid by the end of the year in which such resolution was adopted, unless a shorter period is established by the resolution.”
3. Clause 14.6 shall be restated as follows:
“14.6. Requirements that must be met by persons elected to the position of President may be established by the Bylaw on the President of the Company and/or a resolution of the Board of Directors.”
4. A fourth paragraph, worded as follows, shall be added to clause 12.12.1:
“The text of the notice of a General Meeting of Shareholders may, pursuant to a resolution of the Board of Directors, additionally be sent in electronic form to those shareholders who have provided the Company or the registrar with e-mail addresses for the delivery of such notices.”

5. In clause 12.12.5 the words “- other information provided by the Company’s Charter” shall be replaced with the words, “- other information provided by the Company’s Charter, legislation, or a resolution of the Board of Directors.”

6. A fourth paragraph, worded as follows, shall be added to clause 12.12.6:

“Pursuant to a resolution of the Board of Directors, information to be provided to the persons entitled to participate in a meeting of shareholders that is not classified as confidential or a commercial secret may be published in whole or in part on the Company’s Internet website.”

7. A second paragraph, worded as follows, shall be added to clause 12.9.2:

“When notifying the Company’s shareholders that a meeting has been called, the Company shall simultaneously send invitations to attend the meeting to the members of the Board of Directors, the members of the Audit Committee, and the Company’s Auditor, as well as to candidates for the Board of Directors, Audit Committee, and President who are named in the ballots for voting at the meeting.”

8. Clause 13.4.1 of the Charter shall be stated as follows:

“1. Determination of the priority lines of the Company’s activity, determination of the Company’s development strategy, and approval of the annual budgets (financial plans) of the Company;”

9. Clause 13.10 of the Charter shall be restated as follows:

“13.10. To secure a quorum, no less than 6 (six) members of the Board of Directors must be present at the meeting of the Board of Directors.”

10. A second paragraph, worded as follows, shall be added to clause 13.11:

“When a meeting of the Board of Directors is held in direct form, written opinions of absent members of the Board of Directors shall be taken into account.”

11. A clause 13.13, worded as follows, shall be added to the Charter:

“13.13. Pursuant to a resolution of the Board of Directors, committees of the Board of Directors may be created within the Board of Directors.”

V. V. Sidorov,
President,
Mobile TeleSystems Open Joint Stock Company