

**Draft resolutions of the Extraordinary General Meeting of Shareholders
Mobile TeleSystems Open Joint Stock Company
November 9, 2004**

The first issue on the agenda:

Procedure for conducting the Annual General meeting of Shareholders.

Draft resolution:

1. To elect the following person to preside at the extraordinary general meeting of Mobile TeleSystems Open Joint Stock Company _____.
2. To announce voting results and resolutions on the agenda issues approved by the extraordinary general meeting of MTS OJSC shareholders at the extraordinary general meeting of MTS OJSC shareholders.

The second issue on the agenda:

On reorganization of MTS OJSC by merger of OJSC TELECOM XXI into MTS OJSC and on approval of the agreement on merger of OJSC TELECOM XXI into MTS OJSC.

Draft resolution:

Be it resolved:

That MTS OJSC be reorganized by way of the merger of its subsidiary, Open Joint Stock Company TELECOM XXI (OJSC TELECOM XXI, located at: 51, Shpalernaya Street, St.-Petersburg, Russian Federation, OGRN 1027809176031), in which MTS OJSC owns 100 percent of the placed shares, into MTS OJSC, with the assignment of all rights and obligations of OJSC TELECOM XXI to MTS OJSC and the cessation of the activity of OJSC TELECOM XXI.

That MTS OJSC be established as the assignee of OJSC TELECOM XXI with respect to all its rights and obligations.

In connection with the fact that MTS OJSC owns 100 percent of the placed shares of OJSC TELECOM XXI, that it be established that:

- The registered common shares of OJSC TELECOM XXI (the merging company) owned by MTS OJSC (the surviving company) shall not be converted into shares of MTS OJSC;

- All registered common shares of OJSC TELECOM XXI owned by MTS OJSC and not subject to conversion shall be cancelled at the moment when an entry is made in the register concerning the termination of the merging company, OJSC TELECOM XXI.

- 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 the merger of OJSC TELECOM XXI into MTS OJSC.

- A joint general meeting of the shareholders of MTS OJSC and the shareholders of OJSC TELECOM XXI 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 OJSC TELECOM XXI shall be adopted at the general meeting of MTS OJSC shareholders and such resolution may be approved concurrently with the adoption by the general meeting of MTS OJSC shareholders of the resolution to reorganize by way of merger and the resolution approving the merger agreement.

- After the adoption of the resolution by the general meeting of MTS OJSC shareholders, the President of MTS OJSC shall adopt a decision to reorganize OJSC TELECOM XXI, a decision on approval on the part of OJSC TELECOM XXI of the agreement on the merger of OJSC TELECOM XXI into MTS OJSC, and a decision approving the Instrument of Transfer of OJSC TELECOM XXI.

That the President of MTS OJSC be entrusted to take all necessary measures relating to the merger of OJSC TELECOM XXI into MTS OJSC and to notify the creditors of MTS OJSC of the decision to reorganize.

To approve the agreement on the merger of OJSC TELECOM XXI into MTS OJSC.

The third issue on the agenda:

On reorganization of MTS OJSC by merger of Kuban-GSM CJSC into MTS OJSC and on approval of the agreement on merger of Kuban-GSM CJSC into MTS OJSC.

Draft resolution:

Be it resolved:

That MTS OJSC be reorganized by way of the merger of its subsidiary, Closed Joint Stock Company Kuban-GSM (CJSC Kuban-GSM, located at: 61, Gimnazicheskaya Street, Krasnodar, Russian Federation, OGRN 1022301190779), in which MTS OJSC owns 100 percent of the placed shares, into MTS OJSC, with the assignment of all rights and obligations of CJSC Kuban-GSM to MTS OJSC and the cessation of the activity of CJSC Kuban-GSM.

That MTS OJSC be established as the assignee of CJSC Kuban-GSM with respect to all its rights and obligations.

In connection with the fact that MTS OJSC owns 100 percent of the placed shares of CJSC Kuban-GSM, that it be established that:

- The registered common shares of CJSC Kuban-GSM (the merging company) owned by MTS OJSC (the surviving company) shall not be converted into shares of MTS OJSC;

- All registered common shares of CJSC Kuban-GSM owned by MTS OJSC and not subject to conversion shall be cancelled at the moment when an entry is made in the register concerning the termination of the merging company, CJSC Kuban-GSM.

- 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 the merger of CJSC Kuban-GSM into MTS OJSC.

- A joint general meeting of the shareholders of MTS OJSC and the shareholders of CJSC Kuban-GSM 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 CJSC Kuban-GSM shall be adopted at the general meeting of MTS OJSC shareholders and such resolution may be approved concurrently with the adoption by the general meeting of MTS OJSC shareholders of the resolution to reorganize by way of merger and the resolution approving the merger agreement.

- After the adoption of the resolution by the general meeting of MTS OJSC shareholders, the President of MTS OJSC shall adopt a decision to reorganize CJSC Kuban-GSM, a decision on approval on the part of CJSC Kuban-GSM of the agreement on the merger of CJSC Kuban-GSM into MTS OJSC, and a decision approving the Instrument of Transfer of CJSC Kuban-GSM.

That the President of MTS OJSC be entrusted to take all necessary measures relating to the merger of CJSC Kuban-GSM into MTS OJSC and to notify the creditors of MTS OJSC of the decision to reorganize.

To approve the agreement on the merger of CJSC Kuban-GSM into MTS OJSC.

The forth issue on the agenda:

On reorganization of MTS OJSC by merger of OJSC UDN-900 into MTS OJSC and on approval of the agreement on merger of OJSC UDN-900 into MTS OJSC.

Draft resolution:

Be it resolved:

That MTS OJSC be reorganized by way of the merger of its subsidiary, Closed Joint Stock Company UDN-900 (CJSC UDN-900, located at: 278, Pushkinskaya Street, Izhevsk, Russian Federation, OGRN 1021801168058), in which MTS OJSC owns 100 percent of the placed shares, into MTS OJSC, with the assignment of all rights and obligations of UDN-900 to MTS OJSC and the cessation of the activity of UDN-900.

That MTS OJSC be established as the assignee of CJSC UDN-900 with respect to all its rights and obligations.

In connection with the fact that MTS OJSC owns 100 percent of the placed shares of CJSC UDN-900, that it be established that:

- The registered common shares of CJSC UDN-900 (the merging company) owned by MTS OJSC (the surviving company) shall not be converted into shares of MTS OJSC;

- All registered common shares of CJSC UDN-900 owned by MTS OJSC and not subject to conversion shall be cancelled at the moment when an entry is made in the register concerning the termination of the merging company, CJSC UDN-900.

- 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 the merger of CJSC UDN-900 into MTS OJSC.

- A joint general meeting of the shareholders of MTS OJSC and the shareholders of CJSC UDN-900 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 CJSC UDN-900 shall be adopted at the general meeting of MTS OJSC shareholders and such resolution may be approved concurrently with the adoption by the general meeting of MTS OJSC shareholders of the resolution to reorganize by way of merger and the resolution approving the merger agreement.

- After the adoption of the resolution by the general meeting of MTS OJSC shareholders, the President of MTS OJSC shall adopt a decision to reorganize CJSC UDN-900, a decision on approval on the part of CJSC UDN-900 of the agreement on the merger of CJSC UDN-900 into MTS OJSC, and a decision approving the Instrument of Transfer of CJSC UDN-900.

That the President of MTS OJSC be entrusted to take all necessary measures relating to the merger of CJSC UDN-900 into MTS OJSC and to notify the creditors of MTS OJSC of the decision to reorganize.

To approve the agreement on the merger of CJSC UDN-900 into MTS OJSC.

The fifth issue on the agenda:

On reorganization of MTS OJSC by merger of Dontelecom CJSC into MTS OJSC and on approval of the agreement on merger of Dontelecom CJSC into MTS OJSC.

Draft resolution:

Be it resolved:

That MTS OJSC be reorganized by way of the merger of its subsidiary, Closed Joint Stock Company Dontelecom (CJSC Dontelecom, located at: 15, Kayani Street, Rostov-on-Don, Russian Federation, OGRN 1026104143944), in which MTS OJSC owns 100 percent of the placed shares, into MTS OJSC, with the assignment of all rights and obligations of CJSC Dontelecom to MTS OJSC and the cessation of the activity of CJSC Dontelecom.

That MTS OJSC be established as the assignee of CJSC Dontelecom with respect to all its rights and obligations.

In connection with the fact that MTS OJSC owns 100 percent of the placed shares of CJSC Dontelecom, that it be established that:

- The registered common shares of CJSC Dontelecom (the merging company) owned by MTS OJSC (the surviving company) shall not be converted into shares of MTS OJSC;

- All registered common shares of CJSC Dontelecom owned by MTS OJSC and not subject to conversion shall be cancelled at the moment when an entry is made in the register concerning the termination of the merging company, CJSC Dontelecom.

- 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 the merger of CJSC Dontelecom into MTS OJSC.

- A joint general meeting of the shareholders of MTS OJSC and the shareholders of CJSC Dontelecom 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 CJSC Dontelecom shall be adopted at the general meeting of MTS OJSC shareholders and such resolution may be approved concurrently with the adoption by the general meeting of MTS OJSC shareholders of the resolution to reorganize by way of merger and the resolution approving the merger agreement.

- After the adoption of the resolution by the general meeting of MTS OJSC shareholders, the President of MTS OJSC shall adopt a decision to reorganize CJSC Dontelecom, a decision on approval on the part of CJSC Dontelecom of the agreement on the merger of CJSC Dontelecom into MTS OJSC, and a decision approving the Instrument of Transfer of CJSC Dontelecom.

That the President of MTS OJSC be entrusted to take all necessary measures relating to the merger of CJSC Dontelecom into MTS OJSC and to notify the creditors of MTS OJSC of the decision to reorganize.

To approve the agreement on the merger of CJSC Dontelecom into MTS OJSC.

The sixth issue on the agenda:

On reorganization of MTS OJSC by merger of MTS-Barnaul CJSC into MTS OJSC and on approval of the agreement on merger of MTS-Barnaul CJSC into MTS OJSC.

Draft resolution:

Be it resolved:

That MTS OJSC be reorganized by way of the merger of its subsidiary, Closed Joint Stock Company MTS-Barnaul (CJSC MTS-Barnaul, located at: 52, Dimitrova Street,

Barnaul, Russian Federation, OGRN 1022201506854), in which MTS OJSC owns 100 percent of the placed shares, into MTS OJSC, with the assignment of all rights and obligations of CJSC MTS-Barnaul to MTS OJSC and the cessation of the activity of CJSC MTS-Barnaul.

That MTS OJSC be established as the assignee of CJSC MTS-Barnaul with respect to all its rights and obligations.

In connection with the fact that MTS OJSC owns 100 percent of the placed shares of CJSC MTS-Barnaul that it be established that:

- The registered common shares of CJSC MTS-Barnaul (the merging company) owned by MTS OJSC (the surviving company) shall not be converted into shares of MTS OJSC;

- All registered common shares of CJSC MTS-Barnaul owned by MTS OJSC and not subject to conversion shall be cancelled at the moment when an entry is made in the register concerning the termination of the merging company, CJSC MTS-Barnaul;

- 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 the merger of CJSC MTS-Barnaul into MTS OJSC;

- A joint general meeting of the shareholders of MTS OJSC and the shareholders of CJSC MTS-Barnaul 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 CJSC MTS-Barnaul shall be adopted at the general meeting of MTS OJSC shareholders and such resolution may be approved concurrently with the adoption by the general meeting of MTS OJSC shareholders of the resolution to reorganize by way of merger and the resolution approving the merger agreement;

- After the adoption of the resolution by the general meeting of MTS OJSC shareholders, the President of MTS OJSC shall adopt a decision to reorganize CJSC MTS-Barnaul, a decision on approval on the part of CJSC MTS-Barnaul of the agreement on the merger of CJSC MTS-Barnaul into MTS OJSC, and a decision approving the Instrument of Transfer of CJSC MTS-Barnaul.

That the President of MTS OJSC be entrusted to take all necessary measures relating to the merger of CJSC MTS-Barnaul into MTS OJSC and to notify the creditors of MTS OJSC of the decision to reorganize.

To approve the agreement on the merger of CJSC MTS-Barnaul into MTS OJSC.

The seventh issue on the agenda:

On reorganization of MTS OJSC by merger of MTS-NN CJSC into MTS OJSC and on approval of the agreement on merger of MTS-NN CJSC into MTS OJSC.

Draft resolution:

Be it resolved:

That MTS OJSC be reorganized by way of the merger of its subsidiary, Closed Joint Stock Company MTS-NN (CJSC MTS-NN, located at: 11, Prospect Gagarina, Nizhni Novgorod, Russian Federation, OGRN 1025203721168), in which MTS OJSC owns 100 percent of the placed shares, into MTS OJSC, with the assignment of all rights and obligations of CJSC MTS-NN to MTS OJSC and the cessation of the activity of CJSC MTS-NN.

That MTS OJSC be established as the assignee of CJSC MTS-NN with respect to all its rights and obligations.

In connection with the fact that MTS OJSC owns 100 percent of the placed shares of CJSC MTS-NN, that it be established that:

- The registered common shares of CJSC MTS-NN (the merging company) owned by MTS OJSC (the surviving company) shall not be converted into shares of MTS OJSC;
- All registered common shares of CJSC MTS-NN owned by MTS OJSC and not subject to conversion shall be cancelled at the moment when an entry is made in the register concerning the termination of the merging company, CJSC MTS-NN;
- 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 the merger of CJSC MTS-NN into MTS OJSC;
- A joint general meeting of the shareholders of MTS OJSC and the shareholders of CJSC MTS-NN 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 CJSC MTS-NN shall be adopted at the general meeting of MTS OJSC shareholders and such resolution may be approved concurrently with the adoption by the general meeting of MTS OJSC shareholders of the resolution to reorganize by way of merger and the resolution approving the merger agreement;
- After the adoption of the resolution by the general meeting of MTS OJSC shareholders, the President of MTS OJSC shall adopt a decision to reorganize CJSC MTS-NN, a decision on approval on the part of CJSC MTS-NN of the agreement on the merger of CJSC MTS-NN into MTS OJSC, and a decision approving the Instrument of Transfer of CJSC MTS-NN.

That the President of MTS OJSC be entrusted to take all necessary measures relating to the merger of CJSC MTS-NN into MTS OJSC and to notify the creditors of MTS OJSC of the decision to reorganize.

To approve the agreement on the merger of CJSC MTS-NN into MTS OJSC.

The eighth issue on the agenda:

On reorganization of MTS OJSC by merger of Telecom-900 CJSC into MTS OJSC and on approval of the agreement on merger of Telecom-900 CJSC into MTS OJSC.

Draft resolution:

Be it resolved:

That MTS OJSC be reorganized by way of the merger of its subsidiary, Closed Joint Stock Company Telecom-900 (CJSC Telecom-900, located at: 29, Gagarinsky pereulok, Moscow, Russian Federation, OGRN 1027739174682), in which MTS OJSC owns 100 percent of the placed shares, into MTS OJSC, with the assignment of all rights and obligations of CJSC Telecom-900 to MTS OJSC and the cessation of the activity of CJSC Telecom-900.

That MTS OJSC be established as the assignee of CJSC Telecom-900 with respect to all its rights and obligations.

In connection with the fact that MTS OJSC owns 100 percent of the placed shares of CJSC Telecom-900, that it be established that:

- The registered common shares of CJSC Telecom-900 (the merging company) owned by MTS OJSC (the surviving company) shall not be converted into shares of MTS OJSC;

- All registered common shares of CJSC Telecom-900 owned by MTS OJSC and not subject to conversion shall be cancelled at the moment when an entry is made in the register concerning the termination of the merging company, CJSC Telecom-900.

- 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 the merger of CJSC Telecom-900 into MTS OJSC.

- A joint general meeting of the shareholders of MTS OJSC and the shareholders of CJSC Telecom-900 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 CJSC Telecom-900 shall be adopted at the general meeting of MTS OJSC shareholders and such resolution may be approved concurrently with the adoption by the general meeting of MTS OJSC shareholders of the resolution to reorganize by way of merger and the resolution approving the merger agreement.

- After the adoption of the resolution by the general meeting of MTS OJSC shareholders, the President of MTS OJSC shall adopt a decision to reorganize CJSC Telecom-900, a decision on approval on the part of CJSC Telecom-900 of the agreement on the merger of CJSC Telecom-900 into MTS OJSC, and a decision approving the Instrument of Transfer of CJSC Telecom-900.

That the President of MTS OJSC be entrusted to take all necessary measures relating to the merger of CJSC Telecom-900 into MTS OJSC and to notify the creditors of MTS OJSC of the decision to reorganize.

To approve the agreement on the merger of CJSC Telecom-900 into MTS OJSC.

The ninth issue on the agenda

Entering of supplements and amendments into MTS OJSC Charter.

Draft resolution:

1. To enter supplements and amendments into MTS OJSC Charter with regard to inserting information into MTS OJSC Charter relating to the succession by MTS OJSC of all rights and liabilities of the Open Joint Stock Company TELECOM XXI after the completion of the reorganization by merger of the Open Joint Stock Company TELECOM XXI into Mobile TeleSystems Open Joint Stock Company.

2. To enter supplements and amendments into MTS OJSC Charter with regard to inserting information into MTS OJSC Charter relating to the succession by MTS OJSC of all rights and liabilities of the Closed Joint Stock Company Kuban-GSM after the completion of the reorganization by merger of the Closed Joint Stock Company Kuban-GSM into Mobile TeleSystems Open Joint Stock Company.

3. To enter supplements and amendments into MTS OJSC Charter with regard to inserting information into MTS OJSC Charter relating to the succession by MTS OJSC of all rights and liabilities of the Closed Joint Stock Company Udmurt Digital Networks-900 after the completion of the reorganization by merger of the Closed Joint Stock Company Udmurt Digital Networks-900 into Mobile TeleSystems Open Joint Stock Company.

4. To enter supplements and amendments into MTS OJSC Charter with regard to inserting information into MTS OJSC Charter relating to the succession by MTS OJSC of all rights and liabilities of the Closed Joint Stock Company Dontelecom after the

completion of the reorganization by merger of the Closed Joint Stock Company Dontelecom into Mobile TeleSystems Open Joint Stock Company.

5. To enter supplements and amendments into MTS OJSC Charter with regard to inserting information into MTS OJSC Charter relating to the succession by MTS OJSC of all rights and liabilities of the Closed Joint Stock Company Mobile TeleSystems-Barnaul after the completion of the reorganization by merger of the Closed Joint Stock Company Mobile TeleSystems-Barnaul into Mobile TeleSystems Open Joint Stock Company.

6. To enter supplements and amendments into MTS OJSC Charter with regard to inserting information into MTS OJSC Charter relating to the succession by MTS OJSC of all rights and liabilities of the ACC CJSC after the completion of the reorganization by merger of the ACC CJSC into Mobile TeleSystems Open Joint Stock Company.

7. To enter supplements and amendments into MTS OJSC Charter with regard to inserting information into MTS OJSC Charter relating to the succession by MTS OJSC of all rights and liabilities of the Closed Joint Stock Company Mobile TeleSystems-Nizhni Novgorod after the completion of the reorganization by merger of the Closed Joint Stock Company Mobile TeleSystems-Nizhni Novgorod into Mobile TeleSystems Open Joint Stock Company.

8. To enter supplements and amendments into MTS OJSC Charter with regard to inserting information into MTS OJSC Charter with respect to the succession by MTS OJSC of all rights and liabilities of the Closed Joint Stock Company Telecom-900 after the completion of the reorganization by merger of the Closed Joint Stock Company Telecom-900 into Mobile TeleSystems Open Joint Stock Company.

The tenth issue on the agenda

Early termination of the powers of all members of MTS OJSC Board of Directors and election of new members of MTS OJSC Board of Directors.

Draft resolution:

1. Terminate official powers by all members of the Board of Directors of Mobile TeleSystems Open Joint Stock Company.
2. Have the following persons elected members of the Board of Directors of Mobile TeleSystems Open Joint Stock Company: _____.

The eleventh issue on the agenda

On approval of the Statute of MTS OJSC Board of Directors.

Draft resolution:

Approve the Statute of MTS OJSC Board of Directors.