

Out ref.: _____

Date: _____

**NOTICE OF EXTRAORDINARY GENERAL SHAREHOLDERS MEETING
OPEN JOINT-STOCK COMPANY "MEGAFON"
30 KADASHEVSKAYA EMB., MOSCOW, 115035, RUSSIAN FEDERATION**

Dear Shareholder,

Notice is hereby given that the Board of Directors (hereinafter, the "Board") of Open Joint Stock Company "MegaFon" (hereinafter, "MegaFon" or the "Company") has convened an Extraordinary General Meeting of Shareholders (hereinafter, the "Meeting"), to be held in the form of absentee voting with prior forwarding (delivery) of voting ballots, to make decisions on the following items on the Agenda:

1. Approval of related party transaction: Agreement on non-exclusive rights for use of software and technical support between MegaFon OJSC (Customer) and PETER-SERVICE CJSC (Contractor).
2. Approval of related party transaction: Master Dealer Agreement between MegaFon OJSC and MegaFon Retail OJSC.

Date of the Extraordinary General Shareholders Meeting (deadline for acceptance of executed voting ballots): 19.01.2015.

Meeting venue (address for returning executed voting ballots): 121108, Russian Federation, Moscow, Ivana Franko street, 8, Office of Computershare Register CJSC.

Deadline for acceptance of the executed voting ballots: 19.01.2015, 18:00 Moscow time.

Only shareholders listed on the Company's Shareholder Register as of December 08, 2014 will be entitled to participate in the Meeting.

Shareholders entitled to participate in the Meeting shall do so by submitting timely duly executed voting ballots either in person or through their duly authorized representatives.

The results of voting shall be tabulated within 3 days after the date of the Meeting and shall be presented by the Corporate Secretary to the persons that participated in the Meeting no later than 4 days after the deadline of the voting ballots acceptance.

Information/Materials for Meeting:

The Board of Directors of the Company has directed that the following information (materials) shall be made available to shareholders prior to the Meeting:

1. Notice on holding the Extraordinary General Shareholders Meeting of the Company, including the procedures for distribution of information (materials) to be submitted to the Shareholders during preparation for the Extraordinary General Shareholders Meeting of the Company.
2. Voting ballot for the Extraordinary General Shareholders Meeting of the Company.
3. Extract from the Minutes of the Board of Directors of MegaFon OJSC which defined the price of property (services) under the transactions.

Also the foregoing information (materials) will be available from December 18, 2014 on the Company's website at: http://ir.megafon.com/general_shareholders_meetings/extraordinary_general_shareholders/egm_19012015.

The information (materials) will be available upon request for examination at the Company's offices listed above. The Company will provide copies to Shareholders at a cost not to exceed the actual cost of copying.

Additional information on the procedures for holding Meetings of Shareholders is available on the Company's website at:

http://ir.megafon.com/general_shareholders_meetings/extraordinary_general_shareholders/egm_19012015.

Corporate Secretary



E.L. Breeva