

APPROVED BY:

General Meeting of Shareholders of  
Mobile TeleSystems  
Open Joint Stock Company  
October 3, 2008  
Minutes No. \_\_

**AMENDMENTS AND SUPPLEMENTS  
TO THE CHARTER OF  
Mobile TeleSystems Open Joint Stock Company**

Moscow

October 3, 2008

Complement Item 13.1. of the Charter as follows:

“, or, according to the decision of the Board of Directors of the Company in compliance with Items 32.2.34 and 32.2.35 of this Charter”

Delete Item 16.8. of the Charter.

Item 16.9. of the Charter should read as follows:

“The Company shall place bonds and other equity securities (including bonds and other equity securities converted to shares) by the decision of the General Meeting of Shareholders of the Company or decision of the Board of Directors of the Company”.

Delete Sub-Item 26 of Item 27.1. of the Charter.

Paragraph 2 of Sub-Item 18 of Item 32.2 of the Charter should read as follows:

“(a decision shall be adopted by a simple majority (more than ½ (one half)) of votes of all independent members of the Board of Directors that are not interested in the transaction)”.

Paragraph 1 of Sub-Item 35 of Item 32.2. of the Charter should read as follows:

“increase of the Company's Charter Capital by placement of supplementary Company's shares by conversion to those shares of previously issued equity securities converted to such shares”

Delete Sub-Item (26) of Item 32.2. of the Charter.

Complement Item 32.2. of the Charter with Sub-Item (40) which reads as follows:

“approval of transactions on acquisition, alienation and encumbrance of shares and stakes in share capitals of other organizations, including approval of material terms and conditions of such transactions, including, without limitation, terms and conditions on the number of acquired, alienated and encumbered shares or the size of the acquired, alienated or encumbered stake, the price of the transaction.”

Item 32.2. of the Charter shall be supplemented with Sub-Item (41) as follows:

“determination of the Company (Company representatives) position with respect to participation (non-participation) of the Company (Company representatives) in voting, as well as with respect to voting “for”, “against” or “abstained” on the following items of the agenda of General Shareholders (Participants) Meetings, Board of Directors meetings and meeting of collegial executive bodies of subsidiaries and dependent business entities:

(a) Participation of subsidiaries and dependant companies in other organizations (joining the existing organizations as a participant (shareholder) or establishing a new organization), carrying out of transactions for acquisition, alienation and encumbrance of shares and stakes in the charter capital of other organizations

or organizations, in which a subsidiary or dependent company participates, including, the approval of material terms and conditions of such transactions, including the terms and conditions regarding the number of shares being acquired, alienated or encumbered or the size of the stake being acquired, alienated or encumbered, transactions value;

6) carrying out by subsidiaries and dependent companies of transactions (including acquisition, alienation, pledge and other encumbrance by executing one or several interrelated transactions) with shares and stakes of entities, which are their subsidiaries or dependent companies, including the approval of material terms and conditions of such transactions, including without limitation the terms and conditions relating to the number of shares being acquired, alienated or encumbered or the size of the stake being acquired, alienated or encumbered, transactions value.

Sub-Item (36) of Item 32.2. of the Charter shall have the following wording:

“approval of transactions, whose subject is the assets worth more than USD 100,000,000 (one hundred million) but not more than 25% (twenty five percent) of the balance sheet assets of the Company, estimated based on the data of its bookkeeping reports as of the last reporting date”.

Item 33.1. of the Charter shall be supplemented with Sub-Item (41) as follows:

“The Company Board of Directors shall have the right to hold meetings using electronic (telephone) communications facilities. The Secretary of the Board of Directors shall provide for keeping magnetic (electronic) record of the Board of Directors meeting. Participation in the Board of Directors meeting, which is held using electronic (telephone) communications facilities shall be deemed equal to a personal presence”.

To exclude Sub-Item (14), (17), (19) of Item 35.1. of the Charter.

Sub-Item (2) of Item 36.5. shall read as follows:

“performs on behalf of the Company any transactions both in the Russian Federation and abroad except for the cases stipulated by the legislation of the Russian Federation and this Charter. However, the transactions whose subject is the assets worth more than USD100,000,000 (one hundred million) in ruble equivalent and related to alienation or possibility of alienation of plots of land, buildings (including objects of construction in progress), residential and non-residential premises (in relation to the objects whose total area is more than 1,000 (one thousand) square meters) shall be performed taking into account the requirements of this Charter”