

**Information and comments on the issues  
submitted for approval of the Extraordinary General Meeting of  
Mobile TeleSystems Open Joint Stock Company Shareholders on  
March 28, 2006**

**Agenda item 1:**

Meeting procedure.

This issue of the agenda for the Shareholders' Meeting is an organizational issue related to the meeting procedure.

The Counting Committee shall inform the attendees on the registration of the attendees, presence of quorum and other organizational issues.

The meeting attendees shall make a resolution on the election of the Chairman of the meeting (the Chairman shall be elected from the shareholders attending the meeting).

In accordance with Paragraph 12.14.2. of the Charter of MTS OJSC the Chairman shall:

- conduct the General Meeting of Shareholders;
- check time-limits/regulations for the General Meeting of Shareholders;
- sign minutes of the General Meeting of Shareholders.

Procedure for adoption of resolutions:

A resolution must be adopted by a simple majority of votes of shareholders attending the meeting.

*Draft resolution:*

1. To elect the following person \_\_\_\_\_ as a Chairman of the Extraordinary General Shareholders' Meeting of Mobile TeleSystems Open Joint Stock Company to conduct the meeting.
2. To announce voting results and resolutions approved by MTS OJSC Extraordinary General Shareholders' Meeting on the Agenda issues at MTS OJSC Extraordinary General Shareholders' Meeting.

**Agenda item 2:**

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

The issue with respect to the early termination of powers of all MTS OJSC Board of Directors members and the election of new MTS OJSC Board of Directors members is submitted for the consideration of the General Meeting of MTS OJSC Shareholders. The powers of the newly elected Board of Directors shall be effective until the next Annual General Meeting of MTS OJSC Shareholders.

Procedure for adoption of resolutions:

A resolution must be adopted by a simple majority of votes of shareholders attending the meeting.

*Draft resolution:*

Terminate official powers by all members of the Board of Directors of Mobile TeleSystems Open Joint Stock Company.



**Agenda item 3:**

Election of new members of MTS OJSC Board of Directors.

Procedure for adoption of resolutions:

Pursuant to MTS OJSC Charter and the existing law, the members of the Board of Directors shall be elected by cumulative voting. In cumulative voting, the number of votes owned by each shareholder shall be multiplied by the number of persons to be elected to MTS OJSC Board of Directors, and a shareholder may cast all resulting votes in favor of one candidate or distribute them among two or several candidates. The candidates who receive the greatest number of votes shall be deemed elected to the Board of Directors.

MTS OJSC Board of Directors consists of 7 members.

See attached information on candidates to the Board of Directors.

*Draft resolution:*

Have the following persons elected members of the Board of Directors of Mobile TeleSystems Open Joint Stock Company: \_\_\_\_\_.