

MOBILE TELESYSTEMS OJSC  
Form 6-K  
May 21, 2012

## **FORM 6-K**

# **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

Report of Foreign Issuer  
May 21, 2011

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

Commission file number: 333-12032

## **Mobile TeleSystems OJSC**

(Exact name of Registrant as specified in its charter)

**Russian Federation**

(Jurisdiction of incorporation or organization)

**4, Marksistskaya Street  
Moscow 109147  
Russian Federation**

(Address of principal executive offices)

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

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Form 20-F  Form 40-F

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes  No

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Press release

**Mobile TeleSystems Announces Financial Results for the First Quarter Ended March 31, 2012**

May 21, 2012

**Moscow, Russian Federation** Mobile TeleSystems OJSC ( MTS - NYSE: MBT), the leading telecommunications provider in Russia and the CIS, today announces its unaudited US GAAP financial results for the three months ended March 31, 2012.

**Key Financial Highlights of Q1 2012**

- Consolidated revenues up 1.1% q-o-q to \$3,014 million
- Consolidated OIBDA(1) down 1.3% q-o-q to \$1,259 million with 41.8% OIBDA margin
- Consolidated net income(2) of \$512 million
- Free cash-flow(3) positive with \$829 million for the first three months of 2012

**Key Corporate and Industry Highlights**

- Commercial launch of the 3G network in the 900 MHz range in Moscow and the Moscow region

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- Redemption of \$400 million 2012 Eurobond
  
- Awarded first license in Russia to provide wireless communication services in the LTE TDD (time-division duplexing) standard in the 2595 2620 MHz range in Moscow and the Moscow region
  
- Signing of an agreement with Samsung Electronics to cooperate on retail projects, equipment sales and telecommunication services in Russia
  
- Annual dividend recommendation by the MTS Board of Directors of RUB 14.71 per ordinary MTS share (approximately \$1.01 per ADR(4)) for the 2011 fiscal year, amounting to a total of RUB 30.4 billion (approximately \$1.04 billion or 72% of US GAAP net income)

### Commentary

Andrei Dubovskov, President and CEO of MTS, commented, "Group revenue for the quarter increased 3% year-over-year to reach 3.01 billion US dollars. We saw sustained growth in usage of voice and data products, although the exchange rate volatility masked the underlying growth dynamics in markets such as Russia and Armenia. For the period, total revenues in Russia increased in ruble terms by 6% year-over-year to 78.7 billion rubles, while mobile

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- (1) See Attachment A for definitions and reconciliation of OIBDA and OIBDA margin to their most directly comparable US GAAP financial measures.
  - (2) Attributable to the Group.
  - (3) See Attachment B for reconciliation of free cash-flow to net cash provided by operating activity.
  - (4) According to the Russian Central Bank exchange rate of 29.2447 RUB/USD as of March 23, 2012, the date when MTS management submitted its recommendation to the Board of Directors; actual amount will differ depending upon relative exchange rates at on date of payment.
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service revenue increased 8.6%. Key drivers included higher usage of mobile voice and data products, and growth and expansion in our fixed-line business unit.

Alexey Kornya, MTS Vice President and Chief Financial Officer, said, "We witnessed significant improvement in profitability as we continue to emphasize retention and improve customer value. For the period, we improved Group OIBDA at a rate significantly faster than revenue by 12% year-over-year to \$1.26 billion US dollars. Our OIBDA margin for the period reached 41.8%, an increase of 3.4 percentage points from Q1 2011. Overall we are seeing success in our efforts to increase profitability in our operations as we saw OIBDA improvement in Russia, Ukraine and Armenia. In Russia, our OIBDA margin increased from 39.1% to 43.1% Q1 2012. The improvement came on the back of a significant reduction in dealer commissions following our shift to revenue-sharing based commission structures, churn improvement and on-going efforts to manage costs.

Mr. Kornya continued, "Net income increased by nearly 60% year-over-year to \$512 million. Gains made on the bottom line tied to gross margin and OIBDA improvement were off-set largely by an increase in D&A expenses as we greatly expanded our networks in recent quarters. We also benefitted from ruble appreciation for the period, which led to a non-cash foreign currency gain of \$174 million. Given the fact that we are seeing an overall reduction of SIM-card sales and related easing of competitive pressures in Russia, we feel comfortable narrowing the range of our OIBDA margin guidance for 2012 to 41 - 42%.

Mr. Dubovskov added, "As has recently been announced, Roskomnadzor disclosed the conditions for the allocation of LTE licenses in the Russian Federation. Obviously the clarity of the tender and framework for development are testament to the transparency of the Russian telecommunications market; we also share a commitment among both the regulator and operators to continue expanding access to telecommunications services and encourage further infrastructure development. Leveraging our current frequencies in the 2595 to 2620 MHz band, we recently launched a test zone for LTE TDD services in Moscow and the Moscow region. While we are focused on an MTS-owned and operated LTE FDD network as a standard for all of Russia, we are examining complementary ways to ensure that we are among the first to market for LTE products and have a network capable of handling future growth in data.

*This press release provides a summary of some of the key financial and operating indicators for the period ended March 31, 2012. For full disclosure materials, please visit <http://www.mtsgsm.com/resources/reports/>.*

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Financial Summary

| USD million          | Q1 12   | Q1 11   | y-o-y  | Q4 11   | q-o-q  |
|----------------------|---------|---------|--------|---------|--------|
| Revenues             | 3,013.8 | 2,934.0 | 2.7%   | 2,981.7 | 1.1%   |
| OIBDA                | 1,259.1 | 1,125.8 | 11.8%  | 1,275.6 | -1.3%  |
| - margin             | 41.8%   | 38.4%   | +3.4pp | 42.8%   | -1.0pp |
| Net operating income | 649.7   | 563.8   | 15.2%  | 720.0   | -9.8%  |
| - margin             | 21.6%   | 19.2%   | +2.4pp | 24.1%   | -2.5pp |
| Net income           | 511.7   | 321.6   | 59.1%  | 393.5   | 30.0%  |
| - margin             | 17.0%   | 11.0%   | +6.0pp | 13.2%   | +3.8pp |

Russia Highlights

| RUB mln     | Q1 12    | Q1 11    | y-o-y  | Q4 11    | q-o-q  |
|-------------|----------|----------|--------|----------|--------|
| Revenues(5) | 78,679.1 | 74,297.9 | 5.9%   | 79,804.0 | -1.4%  |
| - mobile    | 65,350.0 | 61,334.0 | 6.5%   | 66,303.5 | -1.4%  |
| - fixed     | 15,216.2 | 14,049.6 | 8.3%   | 13,889.6 | 9.6%   |
| OIBDA       | 33,917.8 | 29,027.2 | 16.8%  | 34,446.7 | -1.5%  |
| - margin    | 43.1%    | 39.1%    | +4.0pp | 43.2%    | -0.1pp |
| Net income  | 16,064.4 | 9,765.7  | 64.5%  | 11,786.1 | 36.3%  |
| - margin    | 20.4%    | 13.1%    | +7.3pp | 14.8%    | +5.6pp |

|                | Q1 11 | Q2 11 | Q3 11 | Q4 11 | Q1 12 |
|----------------|-------|-------|-------|-------|-------|
| ARPU (RUB)(6)  | 252.1 | 265.0 | 288.0 | 284.0 | 280.6 |
| MOU (min)      | 249   | 269   | 272   | 283   | 282   |
| Churn rate (%) | 12.0% | 11.3% | 11.9% | 12.3% | 11.3% |

Ukraine Highlights

| UAH mln    | Q1 12   | Q1 11   | y-o-y  | Q4 11   | q-o-q  |
|------------|---------|---------|--------|---------|--------|
| Revenues   | 2,218.1 | 2,057.0 | 7.8%   | 2,312.3 | -4.1%  |
| OIBDA      | 1,059.6 | 918.9   | 15.3%  | 1,146.7 | -7.6%  |
| - margin   | 47.8%   | 44.7%   | +3.1pp | 49.6%   | -1.8pp |
| Net income | 312.8   | 131.1   | 138.6% | 337.3   | -7.3%  |
| - margin   | 14.1%   | 6.4%    | +7.7pp | 14.6%   | -0.5pp |

|                      | Q1 11 | Q2 11 | Q3 11 | Q4 11 | Q1 12 |
|----------------------|-------|-------|-------|-------|-------|
| ARPU (UAH)           | 36.05 | 38.79 | 42.20 | 38.73 | 37.16 |
| MOU (min)            | 564   | 586   | 586   | 592   | 601   |
| Churn rate (%)       | 7.6%  | 7.0%  | 8.1%  | 8.1%  | 8.5%  |
| SAC (UAH)            | 73.0  | 64.7  | 64.5  | 60.4  | 64.7  |
| - dealer commission  | 36.1  | 32.8  | 35.4  | 30.6  | 35.9  |
| - adv & mktg         | 18.1  | 18.3  | 14.7  | 17.8  | 17.5  |
| - handset subsidy    | 9.9   | 5.1   | 5.4   | 3.5   | 3.2   |
| - SIM card & voucher | 8.9   | 8.6   | 8.9   | 8.5   | 8.1   |

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(5) Revenue, net of intercompany.

(6) ARPU is now calculated by dividing our service revenues for a given period, including interconnect, guest roaming fees and connection fees, by the average number of our subscribers during that period and dividing by the number of months in that period.

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## Uzbekistan Highlights(7)

| USD mln           | Q1 12 | Q1 11 | y-o-y  | Q4 11 | q-o-q  |
|-------------------|-------|-------|--------|-------|--------|
| Revenues          | 115.7 | 104.7 | 10.5%  | 114.9 | 0.7%   |
| OIBDA             | 51.3  | 56.6  | -9.4%  | 60.7  | -15.5% |
| - margin          | 44.3% | 54.1% | -9.8pp | 52.8% | -8.5pp |
| Net income/(loss) | (2.1) | 16.0  | n/a    | 12.5  | n/a    |
| - margin          | n/a   | 15.3% | n/a    | 10.8% | n/a    |

|                | Q1 11 | Q2 11 | Q3 11 | Q4 11 | Q1 12 |
|----------------|-------|-------|-------|-------|-------|
| ARPU (USD)     | 3.9   | 3.9   | 3.8   | 3.9   | 4.1   |
| MOU (min)      | 402   | 416   | 421   | 440   | 468   |
| Churn rate (%) | 9.2%  | 6.9%  | 9.3%  | 20.2% | 11.9% |
| SAC (USD)      | 7.4   | 7.7   | 6.5   | 5.6   | 6.1   |

## Armenia Highlights

| AMD mln           | Q1 12    | Q1 11     | y-o-y   | Q4 11    | q-o-q   |
|-------------------|----------|-----------|---------|----------|---------|
| Revenues          | 16,682.1 | 16,286.5  | 2.4%    | 18,926.7 | -11.9%  |
| OIBDA             | 11,346.9 | 8,305.6   | 36.6%   | 9,561.7  | 18.7%   |
| - margin          | 68.0%    | 51.0%     | +17.0pp | 50.5%    | +17.5pp |
| Net income/(loss) | 1,267.4  | (3,032.9) | n/a     | 2,633.1  | -51.9%  |
| - margin          | 7.6%     | n/a       | n/a     | 13.9%    | -6.3pp  |

|                | Q1 11   | Q2 11   | Q3 11   | Q4 11   | Q1 12   |
|----------------|---------|---------|---------|---------|---------|
| ARPU (AMD)     | 2,141.3 | 2,432.7 | 2,751.0 | 2,577.1 | 2,380.3 |
| MOU (min)      | 294     | 272     | 293     | 300     | 315     |
| Churn rate (%) | 6.7%    | 8.5%    | 10.0%   | 13.0%   | 13.2%   |
| SAC (AMD)      | 6,005.4 | 8,237.3 | 7,625.3 | 6,595.9 | 7,248.3 |

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(7) The functional currency in Uzbekistan is the US dollar.

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## CAPEX Highlights

| USD mln       | FY 08   | FY 09   | FY 10   | FY 11   | Q1 12 |
|---------------|---------|---------|---------|---------|-------|
| Russia        | 1,784.7 | 1,389.7 | 2,260.0 | 2,245.7 | 425.4 |
| - as % of rev | 18.8%   | 17.2%   | 24.0%   | 21.1%   | 16.3% |
| Ukraine       | 595.6   | 377.4   | 154.9   | 148.0   | 19.6  |
| - as % of rev | 35.8%   | 36.0%   | 14.4%   | 13.0%   | 7.1%  |
| Uzbekistan    | 139.7   | 460.3   | 157.9   | 145.7   | 15.4  |
| - as % of rev | 35.7%   | 113.7%  | 35.3%   | 33.0%   | 13.3% |
| Turkmenistan  | 58.2    | 52.4    | 44.4    | n/a     | n/a   |
| - as % of rev | 44.3%   | 32.6%   | 21.4%   | n/a     | n/a   |
| Armenia       | 34.6    | 48.5    | 29.9    | 45.0    | 2.9   |
| - as % of rev | 13.5%   | 21.9%   | 14.4%   | 22.5%   | 6.6%  |
| Group         | 2,612.8 | 2,328.3 | 2,647.1 | 2,584.5 | 463.3 |
| - as % of rev | 22.0%   | 23.7%   | 23.4%   | 21.0%   | 15.4% |

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Learn more about MTS. Visit the official blog of the Investor Relations Department at [www.mtsgsm.com/blog/](http://www.mtsgsm.com/blog/)

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Mobile TeleSystems OJSC ( MTS ) is the leading telecommunications group in Russia, Eastern Europe and Central Asia, offering mobile and fixed voice, broadband, pay TV as well as content and entertainment services in one of the world's fastest growing regions. Including its subsidiaries, the Group services over 100 million mobile subscribers. The Group has been awarded GSM licenses in Russia, Ukraine, Uzbekistan, Armenia and Belarus, a region that boasts a total population of more than 230 million. Since June 2000, MTS' Level 3 ADRs have been listed on the New York Stock Exchange (ticker symbol MBT). Additional information about the MTS Group can be found at [www.mtsgsm.com](http://www.mtsgsm.com).

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Some of the information in this press release may contain projections or other forward-looking statements regarding future events or the future financial performance of MTS, as defined in the safe harbor provisions of the U.S. Private Securities Litigation Reform Act of 1995. You can identify forward looking statements by terms such as expect, believe, anticipate, estimate, intend, will, could, may or might, and such terms or other similar expressions. We wish to caution you that these statements are only predictions and that actual events or results may differ materially. We do not undertake or intend to update these statements to reflect events and circumstances occurring after the date hereof or to reflect the occurrence of unanticipated events. We refer you to the documents MTS files from time to time with the U.S. Securities and Exchange Commission, specifically the Company's most recent Form 20-F. These documents contain and identify important factors, including those contained in the section captioned Risk Factors that could cause the actual results to differ materially from those contained in our projections or forward-looking statements, including, among others, the severity and duration of current economic and financial conditions, including volatility in interest and exchange rates, commodity and equity prices and the value of financial assets; the impact of Russian, U.S. and other foreign government programs to restore liquidity and stimulate national and global economies, our ability to maintain our current credit rating and the impact on our funding costs and competitive position if we do not do so, strategic actions, including acquisitions and dispositions and our success in integrating acquired businesses, potential fluctuations in quarterly results, our competitive environment, dependence on new service development and tariff structures, rapid technological and market change, acquisition strategy, risks associated with telecommunications infrastructure, governmental regulation of the telecommunications industries and other risks associated with operating in Russia and the CIS, volatility of stock price, financial risk management and future growth subject to risks.

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**Attachments to the First Quarter 2012  
Earnings Press Release**

**Attachment A**

Non-GAAP financial measures. This press release includes financial information prepared in accordance with accounting principles generally accepted in the United States of America, or US GAAP, as well as other financial measures referred to as non-GAAP. The non-GAAP financial measures should be considered in addition to, but not as a substitute for, the information prepared in accordance with US GAAP. Due to the rounding and translation practices, US dollar and functional currency margins, as well as other non-GAAP financial measures, may differ.

Operating Income Before Depreciation and Amortization (OIBDA) and OIBDA margin. OIBDA represents operating income before depreciation and amortization. OIBDA margin is defined as OIBDA as a percentage of our net revenues. Our OIBDA may not be similar to OIBDA measures of other companies; is not a measurement under accounting principles generally accepted in the United States and should be considered in addition to, but not as a substitute for, the information contained in our consolidated statement of operations. We believe that OIBDA provides useful information to investors because it is an indicator of the strength and performance of our ongoing business operations, including our ability to fund discretionary spending such as capital expenditures, acquisitions of mobile and fixed operators and other investments and our ability to incur and service debt. While depreciation and amortization are considered operating costs under generally accepted accounting principles, these expenses primarily represent the non-cash current period allocation of costs associated with long-lived assets acquired or constructed in prior periods. Our OIBDA calculation is commonly used as one of the bases for investors, analysts and credit rating agencies to evaluate and compare the periodic and future operating performance and value of companies within the wireless telecommunications industry. OIBDA can be reconciled to our consolidated statements of operations as follows:

| <b>Group (USD mln)</b> | <b>Q1 11</b> | <b>Q2 11</b> | <b>Q3 11</b> | <b>Q4 11</b> | <b>Q1 12</b> |
|------------------------|--------------|--------------|--------------|--------------|--------------|
| Operating income       | 563.8        | 672.2        | 852.8        | 720.0        | 649.7        |
| Add: D&A               | 562.0        | 630.5        | 587.1        | 555.6        | 609.5        |
| OIBDA                  | 1,125.8      | 1,302.7      | 1,439.9      | 1,275.6      | 1,259.1      |

| <b>Russia (USD mln)</b> | <b>Q1 11</b> | <b>Q2 11</b> | <b>Q3 11</b> | <b>Q4 11</b> | <b>Q1 12</b> |
|-------------------------|--------------|--------------|--------------|--------------|--------------|
| Operating income        | 576.9        | 676.9        | 829.3        | 691.3        | 660.2        |
| Add: D&A                | 417.3        | 484.0        | 439.1        | 411.5        | 463.7        |
| OIBDA                   | 994.2        | 1,160.9      | 1,268.4      | 1,102.8      | 1,123.9      |

| <b>Ukraine (USD mln)</b> | <b>Q1 11</b> | <b>Q2 11</b> | <b>Q3 11</b> | <b>Q4 11</b> | <b>Q1 12</b> |
|--------------------------|--------------|--------------|--------------|--------------|--------------|
| Operating income         | 27.9         | 49.2         | 66.3         | 60.1         | 49.3         |
| Add: D&A                 | 87.7         | 86.6         | 86.8         | 83.5         | 83.3         |
| OIBDA                    | 115.7        | 135.9        | 153.1        | 143.7        | 132.6        |

| <b>Uzbekistan (USD mln)</b> | <b>Q1 11</b> | <b>Q2 11</b> | <b>Q3 11</b> | <b>Q4 11</b> | <b>Q1 12</b> |
|-----------------------------|--------------|--------------|--------------|--------------|--------------|
| Operating income            | 22.1         | 21.3         | 14.8         | 18.2         | 6.6          |
| Add: D&A                    | 34.6         | 36.8         | 41.2         | 42.5         | 44.7         |
| OIBDA                       | 56.6         | 58.1         | 56.0         | 60.7         | 51.3         |

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| Armenia (USD mln) | Q1 11 | Q2 11 | Q3 11 | Q4 11 | Q1 12 |
|-------------------|-------|-------|-------|-------|-------|
| Operating income  | 0.4   | 4.2   | 12.3  | 7.1   | 11.6  |
| Add: D&A          | 22.2  | 22.9  | 19.9  | 18.0  | 17.7  |
| OIBDA             | 22.7  | 27.1  | 32.2  | 25.1  | 29.2  |

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OIBDA margin can be reconciled to our operating margin as follows:

| <b>Group</b>     | <b>Q1 11</b> | <b>Q2 11</b> | <b>Q3 11</b> | <b>Q4 11</b> | <b>Q1 12</b> |
|------------------|--------------|--------------|--------------|--------------|--------------|
| Operating margin | 19.2%        | 21.5%        | 26.0%        | 24.1%        | 21.6%        |
| Add: D&A         | 19.2%        | 20.1%        | 18.0%        | 18.6%        | 20.2%        |
| OIBDA margin     | 38.4%        | 41.6%        | 44.0%        | 42.8%        | 41.8%        |

| <b>Russia</b>    | <b>Q1 11</b> | <b>Q2 11</b> | <b>Q3 11</b> | <b>Q4 11</b> | <b>Q1 12</b> |
|------------------|--------------|--------------|--------------|--------------|--------------|
| Operating margin | 22.7%        | 24.9%        | 29.5%        | 27.1%        | 25.3%        |
| Add: D&A         | 16.4%        | 17.8%        | 15.6%        | 16.1%        | 17.8%        |
| OIBDA margin     | 39.1%        | 42.7%        | 45.1%        | 43.2%        | 43.2%        |

| <b>Ukraine</b>   | <b>Q1 11</b> | <b>Q2 11</b> | <b>Q3 11</b> | <b>Q4 11</b> | <b>Q1 12</b> |
|------------------|--------------|--------------|--------------|--------------|--------------|
| Operating margin | 10.8%        | 17.5%        | 21.2%        | 20.8%        | 17.8%        |
| Add: D&A         | 33.9%        | 30.9%        | 27.7%        | 28.8%        | 30.0%        |
| OIBDA margin     | 44.7%        | 48.4%        | 48.9%        | 49.6%        | 47.8%        |

| <b>Uzbekistan</b> | <b>Q1 11</b> | <b>Q2 11</b> | <b>Q3 11</b> | <b>Q4 11</b> | <b>Q1 12</b> |
|-------------------|--------------|--------------|--------------|--------------|--------------|
| Operating margin  | 21.1%        | 19.6%        | 13.1%        | 15.8%        | 5.7%         |
| Add: D&A          | 33.0%        | 33.9%        | 36.5%        | 37.0%        | 38.6%        |
| OIBDA margin      | 54.1%        | 53.5%        | 49.6%        | 52.8%        | 44.3%        |

| <b>Armenia</b>   | <b>Q1 11</b> | <b>Q2 11</b> | <b>Q3 11</b> | <b>Q4 11</b> | <b>Q1 12</b> |
|------------------|--------------|--------------|--------------|--------------|--------------|
| Operating margin | 1.0%         | 8.4%         | 21.8%        | 14.3%        | 26.9%        |
| Add: D&A         | 50.0%        | 45.8%        | 35.4%        | 36.2%        | 41.1%        |
| OIBDA margin     | 51.0%        | 54.2%        | 57.3%        | 50.5%        | 68.0%        |

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**Attachment B**

Net debt represents total debt less cash and cash equivalents and short-term investments. Our net debt calculation is commonly used as one of the bases for investors, analysts and credit rating agencies to evaluate and compare our periodic and future liquidity within the wireless telecommunications industry. The non-GAAP financial measures should be considered in addition to, but not as a substitute for, the information prepared in accordance with US GAAP.

Net debt can be reconciled to our consolidated balance sheets as follows:

| USD mln  | As of Dec 31,<br>2011 | As of Mar 31,<br>2012 |
|--|-----------------------|-----------------------|
| Current portion of debt and of capital lease obligations | 1,155.7               | 869.0                 |
| Long-term debt   | 7,554.0               | 7,216.8               |
| Capital lease obligations                                | 5.5                   | 4.3                   |
| Total debt   | 8,715.2               | 8,090.1               |
| Less:  |                       |                       |
| Cash and cash equivalents                                | 1,850.8               | 964.8                 |
| Short-term investments                                   | 86.2                  | 667.1                 |
| Net debt   | 6,778.2               | 6,458.2               |

Last twelve month (LTM) OIBDA can be reconciled to our consolidated statements of operations as follows:

| USD mln                            | Nine months ended<br>Dec 31, 2011<br>A | Three months ended<br>Mar 31, 2012<br>B | Twelve months ended<br>Mar 31, 2012<br>C=A+B |
|------------------------------------|--|---|--|
| Net operating income               | 2,245.0                                | 649.7                                   | 2,894.7                                      |
| Add: depreciation and amortization | 1,773.2                                | 609.5                                   | 2,382.7                                      |
| OIBDA                              | 4,018.2                                | 1,259.1                                 | 5,277.4                                      |

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Free cash-flow can be reconciled to our consolidated statements of cash flow as follows:

| USD mln   | For the three<br>months ended<br>Mar 31, 2011 | For the three<br>months ended<br>Mar 31, 2012 |
|---|---|---|
| Net cash provided by operating activities           | 908.0   | 1,276.7                                       |
| Less:   |   |   |
| Purchases of property, plant and equipment          | (232.7)                                       | (406.3)                                       |
| Purchases of intangible assets                      | (46.0)  | (57.0)  |
| Proceeds from sale of property, plant and equipment | 3.3   | 0.7   |
| Proceeds/(purchases) of other investments           | 4.3   | 14.7  |
| Investments in and advances to associates           | 3.0   |   |
| Acquisition of subsidiaries, net of cash acquired   | (19.0)  |   |
| Free cash-flow                                      | 620.9   | 828.8   |

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### Attachment C

#### Definitions

*Subscriber.* We define a subscriber as an individual or organization whose account shows chargeable activity within sixty one days in the case of post-paid tariffs, or one hundred and eighty three days in the case of our pre-paid tariffs, or whose account does not have a negative balance for more than this period.

*Average monthly service revenue per subscriber (ARPU).* We calculate our ARPU by dividing our service revenues for a given period, including interconnect, guest roaming fees and connection fees, by the average number of our subscribers during that period and dividing by the number of months in that period.

*Average monthly minutes of usage per subscriber (MOU).* MOU is calculated by dividing the total number of minutes of usage during a given period by the average number of our subscribers during the period and dividing by the number of months in that period.

*Churn.* We define our churn as the total number of subscribers who cease to be a subscriber as defined above during the period (whether involuntarily due to non-payment or voluntarily, at such subscriber's request), expressed as a percentage of the average number of our subscribers during that period.

*Subscriber acquisition cost (SAC).* We define SAC as total sales and marketing expenses and handset subsidies for a given period. Sales and marketing expenses include advertising expenses and commissions to dealers. SAC per gross additional subscriber is calculated by dividing SAC during a given period by the total number of gross subscribers added by us during the period.

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## MOBILE TELESYSTEMS

## CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

FOR THE THREE MONTHS ENDED MARCH 31, 2012 AND 2011 (UNAUDITED)

(Amounts in thousands of US Dollars except per share amount)

|  | Three months ended<br>March 31, 2012 | Three months ended<br>March 31, 2011 |
|--|--------------------------------------|--------------------------------------|
| <b>Net operating revenue</b>   |                                      |                                      |
| Service revenue  | \$ 2 812 573                         | \$ 2 701 215                         |
| Sales of handsets and accessories  | 201 227                              | 232 770                              |
|  | <b>3 013 800</b>                     | <b>2 933 985</b>                     |
| <b>Operating expenses</b>  |                                      |                                      |
| Cost of services   | (665 856)                            | (633 608)                            |
| Cost of handsets and accessories   | (187 821)                            | (220 675)                            |
| Sales and marketing expenses   | (154 964)                            | (235 357)                            |
| General and administrative expenses  | (668 496)                            | (647 141)                            |
| Depreciation and amortization expense  | (609 465)                            | (561 967)                            |
| Provision for doubtful accounts  | (39 208)                             | (31 420)                             |
| Impairment of long-lived assets and acquisition related costs                          | (2 024)                              | (9 638)                              |
| Other operating expenses   | (36 308)                             | (30 337)                             |
| <b>Net operating income</b>  | <b>649 658</b>                       | <b>563 842</b>                       |
| Currency exchange and transaction gain   | 174 142                              | 89 150                               |
| <b>Other income / (expenses):</b>  |                                      |                                      |
| Interest income  | 28 824                               | 11 044                               |
| Interest expense, net of capitalized interest  | (160 713)                            | (170 453)                            |
| Other income   | (11 665)                             | 9 180                                |
| <b>Total other expenses, net</b>   | <b>(143 554)</b>                     | <b>(150 229)</b>                     |
| <b>Income before provision for income taxes and noncontrolling interest</b>            | <b>680 246</b>                       | <b>502 763</b>                       |
| Provision for income taxes   | (161 565)                            | (141 275)                            |
| <b>Net income</b>  | <b>518 681</b>                       | <b>361 488</b>                       |
| Net income attributable to the noncontrolling interest                                 | (6 945)                              | (39 842)                             |
| <b>Net income attributable to the Group</b>  | <b>511 736</b>                       | <b>321 646</b>                       |
| Weighted average number of common shares outstanding, in thousands - basic and diluted | 1 988 917                            | 1 916 865                            |
| Earnings per share - basic and diluted   | 0.26                                 | 0.17                                 |

## MOBILE TELESYSTEMS

## CONDENSED CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

AS OF MARCH 31, 2012 AND DECEMBER 31, 2011 (UNAUDITED)

(Amounts in thousands of US dollars)

|  | As of March 31,<br>2012 | As of December 31,<br>2011 |
|--|-------------------------|----------------------------|
| <b>CURRENT ASSETS:</b>                                       |                         |                            |
| Cash and cash equivalents                                    | \$ 964 778              | \$ 1 850 826               |
| Short-term investments                                       | 667 132                 | 86 242                     |
| Trade receivables, net                                       | 1 008 816               | 863 808                    |
| Accounts receivable, related parties                         | 4 635                   | 4 488                      |
| Inventory and spare parts                                    | 305 032                 | 291 075                    |
| VAT receivable   | 201 953                 | 191 039                    |
| Prepaid expenses and other current assets                    | 592 452                 | 550 170                    |
| <b>Total current assets</b>                                  | <b>3 744 798</b>        | <b>3 837 648</b>           |
| <b>PROPERTY, PLANT AND EQUIPMENT</b>                         | <b>8 680 968</b>        | <b>8 205 352</b>           |
| <b>INTANGIBLE ASSETS</b>                                     | <b>2 847 856</b>        | <b>2 708 328</b>           |
| <b>INVESTMENTS IN AND ADVANCES TO ASSOCIATES</b>             | <b>184 719</b>          | <b>188 047</b>             |
| <b>OTHER INVESTMENTS</b>                                     | <b>123 584</b>          | <b>123 442</b>             |
| <b>OTHER NON CURRENT ASSETS</b>                              | <b>253 497</b>          | <b>255 412</b>             |
| <b>Total assets</b>  | <b>\$ 15 835 422</b>    | <b>\$ 15 318 229</b>       |
| <b>CURRENT LIABILITIES</b>                                   |                         |                            |
| Trade accounts payable                                       | 838 954                 | 799 128                    |
| Accrued expenses and other current liabilities               | 1 934 134               | 1 553 034                  |
| Accounts payable, related parties                            | 65 999                  | 56 982                     |
| Current portion of long-term debt, capital lease obligations | 869 013                 | 1 155 691                  |
| <b>Total current liabilities</b>                             | <b>3 708 100</b>        | <b>3 564 835</b>           |
| <b>LONG-TERM LIABILITIES</b>                                 |                         |                            |
| Long-term debt   | 7 216 809               | 7 553 983                  |
| Capital lease obligations                                    | 4 271                   | 5 529                      |
| Deferred income taxes  | 264 141                 | 227 928                    |
| Long-term accounts payable, related parties                  | 2                       |                            |
| Deferred revenue and other                                   | 340 574                 | 314 728                    |
| <b>Total long-term liabilities</b>                           | <b>7 825 797</b>        | <b>8 102 168</b>           |
| <b>Total liabilities</b>                                     | <b>11 533 897</b>       | <b>11 667 003</b>          |
| <b>Redeemable noncontrolling interests</b>                   | <b>80 603</b>           | <b>80 603</b>              |
| <b>SHAREHOLDERS EQUITY:</b>                                  |                         |                            |
|  | 50 814                  | 50 814                     |

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|  |           |                   |                        |
|--|-----------|-------------------|------------------------|
| Common stock: (2,096,975,792 shares with a par value of 0.1 rubles authorized and 2,066,413,562 shares issued as of March 31, 2012 and December 31, 2011 (777,396,505 of which are in the form of ADS as of March 31, 2012 and December 31, 2011)) |           |                   |                        |
| Treasury stock (77,494,385 and 77,496,725 common shares at cost as of March 31, 2012 and December 31, 2011, respectively)  |           | (992 141)         | (992 141)              |
| Additional paid-in capital   |           | 92 720            | 92 720                 |
| Accumulated other comprehensive income/(loss)  |           | (837 962)         | (963 992)              |
| Retained earnings  |           | 5 804 137         | 5 294 651              |
| <b>Total shareholders' equity attributable to the Group</b>  |           | <b>4 117 568</b>  | <b>3 482 052</b>       |
| <b>Noncontrolling interest</b>   |           | <b>103 354</b>    | <b>88 571</b>          |
| <b>TOTAL SHAREHOLDERS' EQUITY</b>  |           | <b>4 220 922</b>  | <b>3 570 623</b>       |
| <b>Total liabilities and shareholders' equity</b>  | <b>\$</b> | <b>15 835 422</b> | <b>\$ (15 318 229)</b> |

## MOBILE TELESYSTEMS

## CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

FOR THE THREE MONTHS ENDED MARCH 31, 2012 AND 2011 (UNAUDITED)

(Amounts in thousands of U.S. dollars)

|  | Three months ended<br>March 31, 2012 | Three months ended<br>March 31, 2011 |
|--|--------------------------------------|--------------------------------------|
| <b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>   |                                      |                                      |
| <b>Net cash provided by operating activities</b>   | <b>1 276 652</b>                     | <b>908 041</b>                       |
| <b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>   |                                      |                                      |
| Acquisition of subsidiaries net of cash acquired   |                                      | (19 038)                             |
| Purchases of property, plant and equipment   | (406 328)                            | (232 676)                            |
| Purchases of intangible assets   | (56 950)                             | (45 954)                             |
| Proceeds from sale of property, plant and equipment and assets held for sale                           | 737                                  | 3 309                                |
| Purchases of short-term investments  | (606 769)                            | (309 161)                            |
| Proceeds from sale of short-term investments   | 51 315                               | 177 751                              |
| Proceeds from sale of other investments  | 14 729                               | 4 341                                |
| Investments in and advances to associates  |                                      | 3 000                                |
| Decrease in restricted cash  | (2 024)                              | (1 843)                              |
| <b>Net cash used in investing activities</b>   | <b>(1 005 290)</b>                   | <b>(420 271)</b>                     |
| <b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>   |                                      |                                      |
| Acquisition of noncontrolling interests in existing subsidiaries and subsidiaries from related parties |                                      | (178 699)                            |
| Contingent consideration paid on acquisition of subsidiaries   |                                      | (7 540)                              |
| Proceeds from issuance of notes  | 51 574                               | 1 659                                |
| Repurchase of common stock   |                                      | (67)                                 |
| Proceeds from sale of treasury shares  | 19                                   |                                      |
| Repayment of notes   | (400 000)                            | (4 698)                              |
| Capital lease obligation principal paid  | (1 390)                              | (2 485)                              |
| Dividends paid   | (3 218)                              | (19)                                 |
| Proceeds from loans  | 3 304                                | 21 865                               |
| Loan principal paid  | (898 927)                            | (102 319)                            |
| <b>Net cash provided by / (used in) financing activities</b>   | <b>(1 248 638)</b>                   | <b>(272 303)</b>                     |
| Effect of exchange rate changes on cash and cash equivalents   | 91 228                               | 51 399                               |
| <b>NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS:</b>   | <b>(886 048)</b>                     | <b>266 866</b>                       |
| <b>CASH AND CASH EQUIVALENTS, at beginning of period</b>   | <b>1 850 826</b>                     | <b>927 694</b>                       |
| <b>CASH AND CASH EQUIVALENTS, at end of period</b>   | <b>964 778</b>                       | <b>1 194 560</b>                     |



















































































































**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.

**MOBILE TELESYSTEMS OJSC**

|     |                      |                  |
|-----|----------------------|------------------|
| By: | /s/ Andrei Dubovskov |                  |
|     | Name:                | Andrei Dubovskov |
|     | Title:               | CEO              |

Date: **May 21, 2011**