

**Draft Resolutions on Issues  
to be discussed at the Annual General Shareholders Meeting  
Mobile TeleSystems Open Joint Stock Company  
June 27, 2008**

**The first issue on the agenda:**

Procedure for conducting the Annual General Shareholders Meeting.

*Draft resolution:*

1. Have the following person \_\_\_\_\_ elected Chairman of MTS OJSC Annual General Shareholders Meeting for conducting the meeting.
2. Voting results and resolutions adopted by MTS OJSC Annual General Shareholders Meeting related to issues on the agenda shall be announced at MTS OJSC Annual General Shareholders Meeting.

**The second issue on the agenda:**

Approval of MTS OJSC Annual Performance Report, MTS OJSC Annual Financial Statements, including Profit & Loss Statement, MTS OJSC Profit and Losses Distribution based on 2007FY results (including payment of dividends).

*Draft resolution:*

Approve MTS OJSC Annual Performance Report for 2007, MTS OJSC Annual Financial Statements for 2007, MTS OJSC Profit & Loss Statement (Account) for 2007, the procedure for distribution of MTS OJSC profit, including annual dividends on MTS OJSC common registered shares that are determined in the amount of RUR14,84 per one common registered share in MTS OJSC with the par value of RUR 0.1 each. The total amount of annual dividends shall be RUR 29 580 959 887,92. Annual dividends shall be paid out in monetary facilities within a period specified by MTS OJSC Charter.

**The third issue on the agenda:**

Election of members of MTS OJSC Board of Directors.

*Draft resolution:*

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

1. Abugov Anton Vladimirovich
2. Buyanov Alexey Nickolayevich
3. Gyani Mohanbir Singh
4. Drozdov Sergey Alexeyevich
5. Evtoushenkova Tatiana Vladimirovna
6. Melamed Leonid Adolfovich
7. Ostling Paul James
8. Saveliev Vitaly Gennadievich

**The forth issue on the agenda:**

Election of members of MTS OJSC Auditing Commission.

*Draft resolution:*

Have the following persons elected members of MTS OJSC Audit Commission:

1. Platoshin Vassily Vassilievich
2. Popov Artem Evgenievich
3. Tokun Michael Vladimirovich

**The fifth issue on the agenda:**

Approval of MTS OJSC Auditor for 2008.

*Draft resolution:*

Approve the auditing company Deloitte & Touche CIS CJSC (Location: 4/7 Vozdvizhenka St., Moscow, Russian Federation, OGRN 1027700425444) as MTS OJSC Auditor.

**The sixth issue on the agenda:**

Approval of the Rules and Regulations of Remunerations and Compensations Payable to MTS OJSC Board of Directors Members.

*Draft resolution:*

Approve the revised version of the Rules and Regulations of Remunerations and Compensations Payable to MTS OJSC Board of Directors Members.

**The seventh issue on the agenda:**

MTS OJSC reorganization by merger of Mobile Communication Systems Open Joint Stock Company into MTS OJSC and approval of the Agreement on Merger of Mobile Communication Systems OJSC into MTS OJSC.

*Draft resolution:*

Have MTS OJSC reorganized by merger into MTS OJSC of its subsidiary Mobile Communication Systems Open Joint Stock Company (Mobile Communication Systems OJSC, Location: 17, Martynov Boulevard, Omsk, 644010, Omsk Region, Russian Federation, OGRN 1025500973728), where MTS OJSC owns 100% of the placed shares, with the assignment of all rights and obligations of Mobile Communication Systems OJSC to MTS OJSC and termination of Mobile Communication Systems OJSC activity.

Due to the fact that MTS OJSC owns 100% of the placed shares in Mobile Communication Systems OJSC:

- The common registered shares in Mobile Communication Systems OJSC (the merging company) owned by MTS OJSC (the surviving company) shall not be converted into shares in MTS OJSC;
- All common registered shares in Mobile Communication Systems OJSC 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, Mobile Communication Systems OJSC;
- 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 Mobile Communication Systems OJSC into MTS OJSC;

- A joint general meeting of MTS OJSC shareholders and Mobile Communication Systems OJSC 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 Mobile Communication Systems OJSC 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 Mobile Communication Systems OJSC, a resolution on approval by Mobile Communication Systems OJSC of the Agreement on the Merger of Mobile Communication Systems OJSC into MTS OJSC, and a resolution approving the Deed of Transfer of Mobile Communication Systems OJSC.

Entrust MTS OJSC President to take all necessary measures relating to merger of Mobile Communication Systems OJSC into MTS OJSC and notify the creditors of MTS OJSC of the decision on reorganization.

Approve the Agreement on Merger of Mobile Communication Systems OJSC into MTS OJSC.

**The eighth issue on the agenda:**

MTS OJSC reorganization by merger of BashCEL Close Joint Stock Company into MTS OJSC and approval of the Agreement on Merger of BashCEL CJSC into MTS OJSC.

*Draft resolution:*

Have MTS OJSC reorganized by merger into MTS OJSC of its subsidiary BashCEL Close Joint Stock Company (BashCEL CJSC, Location: 14, First Builders Street, Agidel, 452920, Republic of Bashkortostan, Russian Federation, OGRN 1020201436639), where MTS OJSC owns 100% of the placed shares, with the assignment of all rights and obligations of BashCEL CJSC to MTS OJSC and termination of BashCEL CJSC activity.

Due to the fact that MTS OJSC owns 100% of the placed shares in BashCEL CJSC:

- The common registered shares in BashCEL CJSC (the merging company) owned by MTS OJSC (the surviving company) shall not be converted into shares in MTS OJSC;
- All common registered shares in BashCEL 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, BashCEL 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 BashCEL CJSC into MTS OJSC;
- A joint general meeting of MTS OJSC shareholders and BashCEL 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 BashCEL 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 BashCEL CJSC, a resolution on approval by BashCEL CJSC of the Agreement on the Merger of BashCEL CJSC into MTS OJSC, and a resolution approving the Deed of Transfer of BashCEL CJSC.

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

Approve the Agreement on Merger of BashCEL CJSC into MTS OJSC.

**The ninth issue on the agenda:**

Amending the Charter of MTS OJSC.

*Draft resolution:*

1. Have supplements and 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 Mobile Communication Systems Open Joint Stock Company after the completion of the reorganization by merger of Mobile Communication Systems Open Joint Stock Company into Mobile TeleSystems Open Joint Stock Company.
2. Have supplements and 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 BashCEL Close Joint Stock Company after the completion of the reorganization by merger of BashCEL Close Joint Stock Company into Mobile TeleSystems Open Joint Stock Company.

**The tenth issue on the agenda:**

Determination of the total number of MTS OJSC Board of Directors members.

*Draft resolution:*

Determine the total number of MTS OJSC Board of Directors members to be in the number of 9 (nine) persons.