

OPEN JOINT STOCK CO VIMPEL COMMUNICATIONS

Form 6-K

May 06, 2008

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 6-K**

**Report of Foreign Issuer**

**Pursuant to Rule 13a-16 or 15d-16 of  
the Securities Exchange Act of 1934**

**For the month of May 2008**

**Commission File Number 1-14522**

**Open Joint Stock Company**

**Vimpel-Communications**

**(Translation of registrant's name into English)**

**10 Ulitsa 8-Marta, Building 14, Moscow, Russian Federation 127083**

**(Address of principal executive offices)**

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Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F. Form 20-F  Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): .

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): .

Indicate by check mark whether by furnishing the information contained in this Form, the registrant is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934. Yes  No

If Yes is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-\_\_\_\_\_ .

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

OPEN JOINT STOCK COMPANY  
VIMPEL-COMMUNICATIONS  
(Registrant)

Date: May 6, 2008

By: /s/ Alexander V. Izosimov  
Name: Alexander V. Izosimov  
Title: Chief Executive Officer and General Director

**Open Joint Stock Company Vimpel-Communications**

10 Ulitsa 8 Marta, Building 14

Moscow, Russian Federation

**NOTICE OF THE 2008 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

**BASED ON 2007 RESULTS**

June 9, 2008

10:00 a.m. (Moscow time)

*The meeting will be held at the following address:*

4 Krasnoproletarskaya Ulitsa, Moscow 127006, Russian Federation

**Open Joint Stock Company Vimpel-Communications , 10 Ulitsa 8 Marta, Building 14, Moscow  
127083, Russian Federation**

April 30, 2008

Dear Shareholder!

We are delighted to announce the convocation of the 2008 Annual General Meeting based upon the 2007 results ( AGM ) together with the full agenda of the meeting.

In addition to the approval of our 2007 Annual Report, the election of our Board of Directors and other issues typically included in our AGM agenda, we are also seeking shareholder approval for the mergers of VimpelCom and several of our Russian subsidiaries (see Item 8 of the Agenda).

As you know, we have been actively engaged in the process of merging our subsidiaries into VimpelCom in an effort to streamline our operations and reduce administrative and other expenses associated with a holding company structure.

In the last four years, you have approved the merger of OJSC VimpelCom-Region (which held several of our super-regional GSM licenses) into VimpelCom which was consummated in 2004, the merger of OJSC KB Impuls (which held our GSM license for the Moscow license area) into VimpelCom in 2005, and the merger of 7 of our regional telecommunication subsidiaries into VimpelCom in 2006.

At this year s shareholders meeting, we are requesting your approval of the mergers of each of the following Russian subsidiaries into VimpelCom (which we refer to as the Merging Companies ):

<i>Company name</i>	<i>Registered address</i>	<i>VimpelCom s participating interest</i>	<i>Business activity</i>
Closed Joint Stock Company RTI Service-Communications	10 Ulitsa 8 Marta, Building 2, Moscow, Russian Federation	100%	Owns complex of premises in Moscow
Closed Joint Stock Company IMPULS-KB	18 Lesnoryadsky pereulok, Moscow, Russian Federation	100%	Owns complex of premises in Moscow
Closed Joint Stock Company MSS-start	35 Ulitsa Prechistenka, Building 3, Moscow, Russian Federation	100%	Owns distribution offices in Moscow
Closed Joint Stock Company Karatchaev-TcherkesskTeleSot	13a Ulitsa Kosmonavtov, Cherkessk, Russian Federation	100%	Provides telecommunication services. License #15001 dated May 19, 2000 Cellular radiotelephony communication services within the limits of 900 MHz, GSM-900/1800. Licensed territory: Republic of Karachaevo-Cherkessk.

<i>Company name</i>	<i>Registered address</i>	<i>VimpelCom's participating interest</i>	<i>Business activity</i>
Closed Joint Stock Company Kabardino-Balkarsky GSM	79 Ulitsa Pushkina, Nalchik, Russian Federation	100 %	Provides telecommunication services. License #14481 dated March 17, 2000 Cellular radiotelephony communication services within the limits of 900 MHz , GSM-900. Licensed territory: Republic of Kabardino-Balkariya.
Closed Joint Stock Company Corporation Severnaya Korona	10 Ulitsa 8 Marta, Building 2, Moscow, Russian Federation	100%	Provides telecommunication services. License #19424 dated September 13, 2001 Cellular radiotelephony communication services within the limits of 1800 MHz , GSM-900/1800. Licensed territory: Irkutsk region.
Closed Joint Stock Company Sakhalin Telecom Mobile	10, Ulitsa 8 Marta, Building 14, Moscow, Russian Federation	89.6%	Provides telecommunication services. License #19752 dated October 18. 2001 Cellular radiotelephony communication services within the limits of 1800 MHz , GSM-1800. Licensed territory: Sakhalin region.

Following each of these mergers, all the rights, obligations and property of the Merging Companies, and with respect to those companies providing telecommunication services - all the licenses, frequencies and other permissions - should be transferred to VimpelCom.

We are also requesting your approval of amendments to the Charter of VimpelCom in connection with these mergers, reflecting VimpelCom becoming the legal successor to the Merging Companies (Item 9 of the Agenda).

Our board has unanimously voted to recommend that our shareholders approve these mergers. Accordingly, we are urging all our shareholders to vote and support these transactions.

Alexander V. Izosimov  
CEO and General Director

David J. Haines  
Chairman of the Board

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Open Joint Stock Company Vimpel-Communications , 10 Ulitsa 8 Marta, Building 14, Moscow  
127083, Russian Federation

To the Shareholders  
of Open Joint Stock Company  
Vimpel-Communications

**NOTICE ON THE CONVOCATION**  
**OF THE 2008 ANNUAL GENERAL MEETING OF SHAREHOLDERS**  
**OF OPEN JOINT STOCK COMPANY VIMPEL-COMMUNICATIONS**  
**Based on 2007 Results**

April 30, 2008

Dear Shareholder:

It is a pleasure to invite you to the 2008 Annual General Meeting of Shareholders based on 2007 results ( *AGM* ) of Open Joint Stock Company Vimpel-Communications ( *VimpelCom* or the *Company* ). Pursuant to Protocol # 4 of the Board of Directors of VimpelCom (the *Board* ) dated April 16, 2008, the AGM will be held on Monday, June 9, 2008, at 10:00 a.m. (Moscow time) at the following address: 4 Krasnoproletarskaya Ulitsa, Moscow 127006, Russian Federation. The AGM shall be held in the form of a meeting (with voting ballots). The registration start time is 9:00 a.m. (Moscow time) at the same address. Shareholders may report breaches of the registration procedure to the CEO and General Director of the Company. Shareholders of record as of the close of the Company's registrar's business (Moscow time) on April 30, 2008 (the *Shareholders* ) shall be eligible to participate in and vote at the AGM.

The Agenda of the Meeting is as follows:

1. Approval of the 2007 VimpelCom Annual Report prepared in accordance with Russian law;
2. Approval of VimpelCom's unconsolidated accounting statements, including Profit and Loss Statement for 2007 (prepared in accordance with Russian statutory accounting principles) (*for key figures from these financials, see Attachment 1*);
3. Allocation of profits and losses resulting from 2007 financial year operations including adoption of the decision (declaration) on payment of dividends on the financial year results;
4. Election of the Board of Directors (*information about the candidates is provided in Attachment 2*);
5. Election of the Audit Commission (*information about the candidates is provided in Attachment 3*);
6. Approval of external auditors;
7. Approval of a change in the compensation of the members of the Board of Directors;
8. Approval of reorganization of VimpelCom through the statutory merger of certain of its subsidiaries into VimpelCom and of the Merger Agreements;
9. Approval of the amendments to the Charter of VimpelCom.



In preparation for the AGM, the following materials are being sent to our Shareholders along with this Notice (which includes information regarding the issues on the Agenda): (i) key figures derived from the accounting balance and Profit and Loss Statement of VimpelCom prepared for 2007 in accordance with Russian statutory accounting principles ([Attachment 1](#)); (ii) information about the candidates to the Board of Directors ([Attachment 2](#)); (iii) information about the candidates to the Audit Commission ([Attachment 3](#)); (iv) the basis for the conditions and procedure of mergers of Closed Joint Stock Company RTI Service-Communications ( *CJSC RTI Service-Communications* ), Closed Joint Stock Company IMPULS-KB ( *CJSC IMPULS-KB* ), Closed Joint Stock Company MSS-start ( *CJSC MSS-start* ), Closed Joint Stock Company Karatchaev-TcherkesskTeleSot ( *CJSC Karatchaev-TcherkesskTeleSot* ), Closed Joint Stock Company Kabardino-Balkarsky GSM ( *CJSC Kabardino-Balkarsky GSM* ), Closed Joint Stock Company Corporation Severnaya Korona ( *CJSC Corporation Severnaya Korona* ), Closed Joint Stock Company Sakhalin Telecom Mobile ( *CJSC Sakhalin Telecom Mobile* ) (the *Merging Companies* ) into VimpelCom ([Attachment 4](#)); (v) the sample form of the Merger Agreements to be entered by and between VimpelCom and each of the Merging Companies ([Attachment 5](#)); and (vi) terms regarding your right to request redemption ([Attachment 6](#)).

In addition, the following materials shall be made available to the Shareholders at 4 Krasno proletarskaya Ulitsa, Moscow 127006, Russian Federation (tel. +7 (495) 725-07-00), or at the office of the Chief Executive Officer and General Director of the Company, at 10 Ulitsa 8 Marta, Building 14, Moscow, 127083, Russian Federation Monday through Friday, from 9:30 until 18:00 (Moscow time) from May 8, 2008, through June 9, 2008, or at the AGM:

1. Annual Report of the Company for 2007 prepared in accordance with Russian law;
2. The conclusions of the Company's Audit Commission on authenticity of the information set forth in the Annual Report of the Company for 2007 and on the Company's 2007 accounting statements (prepared in accordance with Russian statutory accounting principles);
3. VimpelCom's 2007 audited unconsolidated accounting statements, including Profit and Loss Statement (prepared in accordance with Russian statutory accounting principles) audited by Rosexpertiza, LLC, a Russian licensed auditor;
4. The Audit Opinion of Rosexpertiza, LLC on the Company's 2007 accounting statements (prepared in accordance with Russian statutory accounting principles);
5. Recommendations of the Company's Board on distribution of profits and losses as well as on the amount of dividends and the procedure of payment of dividends based on the results of the financial year;
6. Written consents of the nominees to the Company's Board of Directors;
7. Written consents of the nominees to the Company's Audit Commission;
8. Reports of independent appraiser on the market values of the Company's common registered shares and type A registered preferred shares which can be redeemed upon demands of Shareholders who vote against the reorganization of VimpelCom through statutory merger of the Merging Companies into VimpelCom under Item 8 on the agenda or did not participate in the voting on such issue;
9. Merger Agreements to be entered by and between VimpelCom and each of the Merging Companies (the *Merger Agreements* );
10. The Company's annual reports for 2005 and 2006 and annual reports of each of the Merging Companies for 2005, 2006 and 2007 prepared in accordance with Russian law;
11. The Company's accounting statements as of December 31, 2005 and 2006 and accounting statements of each of the Merging Companies as of December 31, 2005, 2006 and 2007 prepared in accordance with Russian accounting principles; the Company's accounting statements and accounting statements of each of the Merging Companies for the first quarter of 2008;
12. Calculations of the Company's net assets prepared in accordance with Russian accounting standards as of December 31, 2007 and March 31, 2008; and



13. An extract from Protocol # 4 of the Board dated April 16, 2008 approving the market values of common registered shares and preferred registered shares of type A of the Company based on the market values determined by an independent appraiser for determining the prices for redemption of such shares.

The Company will make its Annual Report containing its U.S. GAAP financials available on its web site at <http://www.vimpelcom.com> and <http://www.beeline.ru> prior to the AGM.

*Set forth below is a description of each issue on which shareholder approval is sought.* The Board has recommended that the Shareholders vote in favor of each item on the Agenda.

\* \* \* \* \*

**ITEM 1. APPROVAL OF THE 2007 VIPPELCOM ANNUAL REPORT PREPARED IN ACCORDANCE WITH RUSSIAN LAW**

*Text of the Proposed Decision:* To approve the 2007 VimpelCom Annual Report prepared in accordance with Russian law.

*Explanatory Information:*

In accordance with Russian law and the Company's Charter, the annual report of a joint stock company is to be approved at the AGM.

The Annual Report was preliminarily reviewed by the Company's Audit Commission, approved by the Board (Protocol # 4 of the Board dated April 16, 2008) and has been submitted for the review and approval of the Shareholders at the AGM. Copies of the Annual Report prepared in accordance with Russian law are available at the offices at the address specified above.

Shareholder Approval Required: This Item 1 requires the approval of Shareholders owning more than 50% of the voting shares represented at the AGM.

**ITEM 2. APPROVAL OF VIPPELCOM'S UNCONSOLIDATED ACCOUNTING STATEMENTS, INCLUDING PROFIT AND LOSS STATEMENT FOR 2007 (PREPARED IN ACCORDANCE WITH RUSSIAN STATUTORY ACCOUNTING PRINCIPLES)**

*Text of the Proposed Decision:* To approve VimpelCom's 2007 unconsolidated accounting statements, including Profit and Loss Statement (prepared in accordance with Russian statutory accounting principles) audited by Rosexpertiza, LLC.

*Explanatory Information:*

VimpelCom, as a legal entity registered under the laws of the Russian Federation, must maintain its accounts in accordance with Russian law and Russian statutory accounting principles. The annual accounting statements of VimpelCom, including its Profit and Loss Statement (*i.e.*, report on financial results) prepared in accordance with Russian statutory accounting principles are subject to the approval of the AGM. In 2007, these accounting statements were audited by Rosexpertiza, LLC, a licensed Russian auditor.

VimpelCom also prepares its accounts in accordance with U.S. GAAP to assist its Shareholders in familiarizing themselves with the Company's financial condition. The U.S. GAAP balance sheet and certain financial indicators of VimpelCom, which were audited by Ernst & Young (CIS) Ltd., are included in the Company's Annual Report which will be posted on the Company's web site <http://www.vimpelcom.com> and <http://www.beeline.ru>.

Russian statutory accounting principles and U.S. GAAP differ. Therefore it is inevitable that there will be certain differences in the figures presented by these two different accounting methods. Set forth in Attachment 1 are the key figures in Russian rubles derived from the accounting balance and Profit and Loss Statement of VimpelCom prepared for 2007 in accordance with Russian statutory accounting principles. Copies of the complete financial statements are available at the office of the CEO and General Director of the Company.



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**Shareholder Approval Required:** This Item 2 requires the approval of Shareholders owning more than 50% of the voting shares represented at the AGM.

**ITEM 3. ALLOCATION OF PROFITS AND LOSSES RESULTING FROM 2007 FINANCIAL YEAR OPERATIONS INCLUDING ADOPTION OF THE DECISION (DECLARATION) ON PAYMENT OF DIVIDENDS ON THE FINANCIAL YEAR RESULTS**

**Text of the Proposed Decision:** To pay in cash annual dividends to holders of common registered shares based on 2007 results in the amount of 270.01 rubles per share (for a total of 13,846,388,750.22 rubles for all common registered shares in the aggregate) within 60 days from the date of adoption of the relevant decision; and to pay in cash annual dividends to holders of preferred registered shares of type A based on 2007 results in the amount of 0.1 kopeck per preferred share within 60 days from the date of the adoption of this decision; and to invest the remaining profits resulting from 2007 operating results (after payment of dividends) into the business.

**Explanatory Information:**

Russian legislation provides that shareholders may adopt a decision (declaration) on payment of dividends on the financial year results, including on the amount and form of payment of dividends for each category (type) of shares. The amounts of dividends decided to be paid can not exceed those recommended by the Board.

The total amount recommended by the Board to be paid to the shareholders as dividends for all outstanding shares is 13,846,388,750.22 rubles (US\$564,091,242.00, based on the Russian Central Bank exchange rate on December 31, 2007) (Protocol # 4 of the Board, dated April 16, 2008).

VimpelCom's Board has recommended that the Shareholders adopt a decision to pay dividends on common registered shares based on 2007 financial year results in the amount of 270.01 rubles per common share (or approximately US\$0.55 per American Depositary Share, based on the Russian Central Bank exchange rate on December 31, 2007) to be paid in cash (Protocol # 4 of the Board, dated April 16, 2008).

VimpelCom's Board has recommended that the Shareholders adopt a decision to pay dividends on preferred registered shares of type A based on 2007 financial year results in the amount of 0.1 kopeck per preferred share to be paid in cash (Protocol # 4 of the Board, dated April 16, 2008).

According to the recommendation of the Board, the declared dividends shall be paid within 60 days from the date of the adoption of this decision. Shareholders of record as of the close of the Company's registrar's business (Moscow time) on April 30, 2008 (the record date for AGM) shall be eligible to receive the declared dividends. Payment of dividends to ADS holders will be made in accordance with the ADR Deposit Agreement.

The Board recommends to Shareholders to approve investing remaining profits resulting from 2007 operating results (after payment of dividends) into the business.

**Shareholder Approval Required:** This Item 3 requires the approval of Shareholders owning more than 50% of the voting shares represented at the AGM.

**ITEM 4. ELECTION OF THE BOARD OF DIRECTORS**

**Text of the Proposed Decision:** To elect the following members to the Board of Directors:\_\_\_\_\_ .

**Explanatory Information:**

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The Board consists of nine directors. Members of the Board are elected for one-year terms, which will expire at the annual general meeting of shareholders to be held in 2009, unless the Board in its entirety is terminated prior to the expiration of its term upon a decision of the Company's shareholders.

In accordance with Russian law and the Charter, the following candidates have been nominated for election to the Board: David J. Haines, Mikhail M. Fridman, Kjell Morten Johnsen, Hans Peter Kohlhammer, Jo O. Lunder, Oleg A. Malis, Leonid R.

Novoselsky, Alexey M. Reznikovich, Ole Bjorn Sjulstad, Jan Edvard Thygesen. Each of these candidates has consented, in writing, to his nomination to the Board of Directors. Information about the candidates for election to the Board is attached to this Notice ([Attachment 2](#)). **Shareholder Approval Required:** The election of the Board is conducted by cumulative voting, which allows proportionate representation of Shareholders on the Board. Each Shareholder should multiply the number of voting shares that it holds by 9 (the number of directors to be elected to the Board out of the 10 nominated candidates) and either allocate all of these votes to one nominee or distribute this total number of votes among 2 or more of the nominees proposed to be elected to the Board. Each Shareholder should vote on this Item 4 by writing the number of votes allocated to each of the nominees selected by him in the appropriate box on the ballot enclosed herewith, provided that the sum of votes given to the nominees selected by the Shareholder may not exceed the total number of votes at such Shareholder's disposal on this Item 4. A fractional portion of a vote that resulted from multiplying the number of votes held by a holder of a fractional share by the number of persons to be elected to the Board may be cast for one candidate only.

#### **ITEM 5. ELECTION OF THE AUDIT COMMISSION**

**Text of the Proposed Decision:** To elect the following individuals to the Audit Commission: Alexander Gersh, Halvor Bru and Nigel Robinson.

**Explanatory Information:**

In accordance with Russian law and the Charter, the following candidates were nominated for election to the Audit Commission: Alexander Gersh, Halvor Bru and Nigel Robinson. Each of these candidates has consented, in writing, to his nomination to the Audit Commission. Information about the candidates for election to the Audit Commission is attached to this Notice ([Attachment 3](#)). **Shareholder Approval Required:** This Item 5 requires the approval of Shareholders owning more than 50% of the voting shares represented at the AGM. The CEO and General Director of the Company and members of the Board of VimpelCom who are Shareholders of the Company are not eligible to vote on this issue.

#### **ITEM 6. APPROVAL OF EXTERNAL AUDITORS**

**Text of the Proposed Decision:** To approve the firm Ernst & Young (CIS) Ltd. as the auditor of the Company's U.S. GAAP accounts and the firm Rosexpertiza, LLC as the auditor of the Company's accounts prepared in accordance with Russian statutory accounting principles for the term until the annual general meeting of shareholders based on 2008 results.

**Explanatory Information:**

In accordance with Russian law, the review of the financial activities of a joint stock company is to be conducted by external auditors as well as the Audit Commission.

VimpelCom maintains its accounts in accordance with Russian statutory accounting principles (its country of registration), as well as in accordance with U.S. GAAP. As a result, the Board has recommended that the Shareholders approve the firm Ernst & Young (CIS) Ltd. as the auditor of the Company's U.S. GAAP accounts and the Russian licensed firm Rosexpertiza, LLC as the auditor of the Company's accounts prepared in accordance with Russian statutory accounting principles.

**Shareholder Approval Required:** This Item 6 requires the approval of Shareholders owning more than 50% of the voting shares represented at the AGM.

#### **ITEM 7. APPROVAL OF A CHANGE IN THE COMPENSATION OF THE MEMBERS OF THE BOARD OF DIRECTORS**

**Text of the Proposed Decision:** To approve the following changes in the compensation for members of VimpelCom's Board of Directors:

to change the maximum number of phantom American Depositary Shares (ADSs) granted to each non-employee director for each year from 90,000 ADSs to 20,000 ADSs for each non-employee director, plus an additional 10,000 ADSs in each case for serving as Chairman of the Board and for serving as head of any official committee of the Board of Directors, provided that the compensation shall not exceed

US\$3.00 per ADS per year for each one-year term served by the director;

to approve all transactions required for the participation of directors in the phantom ADS plan and any changes to such ADS plan required by this decision;

to authorize the Board to work out any changes in the detailed rules for the phantom ADS plan for directors necessitated by this decision, if any, including the rules for calculation and payment of the compensation in accordance with the provisions of this decision;

to establish that this decision shall become effective from the date of its approval by the annual general meeting of shareholders;

to establish that, subject to the changes set forth above, the existing compensation plan for the Board of Directors shall remain as currently constituted; and

to establish that this decision shall apply to all members of the Board, including those elected (re-elected) at this annual general meeting of shareholders, until this decision is canceled or modified by a subsequent decision of the shareholders.

***Explanatory Information:***

Our directors who are not employees currently participate in a phantom ADS plan, pursuant to which they each receive up to a maximum of 90,000 phantom ADSs per year of service. Currently the amount paid to a director upon redemption may not exceed US\$0.67 per ADS per year for each one-year term served by the director.

The proposed change is intended to account for the changes in the Company's ADS to common share ratio and to provide additional compensation to those directors who have assumed additional responsibilities as Chairman of the Board or chairman of any Board committee.

Shareholder Approval Required: This Item 7 requires the approval of Shareholders owning more than 50% of the voting shares represented at the AGM.

**ITEM 8. APPROVAL OF REORGANIZATION OF VIMPELCOM THROUGH THE STATUTORY MERGER OF CERTAIN OF ITS SUBSIDIARIES INTO VIMPELCOM AND OF THE MERGER AGREEMENTS**

***Text of the Proposed Decision:*** To approve the reorganization of VimpelCom through the statutory merger of its subsidiaries: Closed Joint Stock Company RTI Service-Communications, Closed Joint Stock Company IMPULS-KB, Closed Joint Stock Company MSS-start, Closed Joint Stock Company Karatchaev-TcherkesskTeleSot, Closed Joint Stock Company Kabardino-Balkarsky GSM, Closed Joint Stock Company Corporation Severnaya Korona, Closed Joint Stock Company Sakhalin Telecom Mobile (the *Merging Companies*) into VimpelCom and to approve the Merger Agreements between VimpelCom and each of the Merging Companies.

***Explanatory Information:***

Description of the Merger: It is proposed to approve the reorganization of VimpelCom through the statutory merger of its subsidiaries: CJSC RTI Service-Communications, CJSC IMPULS-KB, CJSC MSS-start, CJSC Karatchaev-TcherkesskTeleSot, CJSC Kabardino-Balkarsky GSM, CJSC Corporation Severnaya Korona, CJSC Sakhalin Telecom Mobile (the *Merging Companies*) into VimpelCom with VimpelCom being the surviving entity. The Merging Companies will cease to exist and VimpelCom will become the legal successor to all rights and obligations of the Merging Companies. For a description of the basis and procedure of the Merger, please see Attachment 4 hereto.

The Merger of CJSC Sakhalin Telecom Mobile shall be consummated only subject to and after increase of VimpelCom's ownership interest in CJSC Sakhalin Telecom Mobile to 100%.





The state registration of the merger of each of the Merging Companies can be effectuated either simultaneously or separately, as the case may be, after preparation of all necessary documents.

**Redemption Right:** In accordance with Russian law, if this Item 8 is approved by Shareholders and you either (i) did not participate in the voting on this Item 8, or (ii) voted against this Item 8, you will be entitled to demand that we redeem all or part of your shares of voting stock or ADSs, subject to certain limitations imposed on us under Russian law. Please refer to [Attachment 6](#) for a description of your redemption rights.

**Shareholder Approval Required:** This Item 8 requires the approval of Shareholders owning at least 75% of the voting shares represented at the AGM.

## **ITEM 9. APPROVAL OF THE AMENDMENTS TO THE CHARTER OF VIMPELCOM**

**Text of the Proposed Decision:** 1. To amend Article 1.4 of the Charter with the following language:

As a result of reorganization in the form of statutory merger of Closed Joint Stock Company RTI Service-Communications into the Company, the Company succeeded to all the rights and obligations of Closed Joint Stock Company RTI Service-Communications in accordance with the applicable laws of the Russian Federation.

As a result of reorganization in the form of statutory merger of Closed Joint Stock Company IMPULS-KB into the Company, the Company succeeded to all the rights and obligations of Closed Joint Stock Company IMPULS-KB in accordance with the applicable laws of the Russian Federation.

As a result of reorganization in the form of statutory merger of Closed Joint Stock Company MSS start into the Company, the Company succeeded to all the rights and obligations of Closed Joint Stock Company MSS start in accordance with the applicable laws of the Russian Federation.

As a result of reorganization in the form of statutory merger of Closed Joint Stock Company Karatchaev-TcherkesskTeleSot into the Company, the Company succeeded to all the rights and obligations of Closed Joint Stock Company Karatchaev-TcherkesskTeleSot in accordance with the applicable laws of the Russian Federation.

As a result of reorganization in the form of statutory merger of Closed Joint Stock Company Kabardino-Balkarsky GSM into the Company, the Company succeeded to all the rights and obligations of Closed Joint Stock Company Kabardino-Balkarsky GSM in accordance with the applicable laws of the Russian Federation.

As a result of reorganization in the form of statutory merger of Closed Joint Stock Company Corporation Severnaya Korona into the Company, the Company succeeded to all the rights and obligations of Closed Joint Stock Company Corporation Severnaya Korona in accordance with the applicable laws of the Russian Federation.

As a result of reorganization in the form of statutory merger of Closed Joint Stock Company Sakhalin Telecom Mobile into the Company, the Company succeeded to all the rights and obligations of Closed Joint Stock Company Sakhalin Telecom Mobile in accordance with the applicable laws of the Russian Federation.

2. To register the respective amendments to the Charter of VimpelCom with regard to VimpelCom succeeding to all rights and obligations of each of the Merging Companies either separately or together following the state registration of the merger of each respective Merging Company into VimpelCom and after collection of all documents necessary for such registration in accordance with Russian legislation.

### ***Explanatory Information:***

Article 1.4: This proposed amendments reflect the status of VimpelCom as the legal successor to the rights and obligations of the Merging Companies as a result of the reorganization of VimpelCom and the Merging Companies by way of statutory merger (prisoedinenie).

**Shareholder Approval Required:** This Item 9 requires the approval of Shareholders owning at least 75% of the voting shares represented at the AGM.



\* \* \* \* \*

*As noted above, the Board recommends that the Shareholders vote in favor of all of the items on the Agenda.*

Please complete the enclosed original ballot as follows:

1. With respect to all items (except Item 4), place any sign (e.g., cross, checkmark) in the corresponding box of the enclosed ballot following the requirements set forth in the ballot. In order for items to be approved, the specified percentage of votes of holders represented at the AGM and eligible to vote is required. Accordingly, an abstention by a shareholder which submits its ballot may impede adoption of the decisions.
2. With respect to Item 4 (Election of the Board), cumulative voting is used. Please see the explanation on the completion of the ballot on this item in the explanatory information to Item 4 above.
3. Your ballot must be signed by you as a shareholder of VimpelCom with indication of the date.
4. Either (a) bring your ballot to the AGM on June 9, 2008 or (b) return your ballot, by registered mail or in person, to the following address: 4 Krasno proletarskaya Ulitsa, Moscow 127006, Russian Federation, Monday through Friday, from 9:30 until 18:00 (Moscow time), so that the Company receives it no later than June 6, 2008. If you attend in person or hold a power of attorney or proxy for other Shareholders, please bring identification with you to the AGM, as well as documentation prepared in accordance with Russian law which confirms your authority to vote on behalf of other Shareholders.

Holders of ADSs should return their ballots to The Bank of New York in accordance with its instructions no later than 5:00 p.m. (New York time) on June 2, 2008.

Notice of the results of the Meeting shall be sent to the Shareholders in accordance with the Company's Charter and Russian law.

This Notice is being sent by order of the Board.

Alexander V. Izosimov  
CEO and General Director

David J. Haines  
Chairman of the Board

**RUSSIAN ACCOUNTING INFORMATION**

*Set forth below are the key figures in Russian rubles derived from the accounting balance and profit and loss statement of OJSC VimpelCom prepared for the year ended December 31, 2007 in accordance with Russian statutory accounting principles*

Information on VimpelCom's Balance Sheet

as of December 31, 2007

*(prepared in accordance with Russian statutory accounting principles)*

ASSETS	LIABILITIES AND SHAREHOLDERS' EQUITY	
(in thousands of rubles)	(in thousands of rubles)	
Fixed assets and other non-current assets	156,171,014	Shareholders' equity 133,559,066
Current assets	65,397,369	Current and non-current liabilities 88,009,317
<b>Total assets</b>	<b>221,568,383</b>	<b>Total liabilities and shareholders' equity 221,568,383</b>

Profit and Loss Statement of VimpelCom

for the year ended December 31, 2007

*(prepared in accordance with Russian statutory accounting principles)*

	REVENUE /PROFIT (in thousands of rubles)	EXPENSES /LOSS (in thousands of rubles)
Revenues from the sales of goods, products, works and services (net of VAT)	155,566,274	
Cost of the sale of goods, products, works, services and other operating expenses		90,973,347
Operating income	64,592,927	
Interest income and expenses	1,695,640	4,559,810
Other income and expenses	6,013,520	11,690,175
Income before income tax	56,052,102	
Income tax expense		12,839,416
Net income	43,212,686	

**INFORMATION ON THE CANDIDATES TO THE BOARD OF DIRECTORS OF OPEN JOINT STOCK****COMPANY VIMPEL-COMMUNICATIONS**

**David J. Haines** has served as a director and Chairman of the Board of Directors of our Company since June 2005. Mr. Haines is Chief Executive Officer in GROHE AG, a position that he has held since 2004. GROHE AG is a world market leader in sanitary fittings and was acquired by private equity houses TPG and Credit Suisse in July 2004. Mr. Haines also serves as Chairman of the Board of Directors of Glacier S.A., which is a subsidiary of GROHE AG. Prior to joining GROHE AG, from 2000 until 2004, he served as Global Marketing Director and Global Brand and Accounts Director at Vodafone Group Plc. From 1998 until 2000, Mr. Haines served as Deputy Division President of the Coca-Cola Company. From 1989 to 1998, Mr. Haines held various positions at Mars Incorporated in Europe, including Moscow. He holds a B.A. First Class Honors from the University of Greenwich in London.

**Mikhail M. Fridman** has been a director of VimpelCom since July 2001. Mr. Fridman currently serves as a member of the Board of Directors of OJSC Alfa-Bank, as well as Chairman of the Supervisory Board of Alfa Group Consortium, and Chairman of the Board of OJSC TNK - BP. Mr. Fridman also serves as a member of the Board of Directors of CJSC Trade House Perekriostok. He serves as member of the Supervisory Board of Directors of Pyaterochka Holding N. V., now reorganized into X5 RETAIL GROUP N. V. He is a member of the Public Chamber of the Russian Federation. Since 1989 Mr. Fridman has taken an active role in managing the Alfa Group, which includes Alfa Finance Holdings S.A. (Alfa Bank, Alfa Capital Holdings Limited and Medpoint Limited), Alfa Eco Telecom (ALTIMO) and CJSC Trade House Perekriostok. In 1988, Mr. Fridman co-founded the Alfa-Foto cooperative. From 1986 until 1988, Mr. Fridman served as an engineer at Elektrostal metallurgical works. Mr. Fridman graduated with honors from the Faculty of Non-Ferrous Metals of the Moscow Institute of Steel and Alloys in 1986.

**Kjell Morten Johnsen** has been a director of our Company since July 2007. Mr. Johnsen currently serves as a Senior Vice President of Telenor Central & Eastern Europe, a position he has held since 2006, and serves as Telenor's representative in the Russian Federation. From 2001 to 2006, Mr. Johnsen worked as Vice President of Telenor Networks with responsibility for Telenor's fixed line activities in Russia and the CIS. From 1996 to 2000, Mr. Johnsen worked with Norsk Hydro, where he held executive positions both as country manager in Ukraine and as a manager at the regional headquarters for the CIS, Africa and Latin America, based in Paris. Mr. Johnsen serves as a member of Golden Telecom, Inc.'s Board of Directors. Mr. Johnsen holds a master's degree in business administration in strategic management from the Norwegian School of Economics and Business Administration.

**Hans Peter Kohlhammer** runs his own consultancy firm Kohlhammer Consulting, and currently serves as the CEO of Broadnet AG, Hamburg. From 2003 to 2006 he was the CEO & Director General of the telecom company SITA SC, Geneva. From 2001 until 2003 he was the President and CEO of Grundig AG. In 2000 and 2001 he was a self-employed consultant, and from 1998 to 2000 he had various management positions in Esprit Telecom plc. From 1994 to 1998 he was first the Deputy CEO of Thyssen Telecom AG, later their Chairman of the Board. Prior to this he had various positions at Loewe from 1991 till 1994, including Chairman of BOM. He was employed with Digital Equipment GmbH from 1983 to 1991, Manager of Sales at Logis EDV, Cologne, from 1982 to 1983, at Nixdorf Computer from 1979 to 1982, and various other positions from 1971 to 1978. Mr. Kohlhammer has a doctor's degree in Mathematics from Bonn University (PhD).

**Jo O. Lunder** has been a Director of our Company since May 2002. Since September 2007 Jo Lunder serves as the President of Ferd Industrial Holding. Mr. Lunder serves as Chairman of the Board of Swix Sport AS, member of the Boards of Tomra ASA, Pronova BioPharma ASA and Aibel Group Ltd and Elopak AS. From February 2005 till September 2007, Mr. Lunder has served as the Chief Executive Officer of Ementor ASA, a company listed on the Oslo Stock Exchange. Mr. Lunder served as Chairman of the Board of Directors of our Company from October 2003 until June 2005. From April 2001 until October 2003, Mr. Lunder served as the Chief Executive Officer of our Company, and from May 2001 until October 2003 as our General Director. From September 2000 until April 2001, Mr. Lunder served as our Company's President and Chief Operating Officer. From May 2000 until September 2000, Mr. Lunder served as First Deputy Chief Executive Officer and Chief Operating Officer of our Company. From September 1999 until April 2000, Mr. Lunder served as our Chief Operating Officer. From 1993 to August 1999, Mr. Lunder served in various capacities for Telenor and its affiliates, including Chief Operating Officer of Telenor Mobile Communications AS (Telenor Mobile). Mr. Lunder earned a Bachelor's Degree from Oslo Business School and an MBA from Henley Management College in the U.K. He has also completed a Management Training program at IMD in Lausanne, Switzerland.

**Oleg A. Malis** has served as a director of VimpelCom since June 2006. Mr. Malis has served as Senior Vice President of ALTIMO since 2005. Since May 2006 Mr. Malis serves as a member of the Board of Turkcell. From November 2005 until February

2008, he served as a member of the Board of Directors of Golden Telecom. During the period from 2003 to 2005 Mr. Malis held the office of Senior Vice President and Director of M&A at Golden Telecom Holding. Earlier Mr. Malis held leading positions at Corbina Telecom, a company which he co-founded in 1993. Mr. Malis graduated from Moscow Aviation Technology Institute, Faculty of Ergonomics in 1993.

**Leonid R. Novoselsky** has served as a Member of the Board of Directors of VimpelCom since June 2006. Mr. Novoselsky is co-founder and the CEO of Gradient since 1991. Mr. Novoselsky also serves as a member of the Board of Directors of the largest restaurant chain in Russia - Sbarro. Mr. Novoselsky is an active member of YPO (Young Presidents Organization), that unites leaders of companies all over the world. During seven years running Mr. Novoselsky has been recognized as one of the thousand best managers in Russia. Mr. Novoselsky graduated from Physicochemical Faculty of Moscow Institute of Steel and Alloys in 1993. Mr. Novoselsky holds an MBA from Wharton Business School, USA.

**Alexey M. Reznikovich** has served as a director of VimpelCom since May 2002. Mr. Reznikovich was a member of the Board of Directors of Golden Telecom from May 2007 until February 2008. Mr. Reznikovich has served as Chief Executive Officer of ALTIMO since June 2005 and a director of ALTIMO's parent company, the Alfa Group, since 2002. From 1998 until 2000 he was a partner at the Russian McKinsey & Co. office. He founded EMAX, a new business venture to develop internet centers in Russia, and has been a director of EMAX and CAFEMAX, an internet café chain, since February 2001. Before joining McKinsey & Co., Mr. Reznikovich worked at Procter & Gamble in Italy and Transworld Company in the U.S. Alexey Reznikovich graduated from the Economics Faculty of Moscow State University and received his MBA from Georgetown University in the USA and INSEAD in France in 1993.

**Ole Bjorn Sjulstad** joined Telenor in 2000 at our Asian regional headquarters in Singapore as Vice President. Mr. Sjulstad then served as Managing Director of Telenor Asia Pte Ltd in Singapore, from 2002 until 2004 when he relocated to Norway. He continued focusing on emerging markets in Asia as Senior Vice President and Director of Corporate Development, Asia region. In May 2007 he joined Telenor's Central & Eastern European regional unit. Mr. Sjulstad has served on the Boards of Directors of Telenor's telecommunication companies in Thailand (UCOM) and Malayisa (DiGi), and he is currently a member of the Board of Directors of Grameenphone Limited, Bangladesh (since 2002). Prior to joining Telenor Mr. Sjulstad held various senior management positions in IT and sub-sea oil & gas engineering companies based in Norway and the U.S. Mr. Sjulstad holds degrees in Mechanical Engineering and Business Administration from Norway.

**Jan Edvard Thygesen** has served as Executive Vice President in Telenor ASA since 1999. Since January 2006, he has served as Head of Telenor's Central/Eastern European operations. Since joining Telenor in 1979, Mr. Thygesen has held various positions, including Chief Executive Officer of Sonofon, Executive Vice President and General Manager of Telenor Nordic Mobile, Executive Vice President of Telenor Mobil, President of Telenor Invest AS, Executive Vice President of Telenor Bedrift AS and President of Telenor Nett AS. He has also served as President of Esat Digifone, Ireland. He is presently serving as Chairman of the BoD in Pannon GSM in Hungary, Promonte in Montenegro and in Telenor Serbia in addition to being a member of various other boards. Mr. Thygesen holds a B.Sc in Electronics and Telecommunications from the Norwegian Institute of Technology.

**INFORMATION ON THE CANDIDATES TO THE AUDIT COMMISSION OF OPEN JOINT STOCK**

**COMPANY VIMPEL-COMMUNICATIONS**

**Alexander Gersh** has been a member of our Audit Commission since June 2003 and the Chairman of our Audit Commission since 2004. Since January 2005, Mr. Gersh has served as Chief Financial Officer of NDS Group plc, a provider of technology solutions for digital pay-TV. He previously served as Chief Financial Officer of FLAG Telecom, NextiraOne LLC and Transora. From 1998 through 2001, Mr. Gersh was Chief Financial Officer of BT Cellnet, a subsidiary of British Telecommunications Plc, which is one of the largest cellular service providers in Europe and Chief Financial Officer of BT Europe for British Telecommunications Plc. From 1994 through 1997, Mr. Gersh served as Finance Director for Europe, the Middle East and Africa and Chief Financial Officer of St. Petersburg Telecom, a subsidiary of Motorola, Inc. Mr. Gersh is a member of the Institute of Certified Public Accountants. Mr. Gersh graduated with a B.A. from Baruch College (City University of New York).

**Halvor Bru** has been a member of our audit commission since June 2005. He has held various positions at Telenor since 1994 and is currently serving as Chief Operating Officer in Telenor Key Partner AS. Mr. Bru also served three years as Project Director for Telenor's Sarbannes Oxley Project, eight years as Chief Financial Officer of Telenor Mobil AS, one year as Chief Financial Officer of Connect Austria and one year as a director in Telenor Mobile's product/marketing division. From 1999 until 2004, Mr. Bru was chairman of the board of directors of Telenor's operations in Montenegro (Pro Monte). Before joining Telenor, he worked for ten years at Aker/Kvaerner industry group and four years with the Lillehammer Olympic Organizing Committee. He holds a master's degree in Economics from the Norwegian School of Economics and Business Administration and has also received supplementary training at the University of Cambridge and University of Marseille.

**Nigel J. Robinson** has been a member of Audit Commission of VimpelCom since July 2001. Mr. Robinson currently serves as the Director of Corporate Development Finance and Control of Alfa Group, a position that he has held since January 2000. Mr. Robinson is responsible for overseeing the financial control and corporate governance structures of Alfa Group's holding company and its subsidiary structures. Mr. Robinson serves on the Supervisory Boards of the Consortium Alfa Group, Alfa Eco Group and ALTIMO. He also is a member of the Supervisory Board of venture fund Russian Technologies. Prior to joining Alfa Group, Mr. Robinson spent six years with Price Waterhouse (now PricewaterhouseCoopers) in the firm's audit and business advisory group, four of which were in the firm's Moscow office and two years as a senior manager responsible in the firm's St. Petersburg office. Mr. Robinson trained and qualified as a Chartered Accountant with Touche Ross, London, U.K., and is a member of the Institute of Chartered Accountants in England and Wales. Mr. Robinson received a diploma in accounting from Norwich City College of Further and Higher Education in the United Kingdom.

**BASIS FOR CONDITIONS AND PROCEDURE OF MERGER**

**OF CJSC RTI SERVICE-COMMUNICATIONS , CJSC IMPULS-KB , CJSC MSS-START ,  
CJSC KARATCHAEVO-TCHERKESSK TELESOT , CJSC KABARDINO-BALKARSKY GSM ,  
CJSC CORPORATION SEVERNAYA KORONA , CJSC SAKHALIN TELECOM MOBILE  
INTO VIMPELCOM**

Basis: The Merger of the Merging Companies shall be effected in order to facilitate the operational scheme and reduce administrative and other expenses, related to the existing holding structure.

Earlier the Shareholders of VimpelCom had approved the mergers of OJSC Vimpelcom-Region into VimpelCom (which owned several regional licenses on cellular communication services within the GSM net), which was effected in 2004; the merger of OJSC KB Impuls (which owned GSM license in Moscow region) effected in 2005, and the merger of seven regional telecommunication companies effected in 2006.

The shareholders are proposed to approve at the coming shareholders meeting the mergers of each of the subsidiaries listed below ( Merging Companies ):

<i>Company name</i>	<i>Registered address</i>	<i>VimpelCom's participating interest</i>	<i>Business activity</i>
Closed Joint Stock Company RTI Service-Communications	10 Ulitsa 8 Marta, Building 2, Moscow, Russian Federation	100%	Owns complex of premises in Moscow
Closed Joint Stock Company IMPULS-KB	18 Lesnoryadsky pereulok, Moscow, Russian Federation	100%	Owns complex of premises in Moscow
Closed Joint Stock Company MSS-start	35 Ulitsa Prechistenka, Building 3, Moscow, Russian Federation	100%	Owns distribution offices in Moscow
Closed Joint Stock Company Karatchaev-TcherkesskTeleSot	13a Ulitsa Kosmonavtov, Cherkessk, Russian Federation	100%	Provides telecommunication services. License #15001 dated May 19, 2000 Cellular radiotelephony communication services within the limits of 900 MHz, GSM-900/1800. Licensed territory: Republic of Karachaevo-Cherkessk.
Closed Joint Stock Company Kabardino-Balkarsky GSM	79 Ulitsa Pushkina, Nalchik, Russian Federation	100%	Provides telecommunication services. License #14481 dated March 17, 2000 Cellular radiotelephony communication services within the limits of 900 MHz , GSM-900. Licensed territory: Republic of Kabardino-Balkariya.
	10 Ulitsa 8 Marta,	100%	



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Closed Joint Stock Company Corporation Severnaya Korona	Building 2, Moscow, Russian Federation		Provides telecommunication services. License #19424 dated September 13, 2001 Cellular radiotelephony communication services within the limits of 1800 MHz , GSM-900/1800. Licensed territory: Irkutsk region.
Closed Joint Stock Company Sakhalin Telecom Mobile	10 Ulitsa 8 Marta, Building 14, Moscow, Russian Federation	89.6%	Provides telecommunication services. License #19752 dated October 18. 2001 Cellular radiotelephony communication services within the limits of 1800 MHz , GSM-1800. Licensed territory: Sakhalin region.

**Procedure:** VimpelCom shall be reorganized on the day on which an entry is made into the State Register regarding the termination of activities of the Merging Companies (the **Merger Date** ). As of each Merger Date, the Merging Company shall cease to exist as a legal entity, and VimpelCom shall be the legal successor to all rights and obligations of such Merging Company.

All registered common shares of each of the Merging Companies will be cancelled upon completion of such statutory Merger. Because each of the Merging Companies is (or will be at the time of the Merger) a wholly-owned subsidiary of VimpelCom, VimpelCom will not issue any shares of stock in connection with the Merger. Shareholders of VimpelCom will not have to take any action with respect to their shares of VimpelCom.

For more details, please see the sample form of the Merger Agreements attached hereto as [Attachment 5](#).

**Legal Consequences:** As a result of the Merger, on the Merger Date, VimpelCom will become the legal successor of the relevant Merging Company, and all rights and obligations of such Merging Company shall be transferred to VimpelCom in accordance with the procedure and upon the terms and conditions set forth in the Merger Agreement and pursuant to the applicable laws of the Russian Federation.

**Conditions Precedent to Merger:** As indicated in the Merger Agreements, there are a number of conditions precedent to each Merger, including the following:

**Only with regard to Sakhalin Telecom Mobile** acquisition by VimpelCom of all shares of Sakhalin Telecom Mobile from minority shareholders of Sakhalin Telecom Mobile, so that VimpelCom becomes the sole shareholder of Sakhalin Telecom Mobile.

**With regard to all Mergers** approval of the Merger by the general shareholders meeting of VimpelCom.

**With regard to all Merging Companies** approval of the respective Merger by the Resolution of the Sole Shareholder of the relevant Merging Company.

In the process of reorganization of VimpelCom and each of the Merging Companies, the following requirements shall be met:

Requirement of Russian law on competition protection within the scope of governmental control over economic concentration within a group of persons, and including submission to the Federal Antimonopoly Service of the list of group of persons of VimpelCom not later than one month prior to the Merger Date, as well as the notice of Federal Antimonopoly Service on the Merger effectuation, not later than within 45 days following the Merger Date or obtaining from the Federal Antimonopoly Service of a preliminary approval for the Mergers.

Requirement of Russian law on notifying of all creditors of VimpelCom and of each of the Merging Companies about their right to terminate agreements with VimpelCom and such Merging Company, and demand early execution and/or indemnity. The creditors shall have 30 (thirty) days as of the Notice date for exercising such right. In accordance with Russian law the notion of creditor has been widely interpreted. Thus, as regards VimpelCom and each of the Merging Companies there a risk that certain outstanding loan or existing agreements could be terminated.

Requirement of Russian law that Shareholders who vote against, or do not participate in the voting on Item 8 of the Agenda of the AGM (approval of each Merger and related Merger Agreements) shall have the right to demand the redemption of their shares of VimpelCom (see [Attachment 6](#)).

Attachment 5 to the Notice

The sample form of the Merger Agreements

to be entered by and between VimpelCom and each of the Merging Companies

APPROVED

General Shareholders Meeting of  
Open Joint Stock Company Vimpel-  
Communications  
Protocol No. [ ], 2008

APPROVED

Sole Shareholder of  
[ ] Joint Stock Company [ ]  
Resolution dated [ ], 2008

**MERGER AGREEMENT**

**BETWEEN**

**OPEN JOINT STOCK COMPANY**

**VIMPEL-COMMUNICATIONS**

**AND**

**[ ] JOINT STOCK COMPANY**

[ ]

\_\_\_\_\_, 2008

MOSCOW

