

VimpelCom Ltd. Audit Committee Charter

Purpose

The purpose of the Audit Committee (the "**Committee**") is to assist and advise the Supervisory Board (the "**Board**") of VimpelCom Ltd. (the "**Company**") in fulfilling its responsibility to oversee: (a) the integrity of the Company's financial statements and its financial reporting to any governmental or regulatory body and the public; (b) the performance of the Company's internal audit function; (c) the qualifications, engagement, compensation, independence and performance of the Company's independent auditors, their conduct of the annual audit of the Company's financial statements, and their engagement to provide any other services; and (d) compliance with the Company's legal and regulatory requirements. Capitalized terms used without definition in this Charter have the meanings assigned to such terms in the Company's Bye-laws.

The Committee shall provide a forum for private and direct communications between Committee members and the Company's independent auditors, internal auditors and senior financial management. The Committee shall serve as a channel of communication to the Board for the Company's independent auditors and internal auditors. In addition, the Committee will establish procedures to receive, retain and treat complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and for the confidential, anonymous submission by Company employees of concerns regarding questionable accounting or auditing matters.

The Committee's function is oversight, while the Company's senior executives are responsible for the preparation, presentation and integrity of the Company's financial statements. The Company's management is responsible for maintaining appropriate accounting and financial reporting principles and policies and internal controls and procedures designed to assure compliance with accounting standards and applicable laws and regulations. In fulfilling their responsibilities hereunder, it is recognized that the Committee's members are not full-time employees of the Company and, as such, it is not the duty or responsibility of the Committee or its members to conduct auditing or accounting reviews or procedures. Each Committee member shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, prepared or presented by the Company's senior executives, legal counsel, independent auditors or others with professional or expert competence.

Membership

The Committee shall consist of three members. In accordance with the Company's Bye-laws, the Committee shall be comprised of at least one member nominated to the Board by each Nominating Shareholder and one member who qualifies as Unaffiliated. All Committee members shall satisfy the requirements of Rule 10A-3 under the United States Securities Exchange Act of 1934, as amended. It is preferable, but not required, that all Committee members meet the NYSE's financial literacy requirements. It is preferable, but not required, that at least one Committee member should meet the NYSE requirement of having accounting or related financial management expertise. No member of the Committee may serve on the audit committee of more than three public companies, including the Company, unless the Board has determined that such simultaneous service would not impair the ability of such member to effectively serve on the Committee.

Committee members shall be appointed or re-appointed annually, at the first Board meeting following each annual general meeting of the Company, by the affirmative vote of at least five members of the Board. Each Committee member shall serve until his or her successor is duly appointed and qualified, subject to earlier resignation, retirement or removal by the Board.

Subject to the above requirements, the Company's Bye-laws and the requirements for the Committee's composition contained in the Shareholders Agreement, the Board shall have the power at any time to change the Committee's membership and to fill any vacancies on the Committee.

Meetings

The Committee generally will meet at least four times per year, at such time and place as are determined by a consensus of the Committee, with special meetings on an as needed basis as circumstances may require. The Committee shall meet at least quarterly with the internal auditor and the independent auditor in separate executive sessions to provide the opportunity for full and frank discussion without members of the Company's senior management present. The same procedural rules concerning notice of meetings, action by means of written consent or telephonic meetings and other procedural matters shall apply to Committee meetings as apply to Board meetings pursuant to the Company's Bye-laws. The presence of at least two Committee members at all times shall be required to transact business at Committee meetings, and the affirmative vote of at least two Committee members shall be required to authorize any action or recommendation of the Committee. Meetings may be called by the chairman of the Committee (if one has been appointed) or by the chairman of the Board. Unless otherwise authorized by an amendment to this Charter, the Committee shall not delegate any of its authority to any subcommittee.

Authority and Responsibilities

The Committee shall have the following specific authority and responsibilities (in addition to any others that the Board may from time to time delegate to the Committee), in each case, subject to any rights conferred on the Company's shareholders by applicable law or the Company's Bye-laws:

Relationship with Independent Auditors

1. The Committee is directly responsible for the appointment, compensation, retention and oversight of the work of the independent auditors and any other accounting firm engaged to perform audit, review or attest services (including the resolution of any disagreements between management and any auditor regarding financial reporting). The independent auditors and any other such accounting firm will report directly to the Committee.
2. The Committee will annually review the qualifications, performance and independence of the Company's independent auditors. The Committee's evaluation shall also include the review and evaluation of the lead partner of the independent auditors. In conducting this review, the Committee shall obtain and review a report from the independent auditors describing: (a) the independent auditors' internal quality-control procedures, (b) any material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities within the preceding five years respecting one or more independent audits carried out by the firm, and any steps taken to deal with any such issues, and (c) all relationships between the independent auditors and the Company. The Committee will actively engage in a dialogue with the independent auditors with respect to any disclosed relationships or services that may impact the objectivity and independence of the independent auditors or the lead audit partner. The Committee shall discuss with the independent auditors the rotation of the lead audit partner or other members of the independent auditors' audit team. The Committee periodically shall consider whether it is appropriate to rotate the independent auditors. The Committee will also confer with the Company's management and internal auditors in reviewing the qualifications, performance and independence of the independent auditors. The Committee shall present its conclusions and recommendations to the Board.

3. The Committee shall pre-approve all audit engagement fees and terms and all non-audit engagements with the independent auditors. The chairman of the Committee (if one has been appointed) may pre-approve any proposed engagements that arise between Committee meetings, provided that any such decision is presented to the full Committee at its next scheduled meeting.
4. The Committee shall endeavor to meet in a private session, in person or by telephone, with the independent auditors at each regularly scheduled in-person Committee meeting.
5. The Committee shall review with the independent auditors the planning, staffing and scope of their examination with emphasis on accounting and financial areas where the Committee, management or the accountants believe special attention should be directed.
6. The Committee shall review with the independent auditors:
 - a. results of their audit, including their opinion on the financial statements;
 - b. their consideration of the internal control structure and their evaluation regarding the adequacy of those controls over the financial reporting process, including computer controls and security, as well as special audit steps, if any, adopted in light of material control issues;
 - c. critical accounting policies and practices;
 - d. any audit problems or difficulties and management's response, including (i) accounting adjustments noted or proposed by the independent auditors but not recorded, (ii) issues discussed with the independent auditors' national office, (iii) any management or internal control letter issued or proposed to the Company by the independent auditors, (iv) significant disagreements, if any, with management, and (v) any restrictions on the scope of activities or on access to requested information; and
 - e. other matters related to the conduct of the annual audit or the review of quarterly financial results required to be communicated to the Committee under applicable law, auditing standards or other professional accounting standards.

Relationship with the Internal Auditors

7. The Committee shall review and consult with management in management's appointment, compensation, replacement, reassignment and dismissal of the Company's internal audit executive.
8. The Committee shall endeavor to meet in a private session with the Company's internal audit executive at each regularly scheduled in-person Committee meeting.
9. The Committee shall review the internal auditors' objectives, resources and effectiveness, and their annual audit plan, including their coordination with the examination performed by the independent auditors. The Committee also shall review such matters with the independent auditors.
10. The Committee shall review the results of the internal auditors' activities for each year, including the internal auditors' evaluation of the Company's internal control structure and the adequacy of those controls over the financial reporting process, including computer controls and security.

Relationship with Management

11. The Committee shall endeavor to meet in a private session with management at each regularly scheduled in-person Committee meeting, including regular meetings in private sessions with the Company's General Counsel regarding legal compliance matters (including violations of law and breaches of fiduciary duties).
12. The Committee shall review management's consideration of the internal control structure and management's evaluation regarding the adequacy of those controls over the financial reporting process, including computer controls and security. The Committee also shall review and discuss management's annual report required by the applicable rules of the Securities and Exchange Commission (the "**SEC**") with respect to the Company's internal controls, and the process by which the report is produced.
13. Before publication, the Committee shall review and discuss with management and the independent auditors the annual financial statements and quarterly financial statements, related footnotes and related disclosures, including the accompanying management's discussion and analysis of financial condition and results of operations. The Committee also shall review and discuss the Chief Executive Officer and Chief Financial Officer's annual certification required by the SEC's rules with respect to the Company's financial statements and reports and other matters filed with the SEC, as well as management's annual certification required by NYSE rules with respect to compliance with listing standards, and the process by which these certifications are produced.
14. The Committee shall discuss with management and the independent auditors earnings press releases, including the use of "pro forma" or "adjusted" non-GAAP information, as well as financial information and earnings guidance provided to analysts and rating agencies.
15. The Committee shall discuss all critical accounting policies and practices, and any significant changes in selection or application of accounting principles proposed by management, as well as significant accounting accruals, reserves or other estimates made by management.
16. The Committee shall discuss any other analyses prepared by management and/or the independent auditors setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative GAAP methods on the financial statements.
17. The Committee shall discuss the significant accounting, reporting, regulatory and other developments affecting the Company's annual and quarterly financial statements, related footnotes and related disclosures.
18. The Committee shall review the effect of any off-balance sheet structures on the Company's annual and quarterly financial statements, related footnotes and related disclosures.
19. The Committee shall review management letter comments received and management's response to/implementation of the comments.
20. The Committee shall periodically review with the General Counsel significant litigation and regulatory matters involving the Company and review with the General Counsel and independent auditors related disclosures made in the annual financial statements and related footnotes.

Other

21. The Committee shall discuss periodically management's policies with respect to risk assessment and risk management, and discuss periodically with the independent auditors, management and internal auditors significant financial risk exposures and the steps management has taken to monitor, control and report such exposures. The Committee shall discuss periodically management's procedures regarding disaster recovery and business continuity and the Company's insurance programs.
22. The Committee shall regularly evaluate whether there are any emerging issues which the Committee should become involved with in the future.
23. The Committee shall establish a Company policy for the hiring of employees or former employees of the independent auditors.
24. The Committee shall review its own performance and reassess the adequacy of this Charter at least annually in such manner as it deems appropriate, and submit any recommendations for change to the Board for approval.
25. The Committee shall have the authority, without having to seek Board approval, to obtain, at the Company's reasonable expense, advice and assistance from internal or external legal, accounting or other advisors as it deems advisable, and to retain and terminate such advisors to the Committee without seeking Board approval. The Committee shall keep the Company's Chief Financial Officer advised as to the general range of anticipated expenses for outside consultants.
26. The Committee shall have the authority to conduct or authorize investigations into or studies of any matters within the Committee's scope of responsibilities.

Structure and Operations

By the affirmative vote of at least five members of the Board, the Board shall designate one member of the Committee to act as its chairman. The chairman, with input from the other Committee members and, where appropriate, management, shall set and distribute agendas and background materials for each Committee meeting. Except as expressly provided in this Charter, the Company's Bye-laws or the Company's corporate governance guidelines, or as required by law, regulation or NYSE listing requirements, the Committee shall set its own rules of procedure.

The Committee may request that any directors, officers or other employees of the Company, or any other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such pertinent information as the Committee requests. Attendance by any directors who are not members of the Committee shall be on a non-voting basis. The Committee may exclude from its meetings anyone the Committee deems appropriate.

The Committee shall maintain minutes or other records of its meetings and shall give regular reports to the Board on these meetings and such other matters as required by this Charter or as the Board shall from time to time specify. Reports to the Board may take the form of oral reports by the chairman of the Committee or any other Committee member designated by the Committee to give such report.

Amendment of this Charter

Any amendment to this Charter must be approved by the affirmative vote of at least six members of the Board.

Availability

This Charter will be made available on the Company's website at www.vimpelcomlimited.com.