

APPROVED

by the Decision of the Board of Directors
of the Open Joint-Stock Company
OJSC North-West Telecom.
Minutes No. 38-04 of October 29, 2004

PROVISIONS ON INFORMATION POLICY
of the Open Joint-Stock Company
North-West Telecom

Saint Petersburg
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1. GENERAL

1.1. These Provisions on Information Policy (hereinafter referred to as the Provisions) have been made up in compliance with the active laws, recommendations of the Corporate Conduct Code of the RF Federal Commission for the Securities Market, the Articles of Association and other bylaws of the North-West Telecom Open Joint-Stock Company (hereinafter referred to as the Company).

1.2. The Provisions set forth a list of:

- publicly available documents and information to be opened to all parties concerned irrespective of the purpose of receiving them (publicly disclosed information);
- documents and information provided to shareholders and their representatives;
- information provided to trading organizers, as well as the procedure for providing the information (methods and timing).

1.3. The Provisions define information considered as insider information about the Company, as well as the procedure of using it.

1.4. The purpose of disclosing information on the Company is informing all parties interested in getting it to the extent required to take a decision on holding an interest in the Company or to take actions that may influence the business activities of the Company.

1.5. The key principles of the information policy are:

- regular and efficient provision of information;
- accessibility of information for all shareholders and other interested parties;
- equal rights of access to information disclosed for all categories of shareholders;
- reliability and completeness of information disclosed;
- availability of a reasonable balance between openness of the Company and the observance of the confidentiality conditions;
- availability of a single centre of responsibility for information on the Company, received via external communication channels;
- observance of the confidentiality terms in respect of information making the state, service or commercial secrets and control over the use of insider information.

1.6. Data disclosed on the activities of the Company are divided into two groups:

I. data that MUST be provided:

- the data contained in the quarterly report of the Issuer, data on essential facts relevant for the Company's business, and data that may have an important impact on the value of Issuer's securities;
- information on affiliated parties of the Company;
- information to be provided in compliance with the laws of the Russian Federation.

II. information disclosed upon Company's desire.

List of information to be additionally disclosed by the Company is presented in the Information Regulations of OJSC North-West Telecom, approved by the Management Board of the Company.

1.7. Responsibility for providing information on the activities of the Company shall rest with its executive bodies. Their decisions shall establish the procedure of providing information to shareholders and all parties concerned, they shall supervise the execution of such decisions and shall take measures for the development and improvement of such work in due time.

- 1.8. The PR and Investors Relations Manager shall be in charge of working out and implementing Company's information policy.
- 1.9. The Company's Board of Directors' terms of reference shall include approving these Provisions, introducing amendments and additions to them and supervising their observance.
- 1.10. Address, at which access to documents, materials and information is provided: 14/26 ul. Gorokhovaya (26 ul. Bolshaya Morskaya) St. Petersburg, 191186. Documents and information are published in the electronic form on the official Internet site of the Company at: www.nwtelecom.ru

2. PUBLICLY AVAILABLE INFORMATION

- 2.1. The information and documents listed in this section are considered by the Company as publicly available.
- 2.2. The information and documents considered by the Company as publicly available (or as disclosed to the public) shall be provided to all interested parties.

2.3. The information and documents listed in this section shall be:

- disclosed according to the procedure established by the active law and by these Provisions;
- made publicly available at the official site of the Company;
- accessible for familiarization at the addresses listed in clause 1.10 of these Provisions;
- provided as copies upon request of interested parties.

2.4. Information on securities and operation of the Company shall be disclosed in the form of:

- a quarterly report of the Issuer;
- reports on essential facts related to Company's business activities;
- information on the issue of Company's securities according to the procedure and on the conditions established by the applicable regulatory documents;
- data that may have a material impact on the value of Issuer's securities.

2.4.1 Besides, the Company shall provide the following information:

- on changing the Company's name;
- on taking a decision to change the authorized capital;
- on issues of securities by the Company;
- on acquisition by the Company of its own shares, unless this is related to a reduction of the authorized capital;
- on big-size transactions;
- on termination of the services, the sale of which, according to the results of the fiscal year preceding the year under report, amounted to at least 10 per cent in the total volume of services;
- on reorganization of the Company;
- on changing the priority areas of the Company's activities;
- on replacing the auditor or registrar of the Company;
- on revising or assigning credit ratings and corporate governance scores;
- on changing interests held in the other organizations;

as well as financial reports made up according to the international standards.

2.4.2 A quarterly report shall be made up on the basis of the results of each quarter as of the date of the expiry of the quarter under report. A quarterly report shall be approved only by the General Manager. A quarterly report shall be submitted to the registration

authority, whose terms of reference include the state registration of securities issues, within 45 days after the expiry of the quarter under report.

2.4.3 Reports on essential facts shall be provided to the registration authority, whose terms of reference include the state registration of Company's securities issues. Besides, they shall be published in the Supplement to Vestnik (Herald) of the Federal Service for Financial Markets and in the Izvestiya newspaper within 5 days from the moment of the occurrence of the essential fact.

2.4.4 The procedure of providing information in the form of data that may have an important impact on the value of Issuer's securities shall be established by legal and regulatory acts of the Federal Service for Financial Markets. Information in the form of data that may have an important impact on the value of Issuer's securities shall be submitted to the registration authority, whose terms of reference include the state registration of Company's securities issues, within 5 days. The publication shall be in the newswire of the information agency authorized by the registration authority, within one day from the appearance of the data that may have an important impact on the value of Issuer's securities.

2.4.5 The Company shall keep records of affiliated parties by making up and keeping a list of Company's affiliated parties and shall provide on a quarterly basis, within 45 days upon expiry of the reporting period, a list of all changes that were made in the list in the reporting quarter to the registration authority, whose terms of reference include the state registration of Company's securities issues.

2.5. Upon request of any interested party, the Company shall enable him/her/them to familiarize themselves with the following documents:

- Articles of Association (Charter) of the Company;
- Provisions on the General Meeting of the Shareholders;
- Provisions on the Board of Directors;
- Provisions on the Auditing Committee;
- Provisions on the Management Board;
- Provisions on Committees of the Board of Directors;
- Provisions on the Coordination Council;
- Provisions on Shareholders' Access to Documents;
- Provisions on Dividends on Shares;
- Provisions on the Procedure of Making Big Transactions, Related-Party Transactions and Transactions, the Approval of Which is Included by the Company's Articles of Association in the Terms of Reference of the Board of Directors;
- other Provisions of the Company, approved by the general meeting of the shareholders and by the Board of Directors.

2.6. Publicly available information includes annual accounts and reports, auditor's report, annual report of the Company and the report of the Auditing Committee on the results of auditing the business activities of the Company, auditing the annual accounts and reports of the Company and reliability of the data contained in the annual report of the Company and in the annual accounts and reports.

The annual report of the Company subject to approval by the annual general meeting of the shareholders shall touch upon and contain:

- the position of the Company in the industry;
- the priority areas of Company's activities;
- Company's development prospects;

- results of Company's development in the priority areas;
- a report on payment of stated (charged) dividend on the Company's shares;
- a description of the key risk factors related to Company's operation;
- a list of big-size transactions and related-party transactions effected by the Company in the year under report, stating the essential conditions for each transaction and the Company's management body that took the decision to approve such a transaction;
- the list of members of the Board of Directors, including information on changes in the list that took place in the year under report and data on the members of the Company's Board of Directors;
- data on the person acting as the one-person executive body of the Company (General Manager) and members of the collective executive body of the Company (Management Board);
- criteria for determining and the total amount of the remuneration (reimbursement for expenses) of the members of the collective executive body of the Company (Management Board) and the Board of Directors, that has already been paid or is being paid on the basis of the results of the year under report;
- other information provided for by the Company's Articles of Association or other bylaws of the Company;
- data on the observance by the Company of the recommendations of the Code of Corporate Conduct of the Federal Commission for the Securities Market.

The annual report shall be published on the official website of the Company in the Internet.

- 2.7. Information on holding a general meeting of the shareholders shall be published in the Izvestiya newspaper in the form of a notification no later than 20 days before the date of holding the meeting, while a notification on holding a general meeting of the shareholders, the agenda of which contains an issue of Company re-organization shall be published no later than 30 days before the date it is to be held.

Information on the results of voting during the general meeting of the shareholders shall be available on the official website of the Company in the Internet and shall be published in the Izvestiya newspaper in the form of a Report on Voting Results no later than 10 days after the minutes of the general meeting of the shareholders are made up.

- 2.8. Any information on reorganization of the Company shall be published in the newspaper or magazine used for the publication of data on the state registration of legal entities, within 30 days from the day the respective decision is taken.
- 2.9. The documents listed in this section shall be provided for familiarization within 7 days from the day of the request. Copies of the documents shall be provided by the Company to all interested parties upon their request for a fee that does not exceed the costs of making them.

3. INFORMATION TO BE PROVIDED TO THE SHAREHOLDERS

- 3.1. Besides the information mentioned in section 2 of these Provisions, all shareholders and their representatives shall have access at the following addresses:

- 14/26, ul. Gorokhovaya (26, ul. Bolshaya Morskaya), St. Petersburg, 191186;
- 45, Troitsky prospekt, Arkhangelsk, 163061;
- 24, Bolnichnaya ul., Kaliningrad, 236040;
- 5, ul. Dzerzhinskogo, Petrozavodsk, 185000;
- 82-a, ul. Lenina, Murmansk, 183038;
- 2, Lyudogoshcha ul., Velikiy Novgorod, 173001;
- 5, Oktyabrsky pr., Pskov, 180000;

- 4, Sovetsky pr., Vologda, 160035;
- 60, ul. Lenina, Syktyvkar, 167981

to the following documents:

- documents confirming the rights of the Company to the property recorded in its balance sheet;
- minutes of the meetings of general meetings of the shareholders, meetings of the Company's Board of Directors, Auditing Committee of the Company;
- voting ballots, as well as powers of attorney (copies of powers of attorney) for participation in a general meeting of the shareholders;
- reports of independent valuers;
- other documents provided for by the laws of the Russian Federation, by the Company's Articles of Association and by decisions of the Company's management bodies.

The complete list of documents to be provided is given in the Provisions "On the Procedure of Providing Documents to OJSC NWT's Shareholders" approved by the Management Board of the Company.

- 3.2. The Company shall provide for familiarization a list of those entitled to participate in the general meeting of the shareholders upon request of the parties included in such a list and having at least one % of votes. In this case, the data of the documents and the mail addresses of the individuals on the list may only be provided upon their consent. Upon request of any interested party, the Company shall provide him/her within 3 working days with an extract from the list of those entitled to participation in the general meeting of shareholders, containing data on such person, or a testimonial letter verifying that the person is not on the list of persons entitled to participate in the general meeting of shareholders.
- 3.3. The shareholder or shareholders holding all in all at least 25 % of Company's voting shares shall have access to the accounting documents and minutes of the meetings of the Company's Management Board.
- 3.4. The documents listed in clauses 3.1 – 3.3 of these Provisions shall be provided for familiarization to shareholders within 7 days from the day of the respective request (unless other timing is provided for by regulatory acts or by the bylaws of the Company). Copies of the documents shall be provided for a fee that does not exceed the costs of making them.
- 3.5. A copy of the list of affiliated parties of the Company shall be provided upon written request of a shareholder for a fee within 7 days from the moment of presenting such a request. The amount of the fee for providing the list of affiliated parties shall be established by the Company and shall not exceed the costs of making it.
- 3.6. A statement of a shareholder's account, an excerpt from the shareholders' register, data on transactions with securities, information on shareholders of the Company (for the shareholders holding one or more % of the Company's voting shares) may be received by the shareholders from the Company's registrar according to the procedure established by the Federal Law "On the Securities Market" and by the regulatory documents of the Federal Service for Financial Markets.
- 3.7. When general meetings of the shareholders are held, the Board of Directors shall establish a list of the information (materials) and documents to be provided to the shareholders and their representatives for each issue of the agenda.
 - 3.7.1. Besides what is listed in clause 2.6, the information to be provided to those entitled to participate in a general meeting of the shareholders during the preparation for a general meeting of the shareholders includes:

- data on a candidate(s) nominated to the Board of Directors, Auditing Committee of the Company or Company's auditors;
- draft Company's Articles of Association in the new version;
- draft amendments and additions to the Articles of Association of the Company;
- recommendations of the Company's Board of Directors on distribution of profit, including the amount of the dividend on the shares of the Company and its payment procedure, and losses of the Company according to the results of the fiscal year;
- draft bylaws of the Company, approved by the general meeting of the shareholders;
- draft decisions of the general meeting of the shareholders;
- other documents approved by the Board of Directors of the Company.

3.7.2. Extra information that MUST be provided to those entitled to participate in a general meeting during the preparation for a general meeting, the agenda of which contains the issue of electing members of the Board of Directors and members of the Auditing Committee, includes information on whether the proposed candidates for election to the appropriate body of the Company have or have not expressed their consent in writing.

3.7.3. Extra information that MUST be provided to those entitled to participate in a general meeting during the preparation for a general meeting, the agenda of which contains issues, the voting on which may entail the right of claiming redemption of shares by the Company, includes:

- report of an independent valuer on the market value of Company's shares, a claim to redeem which may be presented to the Company;
- calculation of the value of the Company's net assets according to the Company's accounting data for the last completed reporting period;
- excerpt from the minutes of the meeting of the Company's Board of Directors, which took the decision on determining the Company's shares redemption price, stating the shares redemption price.

3.7.4. Extra information that MUST be provided to those entitled to participate in a general meeting during the preparation for a general meeting, the agenda of which contains an issue of Company reorganization, includes:

- justification of the terms and procedure of Company's reorganization, that are listed in the decision on a split, separation or transformation or in the agreement of merger or affiliation, approved (taken) by the Board of Directors;
- annual reports and annual accounts of all organizations participating in the reorganization, for the three completed fiscal years preceding the date of the general meeting or for each completed fiscal year from the moment of the establishment of the organization, if the organization has been operating for less than three years;
- quarterly accounts and reports of all organizations participating in the reorganization, for the last completed quarter preceding the date of the general meeting.

3.8. The information (materials) provided for by clauses 3.7.1. – 3.7.5. of these Provisions shall be accessible to those entitled to participate in a general meeting of the shareholders for familiarization in the premises at the following address: 14/26, ul. Gorokhovaya (26, ul. Bolshaya Morskaya), St. Petersburg, 191186 and other places, the addresses of which are stated in the notification on the fact that a general meeting of the shareholders will be held, as well as on the official website of the Company in the Internet within 20 days before holding the general meeting of the shareholders and within 30 days in case of holding a general meeting of the shareholders, the agenda of which contains an issue of Company reorganization.

3.9. The said information shall be available to those taking part in the general meeting of the shareholders also during the meeting. Upon request of a person entitled to participate in the general meeting of the shareholders, the Company shall provide him/her with copies of the said documents within 5 days from the date of receipt of the respective request by the Company, and, upon agreement between the Parties, shall provide him/her with the said documents by e-mail.

4. INFORMATION PROVIDED TO TRADING ORGANIZERS

4.1. In compliance with the Listing Rules of the *RTS Stock Exchange* Nonprofit Partnership, the Company shall make publicly available in the electronic and documentary form the information mentioned in clause 2.4 of these Provisions, in chapter 7 (“Disclosure of Information on the Company”) of the Corporate Conduct Code recommended by the RF Federal Commission for the Securities Market, as well as incorporation documents, documents on issues of securities and other information provided for by the said Rules and by the laws.

5. INFORMATION ON PLANNED AND EFFECTED TRANSACTIONS WITH SECURITIES OF THE COMPANY AND OF THE ENTERPRISES, IN WHICH THE COMPANY HOLDS INTEREST

5.1. In compliance with the active law and the respective regulatory acts, the members of the Board of Directors, the General Manager or the members of the Company’s Management Board shall disclose information on the holding of the Company’s securities, as well as on the sale and (or) purchase of the Company’s securities.

5.2. The parties listed in 5.1. of these Provisions shall notify the Company of the holding of the Company’s securities, as well as on any transactions with securities of the Company or of the enterprises, in which the Company holds interest, that are planned or have been effected by such parties. Such a notification shall be sent within a reasonable time, before the said transactions have been effected, by sending a letter stating the intention to sell/buy shares, the name of the company, whose shares they are going to sell or to buy and the number of such shares. Letters shall be sent to:

- the Secretary of the Board of Directors – if the letter is sent by a member of the Board of Directors;
- the Secretary of the Management Board – if the letter is sent by the General Manager or by a member of the Management Board of the Company.

6. INFORMATION DISCLOSED UPON COMPANY’S DESIRE

6.1. Information may be disclosed upon Company’s desire using press releases, press conferences, booklets, brochures, as well as on the official site of the Company in the Internet.

6.2. Information disclosed upon Company’s desire includes the information used for evaluation of the value, profitability of the capital and information on the factors generating the shareholding value, viz.:

- information on strategic goals and objectives of the Company, on the share of the Company in markets, on investment projects, on equity and debt capital, on indices and resources of the Company, as well as information on the industry;
- information on dividends of the Company, essential information on decisions of the Board of Directors, among other things, on the work of the committees of the Board of Directors, on recommendations and decisions taken by the committees, as well as data on the current value of shares;
- data on the Company’s management: members of the Board of Directors, the General Manager, members of the Management Board, and regional directors.

7. INFORMATION PROVISION PROCEDURE

- 7.1. The right of making public statements on behalf of the Company belongs to:
- the Chairperson of the Board of Directors;
 - members of the Board of Directors;
 - the General Manager;
 - employees of the Company in compliance with the Information Regulations of the Company.
- 7.2. Any interested party shall be entitled to contact the Company with an inquiry concerning the operation of the Company through respective authorized persons. The Company shall, within 7 days, prepare a reply to the inquiry and provide it to the person that has sent it.

8. INFORMATION CLASSIFIED AS A COMMERCIAL OR SERVICE SECRET

- 8.1. Information shall be considered as a service or commercial secret when it has actual or potential commercial value on account of being unknown to third parties and there is no access to it on a legal basis, provided the Company takes measures to protect its confidentiality.
- 8.2. The Company represented by the General Manager and the units responsible for information security shall take exhaustive measures to protect commercial and service information, shall ensure confidentiality and the conditions of work with such information, and establish the list of such information, observing a reasonable balance between the openness of the Company and the aspiration not to inflict any damage to its interests.
- 8.3. The list of information making a commercial or service secret and the procedure of using it are set forth in the respective bylaws of the Company.

9. INSIDER INFORMATION AND INSIDERS

- 9.1. Insider information on securities means any undisclosed data related to securities and transactions with them and to the issuer of such securities and its activities, the disclosure of which may materially influence the market price of the said securities.
- 9.2. Insider information on securities includes information, among other things, information to be disclosed in compliance with the laws of the Russian Federation on the securities market and the bylaws of the Company, prior to its disclosure in case such disclosure may materially influence the market price of the securities.
- 9.3. Data containing an evaluation of the price of securities and/or an evaluation of the Company's property status on the basis of publicly available information are not considered as insider information on securities.
- 9.4. Insiders are individuals and legal entities having the right of access to the insider information on the basis of a law, any other regulatory legal act, job description or another bylaw of the Company, or on the basis of an agreement with the Company, including:
- 9.4.1. members of the Board of Directors, of the Committees of the Board of Directors, of the collective executive body and the Auditing Committee of the Company;
 - 9.4.2. persons performing any professional responsibilities for the Company as employees, officials or otherwise, among other things, on the basis of civil contracts, due to which they have the right of access to insider information (including auditors, specialized depositaries, professional participants of the securities market);
 - 9.4.3. General Manager or persons acting as the one-person executive body, as well as managers of subsidiaries and associates;

- 9.4.4. other individuals or legal entities who have become owners of insider information either legally, or illegally;
- 9.5. Persons entitled to access insider information shall have no right to:
- transfer insider information or any information based on it to other parties or make it available for third parties, except for the cases provided for by the law;
 - give any recommendations to third parties as to making transactions with securities based on the said information.
- 9.6. The insiders listed in clauses 9.4.1. – 9.4.2. of these Provisions shall notify the Company on any transactions with securities of the Company or of the enterprises, in which the Company holds interest, that are planned or have been effected by such insiders, in compliance with the active laws.
- 9.7. When making any transactions with insider securities of subsidiaries and associates, the parties listed in clause 9.4.3 of these Provisions shall be guided by the standards established in the subsidiaries and associates.
- 9.8. In their interaction with outsiders, the parties listed in clauses 9.4.1 – 9.4.2 of these Provisions shall ensure protection of the insider information.
- 9.9. Company's executive bodies shall ensure a reliable mechanism of preparing, agreeing upon and supervising the timing of information disclosure, a proper system for Company's documents storage, the functionality and security of information resources.
- 9.10. Company's employees authorized to deal with public relations and contacts with the shareholders in connection with the performance of the official duties shall ensure equal opportunities to all interested parties for simultaneous access to the disclosed essential information on the activities of the Company and shall take measures to refute unreliable information, if its dissemination entails any damage to the Company or the shareholders.
- 9.11. In order to prevent a conflict of interests and to minimize any abuse of insider information among the employees and units of the Company, supervision over the observance of the standards of the active law and special requirements provided for by the bylaws of the Company shall be the responsibility of: the Chairperson of the Board of Directors in respect of members of the Board of Directors, and the responsibility of the respective units of the Company in respect of officials and employees of OJSC North-West Telecom.
- 9.12. The parties listed in clause 9.4. of these Provisions, who have disclosed any insider information shall be liable in compliance with the legislation of the Russian Federation.