

APPROVED

by the resolution of the General
Shareholders' Meeting of the Mobile
TeleSystems Open Joint Stock Company
_____ 2007

**STATUTE
ON REMUNERATIONS AND COMPENSATIONS,
PAYABLE TO THE MEMBERS OF THE BOARD OF DIRECTORS OF THE
MOBILE TELESYSTEMS OPEN JOINT STOCK COMPANY**

Moscow, 2007

1. GENERAL PROVISIONS

1.1. This Statute was drafted in accordance with the Federal Law «On Joint Stock Companies», and other effective normative acts and specifies the amount and procedure of payment of remunerations and compensations to the members of the Board of Directors of the Mobile TeleSystems OJSC (hereinafter referred to as – the «Company»).

1.2. This Statute shall be approved by the General Shareholders' Meeting in accordance with article 64, item 2 of the Federal Law «On Joint Stock Companies» and shall be used as the basis for the calculation and payment of remunerations and compensations to the members of the Board of Directors of the Company.

1.3. The source of payment of remunerations and compensations shall be the net income of the Company until any amendments are made to the existing legislation of the RF or the issue of the explanations of the authorized state administration bodies, which would contain the unambiguously interpretable indication to other sources.

1.4. The amount of remunerations and compensations, whose forecasted values are calculated in accordance with this Statute, shall be included in the Company budget.

1.5. The amounts of remunerations and compensations, which are stated in the statute, are stated without taking into account any taxes. The Company shall determine and withhold and pay the income tax (and other applicable taxes in accordance with the legislation of the country, whose tax resident is the member of the Board of Directors), which arises in connection with the payment of remunerations and compensations to the members of the Board of Directors.

1.6. The period for the calculation and payment of remunerations and compensations is one year, beginning from the date of election of the members of the Board of Directors at the annual General Shareholders' Meeting and ending on the date of the next annual General Shareholders' meeting. In the event of an early termination of the authority or election of a new member of the Board of Directors at the extraordinary General Shareholders' Meeting the calculation of the remuneration amount shall be carried out taking into account the actual time of the work of the member of Board of Directors.

2. FORMS OF REMUNERATION OF THE MEMBERS OF THE BOARD OF DIRECTORS

The remuneration of the members of the Board of Directors shall be carried out in the following forms:

- remuneration based on the results of the work;
- remuneration for the performance of additional duties;
- additional forms of direct and indirect remuneration.

Payment of remuneration to the members of the Board of Directors, who are the tax residents of the RF, shall be made in roubles at the exchange rate on the date of remittance of the remuneration.

3. REMUNERATION BASED ON THE RESULTS OF THE WORK

3.1. The remuneration based on the results of the work shall be paid provided that the Company has got net income according to the US GAAP and the budget of the Company has been fulfilled by not less than 95%.

3.2. The amount of the individual remuneration of a member of the Board of Directors shall be 250 000 USD per year, the amount of the remuneration of the Chairman of the Board of Directors shall be 275 000 USD per year.

3.3. The remuneration shall be paid by the bookkeeping department of the Company on the dates specified by the decision of the Remunerations and Appointments Committee under the Board of Directors of the Company, but not later than 45 days from the date of the annual General Shareholders' Meeting based on this Statute, data of the annual (quarterly) financial statements and the Minutes of the meeting of the Remunerations and Appointments Committee under the Board of Directors of the Company.

3.4. The amount of remuneration of the members of the Board of Directors, which is established by this Statute, can be only changed by a separate resolution of the General Shareholders' Meeting of the Company based on the results of the work in the year under review.

4. REMUNERATION FOR THE IMPLEMENTATION OF ADDITIONAL DUTIES

4.1. Additional remunerations shall be paid to the members of the Board of Directors for the implementation of the duties, connected with the work in the Committees under the Board of Directors:

- the remuneration of the Chairman of a committee under the Board of Directors for the work in the committees under the Board of Directors shall be 75 000 USD per year (for the work in each committee);

4.2. The remuneration shall be paid by the bookkeeping department of the company on the dates specified by the decision of the Remunerations and Appointments Committee under the Board of Directors of the Company, but not later than 45 days from the date of the annual General Shareholders' Meeting based on this Statute, data of the annual (quarterly) financial statements and the Minutes of the meeting of the Remunerations and Appointments Committee under the Board of Directors of the Company.

5. ADDITIONAL FORMS OF DIRECT AND INDIRECT REMUNERATION

5.1. The Company insures the professional responsibility of the members of the Board of Directors.

5.2. By the resolution of the General Shareholders' Meeting the payment of remuneration based on the result of the work can be supplemented by the right to participate in the option program of the Company.

5. COMPENSATIONS TO THE MEMBERS OF THE BOARD OF DIRECTORS

6.1. Compensations, which include the compensation of the traveling costs to and from the meeting of the Board of Directors and accommodation costs, shall be made based on the actual costs incurred, but their amount shall not exceed 10 000 USD per month.

6.2. The compensations shall be paid by the Company beekeeping department based on the expense report and documents, proving the costs incurred, as and when such documents are submitted.