Unaudited interim condensed
consolidated financial statements

Open Joint Stock Company "Vimpel-Communications"

(a wholly-owned subsidiary of VimpelCom Ltd.)

for the three and nine months ended 30 September 2013

Open Joint Stock Company "Vimpel-Communications"
(a wholly-owned subsidiary of VimpelCom Ltd.)

Unaudited interim condensed consolidated financial statements

for the three and nine months ended 30 September 2013

Contents

Совершенствуя бизнес,
улучшаем мир

Ernst & Young LLC
Sadovnicheskaya Nab., 77, bld. 1
Moscow, 115035, Russia
Tel: +7 (495) 705 9700
+7 (495) 755 9700
Fax: +7 (495) 755 9701
www.ey.com/ru

ООО «Эрнст энд Янг»
Россия, 115035, Москва
Садовническая наб., 77, стр. 1
Тел.: +7 (495) 705 9700
+7 (495) 755 9700
Факс: +7 (495) 755 9701
ОКПО: 59002827

Review Report of Independent Auditors

The Board of Directors and Shareholders of OJSC Vimpel-Communications

We have reviewed the interim condensed consolidated financial statements of Open Joint Stock Company Vimpel-Communications (a wholly-owned subsidiary of VimpelCom Ltd.) and its subsidiaries (hereinafter collectively referred to as "VimpelCom"), which comprise the interim consolidated statement of financial position as of 30 September 2013, the related interim consolidated income statements, statements of comprehensive income and changes in equity for the three- and nine-month periods ended 30 September 2013 and 2012, and the related interim consolidated statements of cash flows for the nine-month periods ended 30 September 2013 and 2012.

Management is responsible for the preparation and fair presentation of the interim condensed consolidated financial information in conformity with International Financial Reporting Standard IAS 34 *Interim Financial Reporting*; this includes the design, implementation, and maintenance of internal control sufficient to provide a reasonable basis for the preparation and fair presentation of interim condensed consolidated financial information in conformity with IAS 34 *Interim Financial Reporting*.

Our responsibility is to conduct our review in accordance with auditing standards generally accepted in the United States applicable to reviews of interim financial information. A review of interim financial information consists principally of applying analytical procedures and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with auditing standards generally accepted in the United States, the objective of which is the expression of an opinion regarding the financial information. Accordingly, we do not express such an opinion.

Based on our review, we are not aware of any material modifications that should be made to the interim condensed consolidated financial information referred to above for it to be in conformity with IAS 34 *Interim Financial Reporting*.

We have previously audited, in accordance with auditing standards generally accepted in the United States, the consolidated statement of financial position of VimpelCom as of 31 December 2012, and the related consolidated statements of income, comprehensive income and changes in equity, and cash flows for the year then ended (not presented herein); and we expressed an unmodified audit opinion on those audited consolidated financial statements in our report dated 22 March 2013. As described in Note 2.3 to VimpelCom's unaudited interim condensed consolidated financial statements, on 1 January 2013 VimpelCom adopted International Financial Reporting Standard IFRS 11 *Joint Arrangements*, on a retrospective basis resulting in a revision of the 31 December 2012 consolidated statement of financial position. We have not audited or reported on the revised consolidated statement of financial position reflecting the adoption of IFRS 11 *Joint Arrangements*.

Ernst & Young LLC

8 November 2013

Open Joint Stock Company "Vimpel-Communications"
(a wholly-owned subsidiary of VimpelCom Ltd.)

Interim consolidated income statement

for the three and nine months ended 30 September 2013 and 2012

		Three months ended 30 September		Nine months ended 30 September	
	Note	2013 (unaudited)	2012 (unaudited)	2013 (unaudited)	2012 (unaudited)
		(All amounts in thousands of US dollars unless otherwise stated)			
Service revenues		**2,734,500**	2,701,068	**8,007,039**	7,834,245
Sale of equipment and accessories		**51,108**	84,719	**299,678**	239,807
Other revenues		**6,847**	7,013	**18,182**	15,985
Total operating revenues	7	**2,792,455**	2,792,800	**8,324,899**	8,090,037
Operating expenses					
Service costs		**(785,231)**	(725,552)	**(2,227,702)**	(2,109,780)
Cost of equipment and accessories		**(61,408)**	(79,909)	**(312,520)**	(221,744)
Selling, general and administrative expenses		**(754,495)**	(746,352)	**(2,271,487)**	(2,285,063)
Depreciation	9	**(337,018)**	(354,172)	**(1,102,270)**	(1,087,954)
Amortization	10	**(55,932)**	(89,676)	**(199,303)**	(284,346)
Impairment loss	6,7,10	**(26,481)**	(17,168)	**(57,366)**	(17,168)
Loss on disposals of non-current assets	11	**(16,593)**	(22,040)	**(24,652)**	(119,838)
Total operating expenses		**(2,037,158)**	(2,034,869)	**(6,195,300)**	(6,125,893)
Operating profit		**755,297**	757,931	**2,129,599**	1,964,144
Finance costs		**(182,783)**	(212,718)	**(583,428)**	(635,620)
Finance income		**91,390**	94,863	**290,920**	268,041
Net foreign exchange gain/(loss)		**(17,982)**	(101,233)	**64,543**	59,821
Other non-operating losses, net		**(20,039)**	(33,768)	**(7,639)**	(17,480)
Shares of profit of associates and joint ventures accounted for using the equity method		**4,946**	39,113	**11,219**	58,732
Profit before tax		**630,829**	544,188	**1,905,214**	1,697,638
Income tax expense	8	**(130,729)**	(111,259)	**(356,840)**	(390,995)
Profit for the period		**500,100**	432,929	**1,548,374**	1,306,643
Attributable to:					
Owners of the parent		**476,270**	418,067	**1,499,779**	1,268,824
Non-controlling interest		**23,830**	14,862	**48,595**	37,819
		500,100	432,929	**1,548,374**	1,306,643

The accompanying notes are an integral part of these interim condensed consolidated financial statements.

Open Joint Stock Company "Vimpel-Communications"
(a wholly-owned subsidiary of VimpelCom Ltd.)

Interim consolidated statement of comprehensive income

for the three and nine months ended 30 September 2013 and 2012

	Note	Three months ended 30 September		Nine months ended 30 September	
		2013 (unaudited)	**2012 (unaudited)**	**2013 (unaudited)**	**2012 (unaudited)**
		(All amounts in thousands of US dollars unless otherwise stated)			
Profit for the period		**500,100**	432,929	**1,548,374**	1,306,643
Other comprehensive income to be reclassified to profit or loss in subsequent periods					
Cash flow hedge reserve		**5**	(2,526)	**3,419**	(2,526)
Income tax effect		–	–	–	–
Shares of exchange differences on translation of associates and joint ventures accounted for using the equity method		**4,826**	25,254	**(29,552)**	16,984
Income tax effect		–	–	–	–
Net gain arising on revaluation of available-for-sale financial assets at fair value through other comprehensive income	12	**14,224**	35,830	**10,109**	22,483
Income tax effect		–	–	–	–
Exchange differences arising on net investment in foreign operations and translation to the presentation currency		**20,941**	187,279	**(168,829)**	86,539
Income tax effect		**1,043**	5,515	**(5,806)**	4,450
Other comprehensive income items not being reclassified to profit or loss in subsequent periods					
Exchange differences arising on translation of OJSC VimpelCom's operations		**21,780**	61,015	**(86,872)**	28,558
Income tax effect		–	–	–	–
Other comprehensive income/(loss) for the period, net of tax		**62,819**	312,367	**(277,531)**	156,488
Total comprehensive income for the period, net of tax		**562,919**	745,296	**1,270,843**	1,463,131
Attributable to:					
Owners of the parent		**542,321**	724,672	**1,227,717**	1,422,514
Non-controlling interests		**20,598**	20,624	**43,126**	40,617
		562,919	745,296	**1,270,843**	1,463,131

The accompanying notes are an integral part of these interim condensed consolidated financial statements.

Interim consolidated statements of financial position

as of 30 September 2013 and 31 December 2012

	Note	30 September 2013 (unaudited)	31 December 2012* (unaudited)
		(All amounts in thousands of US dollars unless otherwise stated)	
Assets			
Non-current assets			
Property and equipment	9	**6,646,014**	7,763,187
Intangible assets	10	**866,458**	1,067,164
Goodwill	10	**3,014,196**	3,603,922
Investments in associates and joint ventures		**438,111**	483,825
Deferred tax asset		**12,859**	10,281
Other financial assets	12	**752,265**	4,766,582
Other non-current non-financial assets	14	**15,929**	18,231
Total non-current assets		**11,745,832**	17,713,192
Current assets			
Inventories		**123,942**	97,101
Trade and other receivables	12	**606,943**	641,448
Other current non-financial assets	14	**220,046**	212,430
Current income tax asset		**30,050**	115,140
Other current financial assets	12	**3,414,959**	431,042
Cash and cash equivalents	15	**1,135,095**	981,845
Total current assets		**5,531,035**	2,479,006
Assets classified as held for sale	4	**1,741,331**	86,089
Total assets		**19,018,198**	20,278,287
Equity and liabilities			
Equity			
Equity attributable to equity owners of the parent		**5,406,516**	6,850,119
Non-controlling interests		**1,298**	(10,524)
Total equity		**5,407,814**	6,839,595
Non-current liabilities			
Financial liabilities	12	**8,417,951**	8,278,505
Provisions		**244,725**	226,259
Other non-current non-financial liabilities	14	**37,133**	40,394
Deferred tax liability		**372,611**	488,702
Total non-current liabilities		**9,072,420**	9,033,860
Current liabilities			
Trade and other payables	12	**1,111,127**	1,431,872
Dividends payable	12	**1,454,122**	–
Other current non-financial liabilities	14	**696,724**	809,253
Other financial liabilities	12	**1,005,247**	2,040,749
Current income tax payable		**858**	5,826
Provisions		**54,012**	59,484
Total current liabilities		**4,322,090**	4,347,184
Liabilities directly associated with the assets classified as held for sale	4	**215,874**	57,648
Total equity and liabilities		**19,018,198**	20,278,287

* Certain amounts shown here do not correspond to the 2012 consolidated financial statements and reflect adjustments made as detailed in Note 2.3.

Open Joint Stock Company "Vimpel-Communications"
(a wholly-owned subsidiary of VimpelCom Ltd.)

Interim consolidated statement of changes in equity

for the three months ended 30 September 2013

		Attributable to the owners of the parent									
	Note	**Issued capital**	**Capital surplus**	**Other capital reserves**	**Retained earnings**	**Foreign currency translation reserve**	**Cash flow hedge reserve (Note 12)**	**Available-for-sale reserve (Note 12)**	**Total**	**Non-controlling interest**	**Total equity**
		(All amounts in thousands of US dollars unless otherwise stated)									
As of 30 June 2013 (unaudited)		**92**	**1,433,396**	**619,853**	**5,179,118**	**(883,780)**	**105**	**5,131**	**6,353,915**	**7,237**	**6,361,152**
Profit for the period		–	–	–	476,270	–	–	–	**476,270**	23,830	**500,100**
Other comprehensive income		–	–	–	–	51,822	5	14,224	**66,051**	(3,232)	**62,819**
Total comprehensive income		**–**	**–**	**–**	**476,270**	**51,822**	**5**	**14,224**	**542,321**	**20,598**	**562,919**
Dividends declared	16	–	–	–	(1,461,593)	–	–	–	**(1,461,593)**	(131)	**(1,461,724)**
Changes in fair value of options over non-controlling interests in subsidiaries	12	–	–	14,170	–	(3,565)	–	–	**10,605**	(24,849)	**(14,244)**
Gain of control over a former joint venture	5	–	–	–	–	3,102	–	–	**3,102**	30,345	**33,447**
Transactions under common control	4	–	–	(47,424)	–	5,590	–	–	**(41,834)**	(31,902)	**(73,736)**
As of 30 September 2013 (unaudited)		**92**	**1,433,396**	**586,599**	**4,193,795**	**(826,831)**	**110**	**19,355**	**5,406,516**	**1,298**	**5,407,814**

Open Joint Stock Company "Vimpel-Communications"
(a wholly-owned subsidiary of VimpelCom Ltd.)

Interim consolidated statement of changes in equity

for the nine months ended 30 September 2013

		Attributable to the owners of the parent									
	Note	**Issued capital**	**Capital surplus**	**Other capital reserves**	**Retained earnings**	**Foreign currency translation reserve**	**Cash flow hedge reserve (Note 12)**	**Available-for-sale reserve (Note 12)**	**Total**	**Non-controlling interest**	**Total equity**
		(All amounts in thousands of US dollars unless otherwise stated)									
As of 1 January 2013		**92**	**1,433,396**	**620,210**	**5,940,969**	**(519,903)**	**(3,309)**	**9,246**	**7,480,701**	**(10,524)**	**7,470,177**
Changes in accounting policies (Note 2.3)		–	–	–	(606,424)	(24,158)	–	–	**(630,582)**	–	**(630,582)**
As of 1 January 2013* (unaudited)		**92**	**1,433,396**	**620,210**	**5,334,545**	**(544,061)**	**(3,309)**	**9,246**	**6,850,119**	**(10,524)**	**6,839,595**
Profit for the period		–	–	–	1,499,779	–	–	–	**1,499,779**	48,595	**1,548,374**
Other comprehensive income		–	–	–	–	(285,590)	3,419	10,109	**(272,062)**	(5,469)	**(277,531)**
Total comprehensive income		**–**	**–**	**–**	**1,499,779**	**(285,590)**	**3,419**	**10,109**	**1,227,717**	**43,126**	**1,270,843**
Dividends declared	16	–	–	–	(2,615,959)	–	–	–	**(2,615,959)**	(131)	**(2,616,090)**
Changes in fair value of options over non-controlling interests in subsidiaries	12	–	–	13,599	–	(6,322)	–	–	**7,277**	(54,186)	**(46,909)**
Gain of control over a former joint venture	5	–	–	–	–	3,102	–	–	**3,102**	30,345	**33,447**
Share-based payment transactions		–	–	214	–	–	–	–	**214**	–	**214**
Divestment	6	–	–	–	(24,570)	450	–	–	**(24,120)**	24,570	**450**
Transactions under common control	4	–	–	(47,424)	–	5,590	–	–	**(41,834)**	(31,902)	**(73,736)**
As of 30 September 2013 (unaudited)		**92**	**1,433,396**	**586,599**	**4,193,795**	**(826,831)**	**110**	**19,355**	**5,406,516**	**1,298**	**5,407,814**

* Certain amounts shown here do not correspond to the 2012 consolidated financial statements and reflect adjustments made as detailed in Note 2.3.

Open Joint Stock Company "Vimpel-Communications"
(a wholly-owned subsidiary of VimpelCom Ltd.)

Interim consolidated statement of changes in equity

for the three months ended 30 September 2012

	Note	Attributable to the owners of the parent									
	Note	**Issued capital**	**Capital surplus**	**Other capital reserves**	**Retained earnings**	**Foreign currency translation reserve**	**Cash flow hedge reserve (Note 12)**	**Available-for-sale reserve (Note 12)**	**Total**	**Non-controlling interest**	**Total equity**
		(All amounts in thousands of US dollars unless otherwise stated)									
As of 30 June 2012 (unaudited)		**92**	**1,433,396**	**303,017**	**4,497,238**	**(866,801)**	–	**(13,347)**	**5,353,595**	**(12,512)**	**5,341,083**
Profit for the period		–	–	–	418,067	–	–	–	**418,067**	14,862	**432,929**
Other comprehensive income		–	–	–	–	273,301	(2,526)	35,830	**306,605**	5,762	**312,367**
Total comprehensive income		**–**	**–**	**–**	**418,067**	**273,301**	**(2,526)**	**35,830**	**724,672**	**20,624**	**745,296**
Dividends declared	16	–	–	–	–	–	–	–	–	(398)	**(398)**
Changes in fair value of options over non-controlling interests in subsidiaries	12	–	–	5,240	–	(485)	–	–	**4,755**	(17,764)	**(13,009)**
Divestment		–	–	–	–	–	–	–	–	125	**125**
Share-based payment transactions		–	–	179	–	–	–	–	**179**	–	**179**
As of 30 September 2012 (unaudited)		**92**	**1,433,396**	**308,436**	**4,915,305**	**(593,985)**	**(2,526)**	**22,483**	**6,083,201**	**(9,925)**	**6,073,276**

Open Joint Stock Company "Vimpel-Communications"
(a wholly-owned subsidiary of VimpelCom Ltd.)

Interim consolidated statement of changes in equity

for the nine months ended 30 September 2012

	Note	Attributable to the owners of the parent									
	Note	Issued capital	Capital surplus	Other capital reserves	Retained earnings	Foreign currency translation reserve	Cash flow hedge reserve (Note 12)	Available-for-sale reserve (Note 12)	Total	Non-controlling interest	Total equity
		(All amounts in thousands of US dollars unless otherwise stated)									
As of 1 January 2012		**92**	**1,433,396**	**311,933**	**4,265,292**	**(725,825)**	**–**	**–**	**5,284,888**	**35,056**	**5,319,944**
Profit for the period		–	–	–	1,268,824	–	–	–	**1,268,824**	37,819	**1,306,643**
Other comprehensive income		–	–	(1,444)	–	135,177	(2,526)	22,483	**153,690**	2,798	**156,488**
Total comprehensive income		**–**	**–**	**(1,444)**	**1,268,824**	**135,177**	**(2,526)**	**22,483**	**1,422,514**	**40,617**	**1,463,131**
Dividends declared	16	–	–	–	(618,811)	–	–	–	**(618,811)**	(398)	**(619,209)**
Changes in fair value of options over non-controlling interests in subsidiaries	12	–	–	7,857	–	(3,451)	–	–	**4,406**	(42,171)	**(37,765)**
Acquisition of non-controlling interest		–	–	(9,551)	–	–	–	–	**(9,551)**	644	**(8,907)**
Divestment		–	–	–	–	114	–	–	**114**	(43,673)	**(43,559)**
Share-based payment transactions		–	–	(359)	–	–	–	–	**(359)**	–	**(359)**
As of 30 September 2012 (unaudited)		**92**	**1,433,396**	**308,436**	**4,915,305**	**(593,985)**	**(2,526)**	**22,483**	**6,083,201**	**(9,925)**	**6,073,276**

The accompanying notes are an integral part of these interim condensed consolidated financial statements.

Interim consolidated statement of cash flows

for the nine months ended 30 September 2013 and 2012

	Note	Nine month ended 30 September 2013 (unaudited)	2012 (unaudited)
		(All amounts in thousands of US dollars unless otherwise stated)	
Operating activities			
Profit for the period		**1,548,374**	1,306,643
Income tax expense	8	**356,840**	390,995
Profit before tax		**1,905,214**	1,697,638
Non-cash adjustment to reconcile profit before tax to net cash flows:			
Depreciation	9	**1,102,270**	1,087,954
Impairment loss	6,7,10	**57,366**	17,168
Amortization	10	**199,303**	284,346
Loss on disposals of non-current assets	11	**24,652**	119,838
Finance income		**(290,920)**	(268,041)
Finance costs		**583,428**	635,620
Other non-operating losses, net		**7,639**	17,480
Net foreign exchange gain		**(64,543)**	(59,821)
Shares of profit of associates and joint ventures accounted for using the equity method		**(11,219)**	(58,732)
Movements in provisions		**17,232**	35,511
Operating profit before working capital adjustments, interest and income taxes		**3,530,422**	3,508,961
Working capital adjustments			
Change in trade and other receivables and prepayments		**(112,162)**	(88,986)
Change in inventories		**(38,651)**	23,286
Change in trade and other payables		**33,162**	109,815
Interest and income taxes			
Interest paid		**(577,645)**	(529,802)
Interest received		**86,291**	13,544
Income tax paid		**(367,269)**	(337,666)
Net cash flows from operating activities		**2,554,148**	2,699,152
Investing activities			
Proceeds from sale of property, equipment and intangible assets		**26,182**	34,924
Purchase of property, equipment and intangible assets		**(1,458,124)**	(1,421,441)
Issue of loans		**(1,337,121)**	(774,056)
Repayment of loans issued		**2,507,544**	72,794
Outflows to deposits, net		**(155,596)**	(660,224)
Proceeds from sale of available-for-sale financial asset		**5,051**	7,787
Proceeds from sale of associates		**11,467**	–
Proceeds from sale of shares in subsidiaries, net of cash disposed		**27,758**	(82,176)
Acquisition of subsidiaries, net of cash acquired	5	**1,799**	(1,494)
Receipt of dividends		**14,827**	1,155
Net cash flows used in investing activities		**(356,213)**	(2,822,731)
Financing activities			
Acquisition of non-controlling interest		–	(8,819)
Proceeds from borrowings, net of fees paid		**929,889**	1,262,917
Repayment of borrowings		**(1,518,548)**	(1,041,861)
Dividends paid to equity holders	16	**(1,155,081)**	–
Dividends paid to non-controlling interests		**(1,012)**	–
Net cash flows from financing activities		**(1,744,752)**	212,237
Net increase in cash and cash equivalents		**453,183**	88,658
Net foreign exchange difference		**(49,435)**	(11,518)
Cash and cash equivalents at beginning of period		**981,845**	653,461
Cash classified as asset held for sale	4	**(250,498)**	(12,244)
Cash and cash equivalents at end of period		**1,135,095**	718,357

The accompanying notes are an integral part of these interim condensed consolidated financial statements.

1. General information

Open Joint Stock Company "Vimpel-Communications" (**OJSC** "**VimpelCom**", together with its subsidiaries referred to as the "**Group**", "**VimpelCom**", the "**Company**" or "**we**") was registered in the Russian Federation ("**Russia**") on 15 September 1992 as a closed joint stock company, re-registered as an open joint stock company on 28 July 1993 and began full-scale commercial operations in June 1994.

The registered office of VimpelCom is located at Russian Federation, 127083, Moscow, Ulitsa 8-Marta, Dom 10, Building 14.

The interim condensed consolidated financial statements are presented in United States dollars ("**US dollars**" or "**US$**"), as this is the functional and reporting currency of our controlling shareholder VimpelCom Ltd. In these notes United States dollar amounts are presented in thousands as otherwise indicated and all values are rounded to the nearest thousand (USD thousand) unless otherwise indicated.

VimpelCom earns revenues by providing voice, data and other telecommunication services through a range of wireless, fixed and broadband internet services, as well as selling related equipment and accessories. As of 30 September 2013, the Company operated telecommunications services in Russia, Kazakhstan, Ukraine, Armenia, Uzbekistan, Georgia, Kyrgyzstan and Laos primarily under the "Beeline" brand name.

The unaudited interim condensed consolidated financial statements of the Company for the three and nine months ended 30 September 2013 were authorized for issue by General Director on 8 November 2013.

2. Basis of the interim condensed consolidated financial statements

2.1. Basis of preparation

The interim condensed consolidated financial statements have been prepared in accordance with International Accounting Standard ("**IAS**") 34 *Interim Financial Reporting*.

The interim condensed consolidated financial statements do not include all the information and disclosures required for a complete set of consolidated financial statements and should be read in conjunction with the Group's annual consolidated financial statements for the year ended 31 December 2012 prepared in accordance with International Financial Reporting Standards ("**IFRS**") as issued by the International Accounting Standards Board ("**IASB**").

VimpelCom maintains its accounting records and prepares its financial statements in accordance with the Regulations on Accounting, Reporting and tax legislation in the Russian Federation. VimpelCom's subsidiaries outside the Russian Federation maintain their accounting records in accordance with local regulations and tax legislation. The accompanying interim consolidated financial statements have been prepared from these accounting records and adjusted as necessary in order to comply with IFRS.

2. Basis of the interim condensed consolidated financial statements (continued)

2.1. Basis of preparation (continued)

The interim condensed consolidated financial statements have been prepared on a historical cost basis, unless disclosed otherwise.

The preparation of these interim condensed consolidated financial statements have required management to apply accounting policies and methodologies based on complex and subjective judgments, estimates based on past experience and assumptions determined to be reasonable and realistic based on the related circumstances. The use of these estimates and assumptions affects the amounts reported in the statement of financial position and the income statement as well as the notes. The final amounts for items for which estimates and assumptions are made in these interim condensed consolidated financial statements may differ from those reported in these statements due to the uncertainties that characterize the assumptions and conditions on which the estimates are based. The results for the interim period are not necessarily indicative of results for the full year. Certain amounts from the comparative 30 September 2012 period have been reclassified to conform to the current period presentation.

2.2. Basis of consolidation

The interim condensed consolidated financial statements comprise the financial statements of OJSC "VimpelCom" and its subsidiaries as of and for the three and nine month periods ended 30 September 2013.

Subsidiaries are fully consolidated from the date of acquisition, being the date on which the Company obtains control, and continue to be consolidated until the date when such control ceases.

Intercompany accounts and transactions within the Group have been eliminated.

Non-controlling interests are reported in the interim condensed consolidated statement of financial position as a separate component of equity. Non-controlling interests represent the equity in subsidiaries not attributable, directly or indirectly, to the owners of the parent. We refer to Note 12 for the effect of options over non-controlling interests.

2.3. New standards, interpretations and amendments adopted by the Group

The accounting policies adopted in the preparation of the interim condensed consolidated financial statements are consistent with those followed in the preparation of the Group's annual consolidated financial statements for the year ended 31 December 2012, except for the adoption of new standards and interpretations effective as of 1 January 2013.

The Group has adopted and applied IFRS 11 *Joint Arrangements,* effective 1 January 2013, which resulted in an adjustment of the annual consolidated financial statements for the year ended 31 December 2012 related to our accounting for our joint venture in Euroset Holding N.V. ("**Euroset**").

2. Basis of the interim condensed consolidated financial statements (continued)

2.3. New standards, interpretations and amendments adopted by the Group (continued)

IFRS 11 replaces IAS 31 *Interests in Joint Ventures* and SIC-13 *Jointly-controlled Entities Non-monetary Contributions by Venturers*. IFRS 11 removes the option to account for jointly controlled entities ("**JCEs**") using proportionate consolidation. Instead, JCEs that meet the definition of a joint venture under IFRS 11 must be accounted for using the equity method. Adoption of IFRS 11 allows for a modified retrospective application, whereby the Group may apply the standard retrospectively to the immediately preceding period only. The impact of adoption is further described below.

In the fourth quarter of 2012, following the requirements of IAS 28 *Investments in Associates and Joint Ventures*, VimpelCom was required to re-measure its 49.9% stake in Euroset to fair value due to the creation of a 50-50 joint venture with Lefbord Investments Limited, a company owned by OJSC MegaFon, one of our competitors in Russia, and its affiliate Garsdale Services Investment Limited (together "Megafon"). The re-measurement resulted in a gain of US$ 606,424, which is comprised of the fair value re-measurement of US$ 623,031, offset by the related accumulated translation difference of US$ 16,607. Under IFRS 11, despite the fact that the nature of the investment has changed (i.e., from an investment in associate to a joint venture), there is no re-measurement of the retained shareholding. Consequently, in 2013, the Company has adjusted the statement of financial position for 31 December 2012 to reverse the gain previously recognized via a decrease to the value of the investment in Euroset by US$ 623,031 (Investments in associates and joint ventures) and accumulated translation difference on this gain of US$ 7,551 and a corresponding adjustment to retained earnings, a reclassification within equity of the translation difference of US$ 16,607 from retained earnings to foreign currency translation.

Since the restatement from adopting IFRS 11 had no impact on the 2011 consolidated statement of financial position, there is no requirement under IFRS to present it.

Several other new standards and amendments apply for the first time in 2013. However, they are not expected to materially impact the annual consolidated financial statements of the Group. These include IFRS 10 *Consolidated Financial Statements*, IAS 19 (Revised 2011) *Employee Benefits*, amendments to IAS 1 *Presentation of Financial Statements,* IAS 32 *Tax Effects of Distributions to Holders of Equity Instruments* (Amendment), IAS 34 *Interim Financial Reporting and Segment Information for Total Assets and Liabilities* (Amendment). The application of IFRS 12 *Disclosure of Interest in Other Entities* may result in additional disclosures in the annual consolidated financial statements.

The disclosures in these interim condensed consolidated financial statements are impacted by the first time application of IFRS 13 *Fair Value Measurement,* where additional information about fair values is required to be presented in the interim periods, and amendments to IFRS 7 *Offsetting Financial Assets and Financial Liabilities (*Note 12), which require an entity to disclose information about rights to set-off and related arrangements (e.g., collateral agreements).

(All amounts in thousands of US dollars unless otherwise stated)

3. Seasonality of operations

Due to seasonality of the Group's operations, higher revenues and operating profits are usually expected in the third quarter of the year and the month of December. These expectations are mainly attributable to the increased demand for telecommunication services during the peak holiday seasons from private customers. This information is provided to allow for a proper assessment of the results, however management has concluded that this does not constitute a "highly seasonal" business as described by IAS 34 *Interim Financial Reporting*.

4. Disposal groups

Subsidiaries of the Company intend to restructure their ownership in Sky Mobile (Kyrgyzstan operator), KaR-Tel (Kazakhstan operator) and 2Day Telecom (Kazakhstan operator) whereby the ownership in these entities will be transferred from the Group to one of the subsidiaries of VimpelCom Ltd. The restructuring is expected to be completed within 12 months. The companies are presented in the "CIS" reportable segment (Note 7).

Assets and liabilities of the companies qualify as a disposal group under IFRS 5 *Non-current Assets Held for Sale and Discontinued Operations* and therefore have been presented as assets of disposal group classified as held for sale and liabilities directly associated with the assets classified as held for sale in the accompanying interim condensed consolidated statement of financial position as of 30 September 2013.

As of 30 September 2013 the major classes of assets and liabilities of KaR-Tel and 2Day Telecom were as follows:

	30 September 2013
Assets classified as held for sale:	
Property and equipment	583,444
Intangible assets	41,516
Goodwill	161,702
Non-current financial assets	88,118
Other non-current non-financial assets	12,186
Deferred income tax assets	18,159
Inventory	3,569
Trade accounts receivable	21,530
Other current non-financial assets	24,167
Other current financial assets	113,994
Cash and cash equivalents	228,894
Total assets of the disposal group	**1,297,279**
Liabilities directly associated with assets classified as held for sale:	
Non-current financial liabilities	12
Provisions, non-current	8,399
Trade and other payables	132,307
Other current non-financial liabilities	53,339
Current income tax payable	3,370
Total liabilities of the disposal group	**197,427**
Total net assets of the disposal group	**1,099,852**

(All amounts in thousands of US dollars unless otherwise stated)

4. Disposal groups (continued)

As of 30 September 2013 the major classes of assets and liabilities of Sky Mobile were as follows:

	30 September 2013
Assets classified as held for sale:	
Property and equipment	98,760
Intangible assets	13,232
Goodwill	244,292
Non-current financial assets	766
Inventory	1,820
Trade accounts receivable	5,733
Other current non-financial assets	2,803
Other current financial assets	50,035
Cash and cash equivalents	21,604
Total assets of the disposal group	**439,045**
Liabilities directly associated with assets classified as held for sale:	
Non-current financial liabilities	13
Deferred income tax liabilities	243
Trade and other payables	12,778
Other current non-financial liabilities	5,224
Current income tax payable	189
Total liabilities of the disposal group	**18,447**
Total net assets of the disposal group	**420,598**

The remaining part of assets of disposal groups classified as held for sale in the consolidated statement of financial position as of 30 September 2013 in the amount US$ 5,007 is represented by OJSC VimpelCom subsidiary LLC Investment consulting agency "Center of Commercial Property" belonging to "Russia" reportable segment.

Teta Telecom

On 29 August 2013 as part of the restructuring plan 99,99% stake in Teta Telecom (Kazakhstan operator) and its subsidiaries was transferred from the Group to one of the subsidiaries of VimpelCom Ltd.

As of 29 August 2013 the major classes of assets and liabilities of Teta Telecom and its subsidiaries were as follows:

	29 August 2013
Assets classified as held for sale:	
Property and equipment	129,152
Intangible assets	7,282
Trade accounts receivable	60,444
Other current non-financial assets	5,723
Other current financial assets	48
Cash and cash equivalents	3,086
Total assets of the disposal group	**205,735**
Liabilities directly associated with assets classified as held for sale:	
Provisions, non-current	88,560
Deferred income tax liabilities	14,332
Trade and other payables	27,250
Other current non-financial liabilities	263
Other current financial liabilities	1,594
Total liabilities of the disposal group	**131,999**
Total net assets of the disposal group	**73,736**

(All amounts in thousands of US dollars unless otherwise stated)

5. Business combination

Rascom

On 15 July 2013 VimpelCom obtained control over CJSC Rascom ("**Rascom**") after an update of its corporate documentation which resulted in obtaining the ability to unilaterally direct financial and operating activities of Rascom. Through that date, the investment in Rascom qualified as a joint venture and was accounted for following the equity method of accounting.

According to the valuation performed by independent appraisal in accordance with IFRS 3, the Company recognized the identifiable assets and liabilities in Rascom at fair values at the date when control was obtained:

	As of 15 July 2013
Cash and cash equivalents	1,799
Other current non-financial assets	24
Property and equipment	37,666
Intangible assets	23,085
Accounts receivable	7,195
Total assets acquired	**69,769**
Current liabilities	(5,822)
Non-current liabilities	(4,557)
Total liabilities assumed	**(10,379)**
Non-controlling interest	**(30,345)**
Cash consideration transferred	**–**
Settlement of pre-existing relationship	**(6,578)**
Fair value of equity interest in Rascom held before the business combination	**54,146**
Goodwill	**18,523**

The non-controlling interest ("**NCI**") in Rascom is 46%. Following this business combination the Company elected to measure the NCI as proportionate share of net assets acquired. Accordingly, the NCI of US$ 30,345 was recognized.

The excess of the investments over the fair value of the identifiable net assets of Rascom amounted to US$ 18,523 and was recorded as goodwill. The goodwill consists largely of the synergies and economies of scale expected from combining the operations of Rascom and VimpelCom.

The Company also recognized a gain of US$ 21,772 as a result of the re-measurement of its 54% equity interest in Rascom held before the business combination. The gain is included in other income in the interim consolidated income statement for the three and nine months ended 30 September 2013.

The revenue included in the interim consolidated income statement for the three and nine months ended 30 September 2013 since acquisition date contributed by Rascom was US$ 6,689. The Company also contributed profit of US$ 1,136 over the same period.

Unaudited consolidated pro forma revenue and profit attributable to the owners of the parent (before elimination of intercompany transactions) for the nine months ended 30 September 2013 as though Rascom had been consolidated from 1 January 2013 is US$ 8,339,219 and US$ 1,500,756, respectively.

(All amounts in thousands of US dollars unless otherwise stated)

6. Significant transactions

Sotelco

In late 2012, the Company decided it would dispose of its entire indirect 90.0% stake in Sotelco Ltd. ("**Sotelco**"), its Cambodian subsidiary and operator, and formalized a plan to do so. Pursuant to IFRS 5 *Non-current Assets Held for sale and Discontinued Operations* the assets and liabilities of Sotelco were classified as held for sale in the Consolidated Statement of Financial Position as of 31 December 2012 in the accompanying interim condensed consolidated financial statements. The company "Sotelco" was presented in the "All other" reportable segment. On 5 April 2013, VimpelCom entered into a sale and purchase agreement for its stake in Sotelco and on 19 April 2013 the disposal was completed. Sale of Sotelco did not have a material impact on the Company's results of operations.

According to the requirements of IFRS 5 *Non-current Assets Held for Sale and Discontinued Operations* net assets of Sotelco were remeasured to their fair value less cost to sell resulting in recognition of impairment loss in the amount of US$ 30,885 in the first quarter of 2013.

As of 19 April 2013 and 31 December 2012 Sotelco's (100%) carrying values were as follows:

	19 April 2013	31 December 2012
Assets:		
Property and equipment	**15,288**	29,367
Intangible assets	**13,887**	25,654
Other non-current non-financial assets	**8,486**	15,575
Trade accounts receivable	**1,395**	2,546
Inventory	**853**	864
Other current non-financial assets	**1,451**	1,972
Cash and cash equivalents	**4,429**	388
Total assets	**45,789**	76,366
Liabilities:		
Non-current financial liabilities	**–**	34,743
Provisions, non-current	**3,009**	2,979
Trade and other payables	**6,007**	6,723
Other current non-financial liabilities	**4,273**	7,924
Current financial liabilities	**–**	5,279
Total liabilities	**13,289**	57,648
Total net assets	**32,500**	18,718

7. Segment information

Management analyzes the Group's operating segments separately because of different economic environments and stages of development in different geographical areas, requiring different investment and marketing strategies. The Group's management does not analyze-assets, liabilities, depreciation and amortization by reportable segment, and therefore this information has not been presented in these financial statements. The segment data for acquired operations are reflected herein from the date of their respective acquisition.

(All amounts in thousands of US dollars unless otherwise stated)

7. Segment information (continued)

VimpelCom defined Russia, CIS (including Georgia), Ukraine as reportable segments based on the business activities in different geographical areas.

"All other" category includes Asia and headquarter expenses and other unallocated adjustments and eliminations.

Management evaluates the performance of the Group's segments on a regular basis, primarily based on earnings before interest, tax, depreciation, amortization, impairment loss, loss on disposals of non-current assets, other non-operating losses and shares of profit/(loss) of associates and joint ventures ("**EBITDA**").

Financial information by reportable segment for the three and nine month periods ended 30 September 2013 and 30 September 2012 is presented in the following tables.

Information by reportable segments for the three months ended 30 September 2013

	Russia	CIS	Ukraine	Total	All other	Group
Revenue						
External customers	2,281,255	478,227	12,513	**2,771,995**	20,460	**2,792,455**
Inter-segment	16,301	16,959	513	**33,773**	(33,773)	–
Total operating revenues	**2,297,556**	**495,186**	**13,026**	**2,805,768**	**(13,313)**	**2,792,455**
EBITDA	**979,620**	**241,847**	**1,773**	**1,223,240**	**(31,919)**	**1,191,321**
Other disclosures						
Capital expenditures	394,663	125,167	3,545	**523,375**	1,629	**525,004**
Impairment loss	–	–	(1,469)	**(1,469)**	(25,012)	**(26,481)**

Information by reportable segments for the nine months ended 30 September 2013

	Russia	CIS	Ukraine	Total	All other	Group
Revenue						
External customers	6,889,104	1,350,983	36,554	**8,276,641**	48,258	**8,324,899**
Inter-segment	47,145	47,745	1,672	**96,562**	(96,562)	–
Total operating revenues	**6,936,249**	**1,398,728**	**38,226**	**8,373,203**	**(48,304)**	**8,324,899**
EBITDA	**2,939,459**	**701,330**	**3,690**	**3,644,479**	**(131,289)**	**3,513,190**
Other disclosures						
Capital expenditures	970,180	295,825	5,764	**1,271,769**	3,004	**1,274,773**
Impairment loss	–	–	(1,469)	**(1,469)**	(55,897)	**(57,366)**

Information by reportable segments for the three months ended 30 September 2012

	Russia	CIS	Ukraine	Total	All other	Group
Revenue						
External customers	2,310,314	453,977	16,362	**2,780,653**	12,147	**2,792,800**
Inter-segment	16,183	23,998	1,920	**42,101**	(42,101)	–
Total operating revenues	**2,326,497**	**477,975**	**18,282**	**2,822,754**	**(29,954)**	**2,792,800**
EBITDA	**1,005,354**	**234,376**	**5,214**	**1,244,944**	**(3,957)**	**1,240,987**
Other disclosures						
Capital expenditures	321,227	90,450	929	**412,606**	35,802	**448,408**
Impairment loss	(17,168)	–	–	**(17,168)**	–	**(17,168)**

(All amounts in thousands of US dollars unless otherwise stated)

7. Segment information (continued)

Information by reportable segments for the nine months ended 30 September 2012

	Russia	CIS	Ukraine	Total	All other	Group
Revenue						
External customers	6,775,507	1,197,826	68,724	**8,042,057**	47,980	**8,090,037**
Inter-segment	43,613	69,667	7,345	**120,625**	(120,625)	–
Total operating revenues	**6,819,120**	**1,267,493**	**76,069**	**8,162,682**	**(72,645)**	**8,090,037**
EBITDA	**2,900,256**	**577,606**	**5,759**	**3,483,621**	**(10,171)**	**3,473,450**
Other disclosures						
Capital expenditures	819,553	255,876	6,877	**1,082,306**	221,630	**1,303,936**
Impairment loss	(17,168)	–	–	**(17,168)**	–	**(17,168)**

The following table provides the breakdown of operating revenues from external customers by mobile and fixed line services:

	Three months ended 30 September		Nine months ended 30 September	
	2013	**2012**	**2013**	**2012**
Mobile	**2,385,027**	2,373,871	**7,074,783**	6,818,967
Fixed line	**407,428**	418,929	**1,250,116**	1,271,070
Total	**2,792,455**	2,792,800	**8,324,899**	8,090,037

These business activities include the following operations: mobile primarily includes the providing of wireless telecommunication services to the Company's subscribers and other operators, fixed line primarily includes all activities for providing wireline telecommunication services, broadband and consumer Internet. VimpelCom provides both mobile and fixed line services in Russia and CIS.

The following table provides the reconciliation of consolidated EBITDA to consolidated profit:

	Three months ended 30 September		Nine months ended 30 September	
	2013	**2012**	**2013**	**2012**
EBITDA	**1,191,321**	1,240,987	**3,513,190**	3,473,450
Depreciation	**(337,018)**	(354,172)	**(1,102,270)**	(1,087,954)
Amortization	**(55,932)**	(89,676)	**(199,303)**	(284,346)
Impairment loss	**(26,481)**	(17,168)	**(57,366)**	(17,168)
Loss on disposals of non-current assets	**(16,593)**	(22,040)	**(24,652)**	(119,838)
Finance costs	**(182,783)**	(212,718)	**(583,428)**	(635,620)
Finance income	**91,390**	94,863	**290,920**	268,041
Other non-operating losses, net	**(20,039)**	(33,768)	**(7,639)**	(17,480)
Shares of profit of associates and joint ventures accounted for using the equity method	**4,946**	39,113	**11,219**	58,732
Net foreign exchange gain/(loss)	**(17,982)**	(101,233)	**64,543**	59,821
Income tax expense	**(130,729)**	(111,259)	**(356,840)**	(390,995)
Profit for the period	**500,100**	432,929	**1,548,374**	1,306,643

(All amounts in thousands of US dollars unless otherwise stated)

8. Income taxes

Current tax is the expected tax expense, payable or receivable on the taxable income or loss for the year or period, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous periods.

Income tax expense consisted of the following for the three and nine months ended 30 September:

	Three months ended 30 September		Nine months ended 30 September	
	2013	**2012**	**2013**	**2012**
Income taxes				
Current income taxes	**137,737**	115,593	**463,884**	421,328
Deferred income taxes	**(7,008)**	(4,334)	**(107,044)**	(30,333)
Income tax expense reported in the income statement	**130,729**	111,259	**356,840**	390,995

The income tax effect of foreign currency hedge derivatives on other comprehensive income during three and nine months ended 30 September 2013 and 2012 was immaterial.

The Company's effective income tax rate decreased during the nine month periods ended 30 September 2013 as compared to the nine month periods ended 30 September 2012 primarily due to decrease in anticipated future dividends of subsidiaries and recognition of tax losses carry forward, previously unrecognised.

9. Property and equipment

During the nine months ended 30 September 2013 and 2012 the Company had the following changes in property and equipment:

		Nine months ended 30 September	
	Note	**2013**	**2012**
Opening net book value as of 1 January		**7,763,187**	7,245,361
Additions		**1,184,904**	1,201,199
Net book value of assets disposed	11	**(52,198)**	(136,774)
Translation adjustment		**(373,131)**	228,104
Depreciation charge		**(1,102,270)**	(1,087,954)
Assets reclassified as held for sale	4	**(811,356)**	(65,121)
Gain of control over a former joint venture	5	**37,666**	–
Impairment	7	**(788)**	(17,168)
Divestment of subsidiary		**–**	(17,210)
Closing net book value as of 30 September		**6,646,014**	7,350,437

Capitalized borrowing costs

VimpelCom capitalized borrowing costs in the cost of property and equipment in the amount of US$ 35,531 and US$ 52,098 for the nine months ended 30 September 2013 and 2012, respectively. The rate used to determine the amount of borrowing costs eligible for capitalization is 8.56% and 8.7% for the nine months ended 30 September 2013 and 2012, respectively.

(All amounts in thousands of US dollars unless otherwise stated)

10. Intangible assets and goodwill

During the nine months ended 30 September 2013 and 2012 the Company had the following changes in intangible assets and goodwill:

		Nine months ended 30 September			
		2013		**2012**	
	Note	**Other intangible assets**	**Goodwill**	**Other intangible assets**	**Goodwill**
Opening net book value as of 1 January		**1,067,164**	**3,603,922**	1,217,158	3,479,464
Additions		**89,869**	**–**	106,079	–
Reclassification		**–**	**–**	7,735	(7,735)
Net book value of assets disposed	11	**(1,448)**	**–**	(38,403)	–
Translation adjustment		**(50,198)**	**(177,243)**	30,357	103,575
Gain of control over a former joint venture	5	**23,085**	**18,523**	–	–
Impairment	7	**(681)**	**(25,012)**	–	–
Amortization charge		**(199,303)**	**–**	(284,346)	–
Assets reclassified as held for sale	4	**(62,030)**	**(405,994)**	(28,947)	–
Closing net book value as of 30 September		**866,458**	**3,014,196**	1,009,633	3,575,304

Goodwill is tested for impairment annually (at 1 October) and when circumstances indicate the carrying value may be impaired. The Company’s impairment test for goodwill is primarily based on value-in-use calculations that use a discounted cash flow model. The key assumptions used to determine the recoverable amount for the different cash generating units were disclosed in the annual financial statements for the year ended 31 December 2012.

As a result of the revisions to the business plan in Laos, the Company tested for impairment as of 30 September 2013 and recognised an impairment loss in amount of US$ 25,012. The impairment is allocated to the operating segment "All other".

11. Loss on disposals of non-current assets

Assets with a net book value of US$ 53,646 and US$ 175,177 were disposed of by the Group during the nine months ended 30 September 2013 and 30 September 2012, respectively, resulting in a net loss on disposal of US$ 24,652 and US$ 119,838 for the nine months ended 30 September 2013 and 30 September 2012, respectively.

The main part of the loss for nine months ended 30 September 2012 relates to the write off of Ukraine assets.

(All amounts in thousands of US dollars unless otherwise stated)

12. Financial assets and liabilities

The Company has the following financial instruments, other than cash and cash equivalents, as of 30 September 2013:

	Loans and receivables	Available-for-sale	Fair value through profit or loss	Fair value through other comprehensive income
Financial assets:				
Loans	567,008	–	–	–
Interest receivable	36,632	–	–	–
Options over non-controlling interest	–	–	36,322	–
Equity instruments	–	99,727	–	–
Other financial assets	12,576	–	–	–
Total non-current	**616,216**	**99,727**	**36,322**	**–**
Loans	3,171,255	–	–	–
Interest receivable	216,967	–	–	–
Bank deposits	24,860	–	–	–
Trade and other receivables	606,943	–	–	–
Foreign currency forward contracts	–	–	1,185	692
Total current	**4,020,025**	**–**	**1,185**	**692**
Total	**4,636,241**	**99,727**	**37,507**	**692**
Financial liabilities:				
Interest bearing loans and borrowings	8,208,750	–	–	–
Interest payable	8,930	–	–	–
Options over non-controlling interest	–	–	200,271	–
Total non-current	**8,217,680**	**–**	**200,271**	**–**
Trade and other payables	1,111,127	–	–	–
Dividends payables	1,454,122	–	–	–
Interest bearing loans and borrowings	569,874	–	–	–
Interest payable	147,031	–	–	–
Options over non-controlling interest	–	–	288,342	–
Total current	**3,282,154**	**–**	**288,342**	**–**
Total	**11,499,834**	**–**	**488,613**	**–**

Loans granted and Interest receivable

Loans granted and Interest receivable are mostly represented by Loans granted to related parties and the amount of interest due on them as further described in Note 17.

Available-for-sale financial assets

Available-for sale financial assets include investment in shares of VimpelCom Ltd. The fair value of the quoted equity shares is determined by reference to published price quotations in an active market. As part of stock-based compensation program of VimpelCom Ltd., VC ESOP N.V., a subsidiary of the Company, holds shares of VimpelCom Ltd. The number of VimpelCom Ltd. shares held by VC ESOP N.V. was 8,487,396 and 8,996,457 as of 30 September 2013 and 31 December 2012, respectively.

12. Financial assets and liabilities (continued)

Available-for-sale financial assets (continued)

Impairment of available-for-sale financial investments

For available-for-sale financial investments, the Company assesses at each reporting date whether there is objective evidence that an investment or a group of investments is impaired. In the case of equity investments classified as available-for-sale, objective evidence would include a significant or prolonged decline in the fair value of the investment below its cost. Based on these criteria, the Company identified no impairment on an available-for-sale investment as of 30 September 2013.

Derivative financial instruments

VimpelCom uses derivative instruments, including swaps, forward contracts and options to manage certain foreign currency and interest rate exposures. The Company views derivative instruments as risk management tools and does not use them for trading or speculative purposes.

All derivatives are accounted for on a fair value basis and the changes in fair value are recorded in the income statement, except for options over non-controlling interests and derivative instruments which are accounted for using cash flow hedge accounting. The changes in carrying value are recorded in either equity or in the income statement, as further described below.

Cash flows from derivative instruments are reported in the section in the statement of cash flows where the underlying cash flows are recorded.

Significant change in financial liabilities

On 19 April 2013, VimpelCom repaid debt in full with all other amounts outstanding to China Construction Bank under Buyer Credit Loan Agreements signed on 28 September 2009 and on 30 September 2010 in the amount of US$ 20,677. Significant changes in financial liabilities also relate to the Loans received from related parties and the amount of interest due on them as further described in Note 17.

Put and call options over non-controlling interest

Limnotex

On 24 August 2011 the Company entered into put and call agreements of up to 28.5% shares in its indirect subsidiary, Limnotex Developments Ltd. ("**Limnotex**"), which owns 100% of KaR-Tel, Kazakhstan. Based on the agreement, – Crowell Investments Limited ("**Crowell**"), the non-controlling shareholder of Limnotex, holds two put options for Limnotex shares: the first put option for 13.5% is exercisable during 2013 at a fixed price of US$ 297,000 and the second put option for 15% is exercisable during 2017 at a fixed price of US$ 330,000. The put options granted to non-controlling interests give rise to a financial liability, which is initially measured at the present value of the redemption amount. Therefore, the Company accounted for a liability regarding these arrangements of US$ 488,613 as of 30 September 2013 and US$ 441,704 as of 31 December 2012, representing the fair value determined as the present value of the underlying redemption amount; whereas the change in the fair value of the underlying redemption amount is recorded in equity since there is no present access to benefits over all shares held by non-controlling shareholders. The outcome is dependent on discount rate – in case the rate increases for 1 pp the liability will decrease for US$ 8,046, in case the rate decreases for 1 pp the liability will increase for US$ 8,408.

(All amounts in thousands of US dollars unless otherwise stated)

12. Financial assets and liabilities (continued)

Put and call options over non-controlling interest (continued)

The call options as amended allow the Company to acquire the total of 28.5% of Limnotex shares at a multiple of EBITDA. Both options are exercisable during the period between April 2012 and May 2018. The call options do not give the Company present ownership rights. The call options are accounted for as a financial asset at fair value through profit and loss and accounted for as an asset regarding these arrangements of US$ 36,322 and US$ 81,092 as of 30 September 2013 and 31 December 2012, representing the fair value of the options as of 30 September 2013 and 31 December 2012. The fair value of the options was determined based on expected exercise period in May 2018 and estimated exercise price of US$ 1,458,196. The outcome is influenced by changes in exercise period and exercise price as well as historic volatility of stock prices of telecommunication companies.

Fair values

Set out below is a comparison by class of the carrying amounts and fair value of the Company's financial instruments as of 30 September 2013:

	Carrying amount	Fair value
Financial assets:		
Loans	567,008	785,537
Interest receivable	36,632	50,242
Options over non-controlling interest	36,322	36,322
Equity instruments	99,727	99,727
Other financial assets	12,576	12,576
Total non-current	**752,265**	**984,404**
Loans	3,171,255	3,296,835
Interest receivable	216,967	225,398
Bank deposits	24,860	24,860
Trade and other receivables	606,943	606,943
Foreign currency forward contracts	1,878	1,878
Total current	**4,021,903**	**4,155,914**
Total	**4,774,168**	**5,140,318**
Financial liabilities:		
Interest bearing loans and borrowings	8,208,750	8,475,034
Interest payable	8,930	8,884
Options over non-controlling interest	200,271	200,271
Total non-current	**8,417,951**	**8,684,189**
Trade and other payables	1,111,127	1,111,127
Dividends payable	1,454,122	1,454,122
Interest bearing loans and borrowings	569,874	609,809
Interest payable	147,031	147,117
Options over non-controlling interest	288,342	288,342
Total current	**3,570,496**	**3,610,517**
Total	**11,988,447**	**12,294,706**

(All amounts in thousands of US dollars unless otherwise stated)

12. Financial assets and liabilities (continued)

Fair values (continued)

The fair value of the financial assets and liabilities are included at the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value of our publicly traded bonds was estimated based on quoted market prices. The fair value of other loans and borrowings was determined using discounted cash flows under the agreement at the rate applicable for the instruments with similar maturity and risk profile.

Fair value hierarchy

All financial instruments for which fair value is recognized or disclosed are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 – Quoted market prices in an active market (that are unadjusted) for identical assets or liabilities

Level 2 – Valuation techniques (for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable)

Level 3 – Valuation techniques (for which the lowest level input that is significant to the fair value measurement is unobservable)

For financial instruments that are recognized at fair value on a recurring basis, the Group determines whether transfers have occurred between Levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period (including interim reporting periods).

As at 30 September 2013, the Company held the following classes of financial instruments measured at fair value:

	30 September 2013	**(Level 1)**	**(Level 2)**	**(Level 3)**
Financial assets measured at fair value				
Options over non-controlling interest	**36,322**	–	–	36,322
Foreign exchange contracts	**1,878**	–	1,878	–
Equity instruments	**99,727**	99,727	–	–
Financial liabilities measured at fair value				
Options over non-controlling interest	**488,613**	–	–	488,613

During the nine months period ended 30 September 2013, there were no transfers between Level 1 and Level 2 fair value measurements, and no transfers into or out of Level 3 fair value measurements.

(All amounts in thousands of US dollars unless otherwise stated)

12. Financial assets and liabilities (continued)

Fair value hierarchy (continued)

The movement of financial instruments measured at the fair value using unobservable inputs (Level 3) is presented below:

	As of 30 June 2013	Change in fair value reported in earnings	Change in fair value reported in equity	As of 30 September 2013
Financial assets at fair value through profit or loss				
Options over non-controlling interest	**73,803**	(37,481)	–	**36,322**
Total financial assets at fair value	**73,803**	**(37,481)**	**–**	**36,322**
Financial liabilities at fair value through profit or loss				
Options over non-controlling interest	**474,369**	–	14,244	**488,613**
Total financial liabilities at fair value	**474,369**	**–**	**14,244**	**488,613**

	As of 31 December 2012	Change in fair value reported in earnings	Change in fair value reported in equity	As of 30 September 2013
Financial assets at fair value through profit or loss				
Options over non-controlling interest	**81,092**	(44,770)	–	**36,322**
Total financial assets at fair value	**81,092**	**(44,770)**	**–**	**36,322**
Financial liabilities at fair value through profit or loss				
Options over non-controlling interest	**441,704**	–	46,909	**488,613**
Total financial liabilities at fair value	**441,704**	**–**	**46,909**	**488,613**

Valuation technique

The Company measures the fair value of quoted equity instruments by reference to published price quotations in an active market (Level 1).

The Company measures the fair value of derivatives on a recurring basis, using observable inputs (Level 2), such as LIBOR, EURIBOR and swap curves, basis swap spreads and foreign exchange rates, floating rates with present value techniques.

The Company measures the fair value options over non-controlling interests on a recurring basis, using unobservable inputs (Level 3) such as projected redemption amounts, volatility, fair value of underlying shares using income approach with present value techniques and the Black-Scholes model.

Offsetting arrangements

The Company did not enter into any offsetting arrangements or other related contracts that would impact the Company’s financial position or reported performance.

(All amounts in thousands of US dollars unless otherwise stated)

13. Inventory

The cost of inventories recognised as an expense is mainly reported in the income statement line "Cost of equipment and accessories" of the interim consolidated income statement. The remaining cost of inventories recognised as an expense including write down amounted to US$ 74,705 and US$ 72,014 for the nine months ended 30 September 2013 and 2012, respectively, and US$ 39,569 and US$ 37,727 for the three months ended 30 September 2013 and 2012, respectively, and was reported in the income statement lines "Service costs" and "Selling, general and administrative expenses".

14. Other non-financial assets and liabilities

Other non-current non-financial assets consisted of the following as of:

	30 September 2013	31 December 2012
Deferred costs related to connection fees	**9,325**	10,750
Other long-term assets	**6,604**	7,481
Other non-current non-financial assets	**15,929**	18,231

Other current non-financial assets consisted of the following as of:

	30 September 2013	31 December 2012
Input value added tax	**112,821**	122,287
Advances to suppliers	**93,582**	73,211
Prepaid taxes	**6,459**	2,024
Deferred costs related to connection fees	**3,801**	11,404
Other assets	**3,383**	3,504
Other current non-financial assets	**220,046**	212,430

Other non-current non-financial liabilities consisted of the following as of:

	30 September 2013	31 December 2012
Long-term deferred revenue	**34,737**	40,199
Other non-current liabilities	**2,396**	195
Other non-current non-financial liabilities	**37,133**	40,394

Other current non-financial liabilities consisted of the following as of:

	30 September 2013	31 December 2012
Other taxes payable	**268,987**	208,161
Customer advances, net of VAT	**260,980**	393,463
Due to employees	**94,961**	110,338
Short-term deferred revenue	**34,631**	35,404
Customer deposits	**30,041**	52,783
Other liabilities	**7,124**	9,104
Other current non-financial liabilities	**696,724**	809,253

(All amounts in thousands of US dollars unless otherwise stated)

15. Cash and cash equivalents

Cash and cash equivalents consisted of the following items as of:

	30 September 2013	31 December 2012
Cash at banks and on hand	**1,096,402**	946,285
Short-term deposits with the original maturity of less than 90 days	**38,693**	35,560
Total cash and cash equivalents	**1,135,095**	981,845

Cash at banks earn interest at floating rates based on daily bank rates. Short-term deposits are made for varying periods of between one day and three months, depending on the immediate cash requirements of the Company, and earn interest at the respective short-term deposit rates.

The cash balances as of 30 September 2013 in Uzbekistan of US$ 210,423 (31 December 2012: US$ 105,113) are restricted for the use of the Company due to the local government central bank restrictions. The restrictions have effect on international payments only, while such cash can be used for transactions within the country.

16. Dividends

	Nine months ended 30 September	
	2013	2012
Dividends declared during the period:		
Interim dividends for 2013:	**1,461,593**	–
Final dividends for 2012:	**1,154,366**	–
Final dividends for 2011:	**–**	618,811
Total	**2,615,959**	618,811

On 24 May 2013, in the Annual General Meeting of Shareholders the decision was adopted: (i) to pay annual dividends to holders of common registered shares based on financial results for the year ended 31 December 2012 in the amount of RUR 708.433 (the equivalent to US dollars 0.02251 as of 24 May 2013) per common share for the total amount of RUR 36,329.17 million (the equivalent to US$ 1,154,366 as of 24 May 2013) for all common registered shares in the aggregate within 60 days from the date this decision is approved; and (ii) to pay annual dividends to holders of preferred registered shares of type "A" based on financial results for the year ended 31 December 2012 in the amount of 0.1 kopecks (the equivalent to US cents 0.003 as of 24 May 2013) per preferred type "A" registered share for a total amount of RUR 6,426.60 (the equivalent to US$ 0.204 as of 24 May 2013) for all preferred type "A" registered shares in the aggregate within 60 days from the date this decision is approved.

During May 2013 VimpelCom paid all dividends to the shareholders based on financial results for the year ended 31 December 2012 in the total amount of RUR 34,512.72 million (the equivalent to US$ 1,097,327 as of payment dates), net of tax withheld. In accordance with Russian tax legislation, VimpelCom withheld and paid to tax authorities tax on dividend payments in the amount of RUR 1,816.46 million (the equivalent to US$ 57,754 as of payment dates).

16. Dividends (continued)

On 27 September 2013, in the Extraordinary General Meeting of Shareholders the decision was adopted: (i) to pay dividends to holders of common registered shares based on financial results for a half of the year ended 30 June 2013 in the amount of RUR 917 (the equivalent to US dollars 0.028502 as of 27 September 2013) per common share for the total amount of RUR 47,024.70 million (the equivalent to US$ 1,461,593 as of 27 September 2013) for all common registered shares in the aggregate within 60 days from the date this decision is approved; and (ii) to pay dividends to holders of preferred registered shares of type "A" based on financial results for a half of the year ended 30 June 2013 in the amount of 0.05 kopecks (the equivalent to US cents 0.0016 as of 27 September 2013) per preferred type "A" registered share for a total amount of RUR 3,213.30 (the equivalent to US$ 0.099 as of 27 September 2013) for all preferred type "A" registered shares in the aggregate within 60 days from the date this decision is approved.

On 1 October 2013 VimpelCom paid the first tranche of dividends to the shareholders based on financial results for a half of the year ended 30 June 2013 in the amount of RUR 22,373.29 million (the equivalent to US$ 688,750 as of 1 October 2013), net of tax withheld. In accordance with Russian tax legislation, VimpelCom withheld a tax on dividend payments in the amount of RUR 1,177.54 million (the equivalent to US$ 36,250 as of 1 October 2013).

On 8 November 2013 VimpelCom paid the second tranche of dividends to the shareholders based on financial results for a half of the year ended 30 June 2013 in the amount of RUR 14,919.22 million (the equivalent to US$ 460,750 as of 8 November 2013), net of tax withheld. In accordance with Russian tax legislation, VimpelCom withheld a tax on dividend payments in the amount of RUR 785.22 million (the equivalent to US$ 24,250 as of 8 November 2013).

17. Related parties

As of 30 September 2013 OJSC VimpelCom is a wholly-owned subsidiary of VimpelCom Ltd. As of 30 September 2013 VimpelCom Ltd. is primarily owned by two major shareholders: Altimo Coöperatief, a member of the Alfa group of companies (hereafter: Alfa Group), and Telenor East Holding II AS, a member of the Telenor group of companies (hereafter: Telenor). VimpelCom Ltd. has no ultimate controlling shareholder.

(All amounts in thousands of US dollars unless otherwise stated)

17. Related parties (continued)

The following tables provide the total amount of transactions that have been entered into with related parties and balances of accounts with them for the relevant financial periods:

	For the three months ended 30 September		**For the nine months ended 30 September**	
	2013	**2012**	**2013**	**2012**
Revenue from Alfa Group	**2,540**	1,452	**7,523**	4,547
Revenue from Telenor	**388**	420	**1,239**	981
Revenue from Kyivstar	**21,263**	12,870	**36,018**	36,186
Revenue from associates	**3,569**	16,539	**6,881**	40,131
Revenue from joint venture	**5,854**	–	**29,995**	605
Revenue from Teta Telecom	**4,890**	–	**4,890**	–
Revenue from other related parties	**2,739**	592	**8,568**	3,872
	41,243	31,873	**95,114**	86,322
Services from Alfa Group	**2,652**	24	**8,293**	81
Services from Telenor	**2,701**	754	**4,514**	2,185
Services from Kyivstar	**34,057**	20,169	**87,681**	77,657
Services from associates	–	46,662	**4,713**	143,131
Services from joint ventures	**15,834**	2,539	**50,566**	4,533
Services from Teta Telecom	**10,803**	–	**10,803**	–
Services from VimpelCom Ltd. or its subsidiaries	**33,958**	1,861	**88,771**	7,074
Services from other related parties	–	434	**17**	2,126
	100,005	72,443	**255,358**	236,787
Finance income from VimpelCom Ltd. or its subsidiaries	**87,553**	81,885	**276,272**	245,935
Finance costs from VimpelCom Ltd. or its subsidiaries	**15,239**	–	**33,299**	–
Finance costs from Kyivstar	**–**	19,996	**–**	56,775
Other gain from other related parties	**25**	1,085	**12,248**	8,634
Other loss from other related parties	**4,746**	2,568	**5,659**	4,265

(All amounts in thousands of US dollars unless otherwise stated)

17. Related parties (continued)

	30 September 2013	31 December 2012
Accounts receivable from Alfa Group	**3,988**	4,457
Accounts receivable from Telenor	**2,891**	3,685
Accounts receivable from Kyivstar	**10,292**	16,274
Accounts receivable from associates	**1**	14,370
Accounts receivable from joint ventures	**19,640**	46,137
Accounts receivable from Teta Telecom	**4,484**	–
Accounts receivable from VimpelCom Ltd. or its subsidiaries	**12,887**	24,296
Accounts receivable from other related parties	**46**	–
	54,229	109,219
Assets directly associated with assets classified as held for sale:		
Accounts receivable from Kyivstar	**129**	–
Accounts receivable from associates	**16,955**	–
Accounts receivable from Teta Telecom	**209**	–
	17,293	–
Accounts payable to Alfa Group	**69**	1
Accounts payable to Telenor	**1,536**	773
Accounts payable to Kyivstar	**17,047**	14,142
Accounts payable to associates	**–**	4,001
Accounts payable to joint ventures	**24,839**	24,866
Accounts payable to Teta Telecom	**4,291**	–
Accounts payable to VimpelCom Ltd. or its subsidiaries	**57,205**	47,687
Dividends payable to to VimpelCom Ltd.	**1,453,849**	–
	1,558,836	91,470
Liabilities directly associated with assets classified as held for sale:		
Accounts payable to Kyivstar	**144**	–
Accounts payable to associates	**1,529**	–
Accounts payable to Teta Telecom	**50,465**	–
	52,138	–
Long-term loans granted to VimpelCom Ltd. or its subsidiaries	**3,738,221**	4,859,337
Interest receivable from VimpelCom Ltd. or its subsidiaries	**253,434**	89,750
Loans from VimpelCom Ltd. or its subsidiaries	**847,199**	–
Interest payable to VimpelCom Ltd. or its subsidiaries	**43,891**	–
Finance lease arrangements with joint ventures	**–**	9,936
Liabilities directly associated with assets classified as held for sale:		
Long-term loans granted to Teta Telecom	**88,093**	–
Interest receivable from Teta Telecom	**315**	–
Loans from VimpelCom Ltd. or its subsidiaries	**–**	20,262

VimpelCom maintains bank accounts in Alfa Bank (member of the Alfa Group), which are used for payroll and other payments in the ordinary course of business. The balances in these bank accounts were US$ 18,300 and US$ 64,111 at 30 September 2013 and 31 December 2012.

On 13 May 2011, OJSC VimpelCom signed the agreement to grant an unsecured loan to VimpelCom Amsterdam Finance B.V., a subsidiary of VimpelCom Ltd. The loan matures on 31 May 2014. The interest rate is 8.72% per annum. The loan is denominated in US dollars. As of 30 September 2013 the amount of debt outstanding under this loan agreement was US$ 3,129,493. Under the agreement, VimpelCom may grant additional US$ 288,243.

17. Related parties (continued)

On 10 December 2010, VimpelCom signed the agreement to grant a renewable loan to VimpelCom Ltd. Under the agreement, VimpelCom may grant loan in the maximum amount of US$ 100,000.The interest rate is 6.5% per annum. Maturity date under loan agreement is 13 December 2014. The loan is denominated in US dollars. On 13 February 2013 the loan was fully repaid in the amount of US$ 100,000.

On 7 October 2010, VimpelCom signed the agreement to grant a loan to VimpelCom Ltd. In March 2013 accrued interest on the loan with VimpelCom Ltd. for the year 2012 in amount of US$ 45,289 was added to loan principal. As of 30 September 2013 the principal amount of debt outstanding under this loan agreement was US$ 561,469. The loan matures on 31 December 2070. The interest rate is LIBOR+7.5% per annum. The loan is denominated in US dollars.

On 22 August 2011, OJSC VimpelCom signed the agreement to grant an unsecured renewable loan to VimpelCom Holdings B.V. Under the agreement, OJSC VimpelCom may grant maximum US$ 500,000. For the period ended 30 September 2013 US$ 415,000 was repaid and US$ 200,000 was borrowed under the agreement. In September 2013 the loan was fully repaid. The loan matures on 30 August 2014. The interest rate is 6.5% per annum. The loan is denominated in US dollars.

On 16 March 2011, OJSC VimpelCom signed the agreement to grant an unsecured renewable loan to VimpelCom Amsterdam B.V. Under the agreement, OJSC VimpelCom may grant loan in the maximum amount of US$ 500,000. The interest rate is 6.5% per annum. On 13 February 2013 the loan was fully repaid in amount of US$ 350,000. The loan is denominated in US dollars.

On 15 February 2013, OJSC VimpelCom granted a loan to VimpelCom Holdings B.V. under the agreement dated 13 February 2013 in amount of US$ 750,000. The loan matures on 31 May 2013. The interest rate is 2% per annum. The loan is denominated in US dollars. As of 30 September 2013 the loan was fully repaid in amount of US$ 750,000.

On 19 February 2013, OJSC VimpelCom granted an additional loan to VimpelCom Holdings B.V. under the agreement dated 13 February 2013 in amount of US$ 50,000. The loan matures on 31 May 2013. The interest rate is 2% per annum. The loan is denominated in US dollars. On 30 May 2013 the loan was fully repaid in amount of US$ 50,000.

On 14 February 2013 OJSC VimpelCom signed a renewable facility agreement with VimpelCom Holdings B.V. Under the agreement, VimpelCom Holdings B.V. may grant loan in the maximum amount of RUR 12 billion (the equivalent to US$ 399,079 as of 14 February 2012). On 19 February 2013 OJSC VimpelCom drew down the loan in amount of RUR 12 billion. As of 30 September 2013 the principal amount of debt outstanding under this loan agreement was RUR 12 billion (the equivalent to US$ 370,999 US as of 30 September 2013). The loan matures on 13 February 2018. The interest rate is 9.6% per annum. The loan is denominated in Russian rubles.

On 22 April 2013 OJSC VimpelCom entered into renewable loan facility agreement with Weather Capital Special Purpose 1 S.A. in the total amount of US$ 400,000. On 24 April 2013 VimpelCom drew down the loan in full amount. As of 30 September 2013 the principal amount of debt outstanding under this loan agreement was US$ 400,000.The loan matures on 25 October 2021. The interest rate is 5.75% per annum. The loan is denominated in US dollars.

17. Related parties (continued)

On 19 April 2013, VimpelCom repaid debt to VimpelCom Amsterdam B.V. in the amount of US$ 20,000 granted under the agreement dated 8 June 2012.

On 14 August 2013, OJSC VimpelCom granted a loan to Vimpelcom Amsterdam B.V. under the agreement dated 31 July 2013 in amount of US$ 131,000. The loan matures on 14 January 2014. The interest rate is 3.3% per annum. The loan is denominated in US dollars. As of 26 September 2013 the loan was fully repaid.

18. Commitments, contingencies and uncertainties

Commitments

Telecom Licenses Capital Commitments

The Company's ability to generate revenues in all countries it operates is dependent upon the operation of the wireless telecommunications networks authorized as of 30 September 2013 under its various licenses for mobile radiotelephony communications services under GSM-900/1800, "3G" (IMT-2000 / WCDMA / UMTS) and "4G" (LTE). Under the license agreements operating companies are subject to certain commitments including territory or population coverage, level of capital expenditures, and number of base stations to be fulfilled within a the certain timeframe and other commitments. After expiration of the license, our operating companies might be subject to additional payments for renewals as well as new license capital and other commitments.

On 12 July 2012 OJSC VimpelCom was awarded licenses to provide services over the LTE standard and its further modifications. The licenses allow the Company to provide services using radio-electronic devices via networks that use the LTE standard and its further modifications in the territory of the Russian Federation. The licenses were provided on condition that the Company will invest at least RUR 15 billion into LTE network construction per annum (equivalent to US$ 463,749 at the exchange rate as of 30 September 2013) where the first year is the period from 12 July 2012 till 1 December 2013 – and from this time forth – every artificial year till the technical feasibility of providing services over the LTE standard and its further modifications in the territory of the Russian Federation will be in compliance with the awarded licenses but before 1 December 2019.

Apple

On 31 March 2011, VimpelCom and Apple signed an amendment to an existing agreement regarding VimpelCom's purchase of iPhones from Apple ("the Amendment"). Under the Amendment, specified numbers of iPhone handsets should be ordered by the Company between 1 April 2011 and 31 March 2013. In the first quarter of 2013 VimpelCom and Apple agreed to extend the term of the iPhone agreement to 31 May 2013. The Company believes it has fulfilled its obligations under the agreement as amended.

18. Commitments, contingencies and uncertainties (continued)

Contingencies and uncertainties

The Company is involved in several legal proceedings relating to the normal conduct of its business, such as claims for regulatory and employment issues as well as general liability. The Company believes it has provided for all probable liabilities deriving from the normal course of business. The Company does not expect any liability arising from any other of these legal proceedings to have a material effect on its results of operations, liquidity, capital resources or financial position.

LTE frequencies claims

LLC "Summa Telecom" has filed a claim with the Moscow City Arbitration Court against the Federal Service for Supervision Communications, Information Technology, and Mass Media ("Roskomnadzor"), the State Commission for Radio Frequencies ("GKRCH"), and LLC "Scartel" regarding the application of the impacts of the invalidity of void transactions, specifically on recognizing the decision of Roskomnadzor to be unlawful as it relates to failure to announce LLC "Summa Telecom" the winner of the competitive tender for the right to receive a license for the provision of communication services in the territory of the Russian Federation with the use of radioelectronic means in communication networks of the LTE standard. Under its decision of 7 June 2013, the the Moscow City Arbitration Court has brought the Ministry of Communications and Mass Media ("Minkomsvyaz"), OJSC "VimpelCom" and other parties into the proceedings as third parties. On 15 August 2013, the Moscow City Arbitration Court dismissed the claim filed by LLC "Summa Telecom" on all counts. LLC "Summa Telecom" has filed an appeal. The 9th Arbitration Court of Appeal has decided to hear the appeal from LLC "Summa Telecom" and has scheduled the proceedings for 18 November 2013.

Kazakhstan

KaR-Tel litigation with ex-shareholders

On 10 January 2005, KaR-Tel received an "order to pay" ("Order to Pay") issued by The Savings Deposit Insurance Fund, a Turkish state agency responsible for collecting state claims arising from bank insolvencies (the "Fund"), in the amount of approximately US$ 3,740,401 at the exchange rate as of 30 September 2013 (stated as approximately Turkish lira 7.55 quadrillion and issued prior to the introduction of the New Turkish Lira, which became effective as of 1 January 2005). The Order to Pay, dated as of 7 October 2004, was delivered to KaR-Tel by the Bostandykski Regional Court of Almaty. The Order to Pay does not provide any information regarding the nature of, or basis for, the asserted debt, other than to state that it is a debt to the Turkish Treasury and the term for payment was 6 May 2004.

On 17 January 2005, KaR-Tel delivered to the Turkish consulate in Almaty a petition to the Turkish court objecting to the propriety of the order and requesting the Turkish court to cancel the Order to Pay and stay of execution proceedings in Turkey. The petition was assigned to the 4th Administrative Court in Turkey, and it should be reviewed pursuant to applicable law.

On 1 June 2006, KaR-Tel received formal notice of the 4th Administrative Court's ruling that the stay of execution request was denied. KaR-Tel’s Turkish counsel has advised KaR-Tel that the stay request is being adjudicated separately from the petition to cancel the Order to Pay. KaR-Tel submitted an appeal of the ruling with respect to the stay application.

18. Commitments, contingencies and uncertainties (continued)

Kazakhstan (continued)

On 1 June 2006, KaR-Tel also received the Fund's response to its petition to cancel the order. In its response, the Fund asserts, among other things, that the Order to Pay was issued in furtherance of its collection of approximately Turkish lira 7.55 quadrillion (prior to the introduction of the New Turkish Lira, which became effective as of 1 January 2005) in claims against the Uzan group of companies that were affiliated with the Uzan family in connection with the failure of T. Imar Bankasi, T.A.S. The Fund's response to KaR-Tel's petition claims that the Uzan group of companies includes KaR-Tel, Rumeli Telecom A.S. and Telsim Mobil Telekomunikasyon Hizmetleri A.S. Rumeli Telecom A.S. and Telsim Mobil Telekomunikasyon Hizmetleri A.S are Turkish companies that owned an aggregate 60% of the equity interests in KaR-Tel until their interests were redeemed by KaR-Tel in November 2003 in accordance with a decision of the Review Panel of the Supreme Court of Kazakhstan. In July 2006, KaR-Tel submitted its response, dated 30 June 2006, to the Fund's response via the Kazakh Ministry of Justice, to be forwarded to the 4th Administrative Court of Istanbul. In its response, KaR-Tel denied in material part the factual and legal assertions made by the Fund in support of the Order to Pay.

On 11 December 2008, KaR-Tel received a Decision of Territorial Court of Istanbul dated 12 December 2007, wherein the Court rejected KaR-Tel's appeal with respect to the stay of execution request.

On 20 October 2009, KaR-Tel filed with Sisli 3d Court of the First Instance in Istanbul a claim to recognise in the Republic of Turkey the decision of the Almaty City Court of the Republic of Kazakhstan dated 6 June 2003 regarding, among other things, compulsory redemption of equity interests in KaR-Tel owned by Rumeli Telecom A.S. and Telsim Mobil Telekomunikasyon Hizmetleri A.S., which was confirmed by the Civil Panel of the Supreme Court of the Republic of Kazakhstan on 23 June 2003, as amended by the resolution of the Review Panel of the Supreme Court of the Republic of Kazakhstan dated 30 October 2003 ("Recognition Claim"). On 20 October 2009, KaR-Tel also filed with the 4th Administrative Court of Istanbul a petition asking the Court to treat the recognition of the Kazakhstan court decision as a precedential issue and to stay the proceedings in relation to the order to pay.

On 28 September 2010, Sisli 3d Court of the First Instance in Istanbul reviewed the Recognition Claim and ruled in favor of KaR-Tel recognizing the Kazakhstan Court judgments on the territory of the Republic of Turkey. The court decision is appealable by defendants.

On 25 October 2010, the 4th Administrative Court of Istanbul reviewed KaR-Tel's petition to annul the Payment Order and has ruled in favor of KaR-Tel. The Court has recognised the Order to Pay as illegal and annulled it. The court decision has been appealed by the Fund. On 18 February 2011 KaR-Tel submitted its responses to the motion on appeal. On 20 April 2011, the Fund submitted its response to KaR-Tel's reply and appeal petition. The court file was sent by the Court to the Councel of State for the appeal proceedings.

18. Commitments, contingencies and uncertainties (continued)

Kazakhstan (continued)

As to the Recognition Claim, the defendants, Rumeli Telecom AS and Telsim Mobil Telekommunikasyon Hizmetleri AS, have appealed the decision of Sisli 3d Court of the First Instance in Istanbul, which has ruled in favor of KaR-Tel recognizing the Kazakhstan Court judgments on the territory of the Republic of Turkey. The Company submitted its responses to such motion on appeal on 20 January 2011. The court file was sent to the Supreme Court for the appeal proceedings. On 11 July 2012, the Supreme Court upheld the ruling of Sisli 3d Court of the First Instance in Istanbul. Rumeli Telekom and Telsim filed a claim for correction of the Supreme Court decision. On 30 January 2013, the Supreme Court rejected the Rumeli Telekom and Telsim's claim for correction of the Supreme Court decision and upheld the ruling of Sisli 3d Court of the First Instance in Istanbul of 28 September 2010.

As of 22 March 2012 the Fund's and KaR-Tel's appeals on the Decision of 4th Administrative Court of Istanbul dated 25 October 2010 has been reviewed by the Prosecution Office of the Council of State and has been sent to the 13th Chamber of the Council of State for review on the merits.

The Company continues to believe that the Fund's claim is without merit, and KaR-Tel will take whatever further actions it deems necessary and appropriate to protect itself against the Fund's claim.

Kyrgyzstan

Since November 2006, the Chief Executive Officer and directors of the Company have received several letters from OJSC Mobile TeleSystems ("**MTS**") and its representatives claiming that Sky Mobile's Kyrgyz telecom business and its assets were misappropriated from Bitel, an MTS affiliate, and demanding that the Company not purchase Sky Mobile, directly or indirectly, or participate or assist in the sale of Sky Mobile to any other entities. These letters have suggested that MTS will take any and all legal action necessary against the Company in order to protect MTS's interest in Bitel and Bitel's assets. As of the date hereof, management is not aware of any legal action against the Company in connection with this matter except for the litigation against Sky Mobile discussed in the paragraph below.

Sky Mobile was a co-defendant in a litigation in the Isle of Man. The litigation was brought by affiliates of MTS against various companies and individuals directly or indirectly associated with Alfa Group and/or Altimo and Sky Mobile. The claimants alleged that the Kyrgyz judgment determining that an Altimo affiliate was the rightful owner of an interest in the equity of Bitel prior to the asset sale between Sky Mobile and Bitel was wrongfully obtained and that Bitel shares and assets were misappropriated.

Parties to the litigation concluded a settlement that was sanctioned by the Court. The litigation has been terminated. In June 2013, the Company agreed to pay US$ 25,500 by way of contribution towards the settlement. The Company believes that with this payment the Company settled and has fully discharged Sky Mobile of all current and potential liabilities arising from this litigation.

Pledges and guarantees

The Company and its subsidiaries did not pledge any collateral as of 30 September 2013 and 31 December 2012.

18. Commitments, contingencies and uncertainties (continued)

Guarantees in favour of VimpelCom Holdings B.V.

On 29 June 2011, VimpelCom Holdings B.V., a subsidiary owned by VimpelCom Ltd., completed an offering of an aggregate principal amount of US$ 2,200,000 notes (the "June Bonds"), split between three-year, five-year and 10-year tranches, for the primary purpose of refinancing the outstanding principal amount of US$ 2,200,000 under the Bridge Facility Agreement. The three-year US$ 200,000 issue bears interest at an annual rate of three-month LIBOR plus 4.0%, payable quarterly and is due in June 2014. The five-year US$ 500,000 issue bears interest at an annual rate of approximately 6.25% payable semi-annually and is due in March 2017. The ten-year US$ 1,500,000 issue bears interest at an annual rate of approximately 7.50% payable semi-annually and is due in March 2022. VimpelCom has guaranteed the June Bonds. No triggering events under the guarantee occurred. The Company believes that probability of these events is remote.

On 13 February 2013, VimpelCom Holdings B.V. completed an offering of an aggregate principal amount of US$ 1,600,000 notes and notes, denominated in RUR, in the amount of RUR 12 billion (the equivalent to US$ 397,729 US as of 13 February 2013), split between five-year, six-year and ten-year tranches. The five-year RUR 12 billion issue bears interest at an annual rate of 9.00%, payable semi-annually and is due in February 2018. The six-year US$ 600,000 issue bears interest at an annual rate of 5.20%, payable semi-annually and is due in February 2019. The ten-year US$ 1,000,000 issue bears interest at an annual rate of 5.95%, payable semi-annually and is due in February 2023. VimpelCom has guaranteed these notes issues. No triggering events under the guarantee occurred. The Company believes that probability of these events is remote.

Guarantees in favour of VimpelCom Amsterdam B.V.

On 12 December 2011, VimpelCom Amsterdam B.V., a subsidiary owned by VimpelCom Ltd., completed a committed revolving credit facility of approximately US$ 495,000. The three years credit facility for VimpelCom Amsterdam B.V. is committed by ten relationship banks. This facility is composed of US$ 225,000 and EUR 205 million and is guaranteed by the Company. No triggering events under the guarantee occurred. The Company believes that probability of these events is remote.

On 20 December 2012, VimpelCom Amsterdam B.V., a subsidiary owned by VimpelCom Ltd., completed a term credit facility of US$ 500,000. The 8 years credit facility for VimpelCom Amsterdam B.V. is committed by China Development Bank Corporation to finance Huawei equipment. The loan bears interest at the rate of LIBOR plus 3.30% per annum. VimpelCom has guaranteed this term credit facility. No triggering events under the guarantee occurred. The Company believes that probability of these events is remote.

On 28 March 2013, VimpelCom Amsterdam B.V., a subsidiary owned by VimpelCom Ltd., completed a term credit facility of US$ 500,000. The 8 years credit facility for VimpelCom Amsterdam B.V. is committed by HSBC Bank plc to finance Ericsson equipment. The loan bears interest at the rate of CIRR plus 0.02% per annum. VimpelCom has guaranteed this term credit facility. No triggering events under the guarantee occurred. The Company believes that probability of these events is remote.

19. Events after the reporting date

On 3 October 2013 OJSC VimpelCom entered into renewable loan facility agreement with Weather Capital Special Purpose 1 S.A. in the total amount of US$ 635,000. On 7 October 2013 VimpelCom drew down the loan in amount of US$ 250,000 at the interest rate of 5.78% per annum. On 6 November 2013 VimpelCom drew down the loan in amount of US$ 150,000 at the interest rate of 5.55% per annum. Additional US$ 235,000 may be granted by Weather Capital Special Purpose 1 S.A. under this loan agreement. The loan matures on 7 February 2020. The loan is denominated in US dollars.

On 21 October 2013 OJSC VimpelCom drew down RUR 6 billion (the equivalent to US$ 188,406 as of 21 October 2013) and on 25 October 2013 RUR 4.5 billion (the equivalent to US$ 142,127 as of 25 October 2013) from Sberbank under Revolving loan facility signed in December 2011. Under the agreement, OJSC VimpelCom may draw down additional RUR 4.5 billion.

On 7 November 2013 OJSC VimpelCom drew down RUR 1 497 million (the equivalent to US$ 46,139 as of 7 November 2013) from Cisco Systems Finance International under Loan Facility dated 4 October 2013. The loan matures on 22 October 2016. The interest rate is 8.85% per annum. Under the agreement, OJSC VimpelCom may draw down additional RUR 103 million.

iPhone Agreement

On 4 October 2013, VimpelCom and Apple RUS ("Apple") signed an agreement regarding VimpelCom’s purchase of iPhones from Apple ("the Agreement"). Under the Agreement, a specified number of iPhone handsets are to be ordered by VimpelCom each quarter between 4 October 2013 and 30 June 2016 according to a schedule ("the Schedule"). If VimpelCom does not comply with the Schedule and certain other terms of the Agreement, then according to the Agreement VimpelCom could become liable for the shortfall in orders of iPhone handsets.