

To the consideration of the Annual General Shareholders Meeting of MegaFon OJSC

30.06.2014
Item 5 of the Agenda

**Approval of the number of seats in the Management Board of the Company and
election of the Management Board of the Company**

Summary:

The Shareholders are suggested to take the decision on approval of the number of seats in the Management Board of the Company and election of the candidates nominated by the Company's CEO as per the list approved by the Board of Directors of the Company (Minutes of Board of Directors № 210 (274) dated April 30, 2014) to the Management Board of the Company.

Proposed decision

Approve the number of seats in the Management Board of the Company (17 persons) and elect the Management Board of the Company in the following composition:

1. Tavrín Ivan Vladimirovich;
2. Bashmakov Alexander Vladimirovich;
3. Gasparyan Anait Grigorievna;
4. Dubin Mikhail Andreevich;
5. Vermishyan Gevork Arutyunovich;
6. Volfson Vlad;
7. Kononov Dmitry Leonovich;
8. Serebryanikova Anna Andreevna;
9. Chermashentsev Evgeniy Nikolaevich;
10. Velichko Valery Leonidovich;
11. Grigoriev Aleksandr Sergeevich;
12. Korchagin Pavel Viktorovich;
13. Levykin Andrey Borisovich;
14. Likhodedov Konstantin Michailovich;
15. Semenov Alexei Borisovich;
16. Tyutin Aleksey Leonidovich;
17. Frolov Stanislav Alexandrovich.

Responsible Function:
Legal Function of MegaFon OJSC

Information on candidates nominated to the Management Board of MegaFon OJSC and information regarding availability or absence of written consents from the nominated candidates

Ivan Tavrin

Ivan Tavrin has been a member of the Management Board since 7 March 2012. He was First Deputy CEO of MegaFon until 20 April 2012, when he became the General Director and CEO of the Company. He was previously the President of CJSC TV Service and CJSC Media-1 Management, as well as a shareholder of Fairlie Holding & Finance Limited from December 2009 to June 2011. Mr Tavrin is currently a director of MO-TV Holdings Limited, UTH Russia Limited, Media-One Holdings Limited and CJSC Kommersant Publishing House. He graduated from Moscow State Institute for International Relations in 1998 with a diploma in law.

Percentage of share ownership in the Company amounts to 2.5447%.

Alexander Bashmakov

Alexander Bashmakov joined MegaFon's team in March 2012, and since October of that year has acted as Director of Strategy. In early 2013, he was also appointed Chief Procurement Officer. Before joining MegaFon, Mr Bashmakov worked in strategic consulting, firstly for Accenture (2005-2008), and then for The Boston Consulting Group (2008-2012) where he was promoted from analyst to project manager. Alexander Bashmakov graduated from the Economic Faculty of the Ural State Technical University with a major in Marketing.

Anait Gasparian

Anait Gasparian was appointed Director for Corporate Development at MegaFon in April 2012, and has been a member of the Management Board since October of that year. From 2010 to 2012, Ms Gasparian was Director for Corporate Development at UTH Russia. In 2009 she was Projects Lead on Operational Effectiveness at Euroset, and from 2007 to 2008 she worked in the Investment Banking, Consumer and Retail Group at Renaissance Capital. Ms Gasparian holds a degree in Economics from the St. Petersburg State University.

Mikhail Dubin

Mikhail Dubin joined MegaFon in July 2010 as the First Deputy General Director for Strategic Development. Mr Dubin has been a member of the Management Board since November 2010. In October 2012 he was appointed Executive Director for Consumer Business. From 2009 to 2010, Mr Dubin was Deputy CEO for LLC AF Telecom Holding and OJSC Telecominvest. From 1999 to 2007, he was at Sberbank in various positions dealing with project finance for telecommunications. Mr Dubin holds a degree in International Economics from the State Academy of Finance and a degree and a doctorate in Economics.

Gevork Vermishyan

A member of the Management Board since November 2011, Gevork Vermishyan was appointed Chief Financial Officer of MegaFon in July 2011. From 2002 to 2007, Mr Vermishyan was at OJSC

Lukoil where he rose from the position of analyst to Deputy Head of Corporate Borrowings. From 2007 to July 2011, he was Director of Corporate Finance/Head of Corporate Debt at AFK Sistema. Mr Vermishyan has been a Board member of CJSC TT Mobile and CJSC OSTELECOM since 2013, and CJSC Aquafon GSM since 2012. Mr Vermishyan graduated from the Financial University under the Government of the Russian Federation in the faculty of International Economic Relations.

Percentage of share ownership in the Company amounts to 0.000968%.

Vlad Wolfson

Vlad Wolfson joined MegaFon team in 2012 and was appointed Head of B2B. In December 2013, he was appointed Head of corporate business development. From 2010 till 2012, Mr. Wolfson had held position of Vice President of sales and marketing at MEDSI CJSC. From 2008 till 2010, Mr. Wolfson had been Head of sales to small and mid-size business customers. Mr. Wolfson graduated from the University of Haifa in 2001.

Dmitry Kononov

Dmitry Kononov joined MegaFon team in 2008 and was appointed Director for Mergers & Acquisitions. In 2012, he was appointed Head of Investor relations and M&A. Mr. Kononov graduated from the university of Colorado and Denver in 1989.

Anna Serebryanikova

Anna Serebryanikova joined MegaFon in 2006 as adviser to the General Director on international legal affairs. In 2008 she was appointed Chief Legal Officer of the Company, serving in this role until 2012 when her title was changed to Chief Legal and Government Relations (GR) Officer. She also served as Corporate Secretary between 2007 and 2013 and has been a member of the Management Board since January 2009. From 2010 to 2011 Ms Serebryanikova was Deputy CEO of CJSC Synterra. From 2004 to 2006, Ms Serebryanikova was a lawyer at J. P. Galmond & Co. From 1998 to 2004, she was a senior legal consultant and head of department at the Non-Profit Foundation for Restructuring Enterprises under the Finance Ministry. Ms Serebryanikova graduated with honours from the Law faculty of Moscow State University and holds a Masters of Law degree from Manchester University.

Evgeny Chermashentsev

A member of the Management Board since October 2012, Evgeny Chermashentsev joined MegaFon in May 2012 as Adviser to the CEO. He has been Director for Corporate Business Development since August 2012. Since December 2013 Mr Chermashentsev has been a Director of Infrastructure. Previously, Mr Chermashentsev was General Director of LLC Viberi Radio (2009 to 2012). From 2008 to 2012, he was Director for Regional Development of Media 1 Management CJSC, where he worked in media asset management. From 2006 to 2007 he was General Director and Director for Development of RMG Media LLC. Mr Chermashentsev graduated from Saratov State University.

Valery Velichko

Valery Velichko has been a member of the Management Board since June 2011. He is Director of Ural Operations, where he previously worked as Deputy Director and Director of Security. From 2006 to 2009, Mr Velichko was Director of Security at Urals GSM. Mr Velichko is a graduate of the Dzerzhinsky Higher Institute of Border Defence and the Ministry of Internal Affairs' Special Police School in Bryansk.

Alexander Grigoriev

Alexander Grigoriev is Director of Volga Operations and has been a member of the Management Board since June 2011. He joined MegaFon in April 2003 as Head of IT Group within the Technical Operation Department of the Ulyanovsk office. In September 2005, Mr Grigoriev was transferred to the Central Office of OJSC MSC-Povolzhie, assuming the position of Deputy Chief of the IT Department. In March 2009, he was appointed Chief of the IT Department, and a year later became First Deputy Director of Volga Operations. Mr Grigoriev graduated from the Ulyanovsk State Technical University specialising in Computing Machines, Integrated Systems and Networks. He also holds a Master's degree in Dataware and Software of Automated Systems.

Percentage of share ownership in the Company amounts to 0.001%.

Pavel Korchagin

Pavel Korchagin was appointed Director of Central Operations in September 2011 and has been a member of the Management Board since November of that year. In July 2009, Mr Korchagin became the First Deputy General Director of the Company's Central Branch. From 2002 to 2003, he was Technical Director and then General Director of CJSC Volgograd Mobile. He became the Technical Director at CJSC Mobicom-Centre in 2003 and was appointed First Deputy General Director in April 2007. From 1993 to 2002, he was a senior engineer and, later, the Head of Department for Informatics and Automation of Bank Operations of Sberbank in Volgograd. Mr Korchagin graduated from the Bauman Moscow State Technical University with a degree in Automated Systems.

Andrey Levykin

Mr Levykin was appointed Director of MegaFon's Far East Branch in September 2013. From December 2012 to September 2013, he worked as Infrastructure Director of the Volga Branch, having previously held various positions there, including First Deputy of Branch Director, Commercial Director, Deputy Commercial Director for marketing, Head of Dealers Department, and Head of Marketing for Samara region. Mr Levykin graduated from Samara State Technical University and has a degree in Mechanical Engineering.

Konstantin Likhodedov

Mr Likhodedov joined MegaFon in June 2012. He has been a member of the Management Board since October 2012 and is General Director of Stolichny Operations. Previously, he held senior positions in various companies, including CEO of 7TV (2009 to 2012); CEO of Vyberi Radio (2008 to 2009); Deputy CEO of Channel MTV Russia (2008); and Deputy CEO of Channel TV3 (2007 to

2008). Mr Likhodedov graduated from the St. Petersburg State University specialising in Economics.

Alexey Semenov

Alexey Semenov has been Director of North-West Operations since August 2012 and a member of the Management Board since October of that year. Previously, from 2009 until 2012, Mr Semenov was Executive Director of CJSC TT mobile, a subsidiary of MegaFon in Tajikistan. From 2005 to 2009, he was Director of the Republic of Mary El Republic branch office of OJSC MCS-Povolzhie. Mr Semenov graduated from the State Economic Academy of Samara.

Alexey Tyutin

Alexey Tyutin is MegaFon's Director of Siberia Operations and has been a member of the Management Board since June 2009. Before that he was General Director of CJSC Mobicom-Novosibirsk, MegaFon's operating subsidiary in Siberia. Mr Tyutin joined OJSC MSS-Povolzhie in December 2001 as the head of the Corporate Finance department, and became Deputy General Director for Commercial Affairs at OJSC MSS-Povolzhie in 2004. Mr Tyutin holds degrees in Industrial and Civil Construction from the Mikoyan Kuibyshev Institute of Engineering and Construction, and in Economic and Social Planning from the Samara Institute of Economics.

Stanislav Frolov

Mr Frolov joined the MegaFon Head Office in 2012. He was appointed Director of Caucasus Operations in September 2012, and has been a member of the Management Board since October of that year. In 2011, Mr Frolov was Managing Director of the Corporation for Development of the North Caucasus, and from 2011 to 2012 General Director of LLC Eurostroy. From 2009 to 2010, he served as Director of Federal State Unitary Enterprise Rostechinventarization, Federal Technical Inventory Bureau. And before that, in 2007, he was Deputy Head of the Department for Registration of Title to Land Plots in the Federal Registration Service Department for Moscow. Mr Frolov graduated from Voronezh State University and from the All-Russian Extramural Institute of Finance and Economics.

All of the candidates above have expressed their written consents to be elected to the Management Board of MegaFon OJSC.