## Unaudited interim condensed consolidated financial statements

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

for the three and six months ended 30 June 2014

## Unaudited interim condensed consolidated financial statements

## for the three and six months ended 30 June 2014

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## **Independent Auditor's Report**

To the Board of Directors and Shareholders of OJSC Vimpel-Communications:

We have reviewed the accompanying 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 June 2014, and the related interim consolidated income statements, interim consolidated statements of comprehensive income and changes in equity for the three-month and six-month periods ended 30 June 2014, and the related interim consolidated statement of cash flows for the six-month period ended 30 June 2014. The accompanying interim consolidated income statements, interim consolidated statements of comprehensive income and interim consolidated statements of changes in equity for the three-month and six-month period ended 30 June 2013 and the related interim consolidated statement of cash flows for the six-month period ended 30 June 2013 were reviewed by other auditors whose report dated 9 August 2013 stated that based on their review, they were not aware of any material modifications that should be made to those statements in order for them to be in conformity with International Accounting Standard IAS 34, Interim Financial Reporting. The consolidated statement of financial position of VimpelCom as of 31 December 2013, and the related consolidated income statement, consolidated statement of comprehensive income, consolidated statement of changes in equity, and consolidated statement of cash flows for the year then ended (not presented herein), were audited by other auditors whose report dated 23 May 2014 expressed an unmodified opinion on that statement.

## Management's Responsibility for the Interim Condensed Consolidated Financial Statements

VimpelCom's management is responsible for the preparation and fair presentation of the interim condensed consolidated financial statements in accordance with International Accounting Standard IAS 34, *Interim Financial Reporting*; this responsibility includes the design, implementation, and maintenance of internal control sufficient to provide a reasonable basis for the preparation and fair presentation of the interim condensed consolidated financial statements in accordance with International Accounting Standard IAS 34, *Interim Financial Reporting*.

#### Auditor's Responsibility

Our responsibility is to conduct our review in accordance with auditing standards generally accepted in the United States of America applicable to reviews of interim financial statements. A review of interim financial statements 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 of America, the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

#### Conclusion

Based on our review, we are not aware of any material modifications that should be made to the accompanying interim condensed consolidated financial statements for them to be in accordance with International Accounting Standard IAS 34, *Interim Financial Reporting*.

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#### **Other Matter**

As described in Note 2 to VimpelCom's unaudited interim condensed consolidated financial statements for the three- and six-month period ended 30 June 2014, on 1 January 2014 VimpelCom adopted amendments to International Accounting Standard IAS 32, *Financial Instruments: Presentation – Offsetting Financial Assets and Financial Liabilities*, on a retrospective basis resulting in a revision of the consolidated statement of financial position as of 31 December 2013. We have not audited or reported on the revised consolidated statement of financial position reflecting the adoption of the amendments to IAS 32, *Financial Instruments: Presentation – Offsetting Financial Assets and Financial Position as of 31 December 2013.* We have not audited or reported on the revised consolidated statement of financial position reflecting the adoption of the amendments to IAS 32, *Financial Instruments: Presentation – Offsetting Financial Assets and Financial Liabilities*.

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8 August 2014 Moscow, Russian Federation

## Interim consolidated income statements for the three and six months ended 30 June 2014 and 2013

|  |      | Three month<br>30 Jui |  | Six months<br>30 Jur  |                          |
|--|------|-----------------------|--|-----------------------|--------------------------|
|  |      | 2014                  | 2013   | 2014                  | 2013                     |
|  | Note | (unaudited)           | (unaudited)                                  | (unaudited)           | (unaudited)              |
|  |      | (All amounts in       | thousands of US d                            | lollars unless otherw | vise stated)             |
| Service revenue  |      | 2,391,768             | 2,678,854                                    | 4,678,067             | 5,272,539                |
| Sale of equipment and accessories  |      | 37,242                | 108,583                                      | 81,886                | 248,570                  |
| Other revenue  |      | 4,652                 | 4,597  | 10,772                | 11,335                   |
| Total operating revenue  | 4    | 2,433,662             | 2,792,034                                    | 4,770,725             | 5,532,444                |
| Operating expenses   |      |                       |  |                       |                          |
| Service costs  |      | (674,709)             | (746,650)                                    | (1,292,089)           | (1,442,471)              |
| Cost of equipment and accessories  |      | (43,798)              | (114,617)                                    | (1,292,089)           | (1,442,471)<br>(251,112) |
| Selling, general and administrative  |      | (43,790)              | (114,017)                                    | (100,218)             | (201,112)                |
| expenses   |      | (684,471)             | (760,560)                                    | (1,398,329)           | (1,516,992)              |
| Depreciation   | 6    | (360,146)             | (373,309)                                    | (707,606)             | (765,252)                |
| Amortization   | 7    | (53,993)              | (70,267)                                     | (113,760)             | (143,371)                |
| Impairment loss  |      | (, <b>-</b>           | (***,=***)                                   | (····,····,           | (30,885)                 |
| Loss on disposal of non-current assets   |      | (12,205)              | (6,342)                                      | (21,437)              | (8,059)                  |
| Total operating expenses   | _    | (1,829,322)           | (2,071,745)                                  | (3,633,439)           | (4,158,142)              |
| Operating profit   | _    | 604,340               | 720,289                                      | 1,137,286             | 1,374,302                |
| Finance costs  |      | (204,554)             | (194,605)                                    | (403,204)             | (400,645)                |
| Finance income   |      | (204,554)<br>92,013   | 96,885                                       | (403,204)<br>186,400  | (400,843)                |
| Net foreign exchange gain/(loss)   |      | 35,848                | 33,500                                       | (44,800)              | 82,525                   |
|  |      |                       | 33,500<br>14,924                             | (30,168)              | 82,525<br>12,400         |
| Other non-operating (losses)/gains, net Share of (loss)/profit of associates and |      | (35,125)              | 14,924                                       | (30,100)              | 12,400                   |
| joint ventures accounted for using the   |      |                       |  |                       |                          |
| equity method  |      | (5,688)               | 8,802  | (21,853)              | 6,273                    |
| Profit before tax  |      | 486,834               | 679,795                                      | 823,661               | 1,274,385                |
| Income tax expense   | 5    | (76,982)              | (94,348)                                     | (165,502)             | (226,111)                |
|  | _    |                       | <b>,</b> , , , , , , , , , , , , , , , , , , |                       |                          |
| Profit for the period  | =    | 409,852               | 585,447                                      | 658,159               | 1,048,274                |
| Attributable to:   |      |                       |  |                       |                          |
| The owners of the parent   |      | 390,353               | 566,603                                      | 616,857               | 1,023,509                |
| Non-controlling interests  |      | 19,499                | 18,844                                       | 41,302                | 24,765                   |
|  | _    | 409,852               | 585,447                                      | 658,159               | 1,048,274                |
|  | _    | 409,002               | JOJ,447                                      | 000,109               | 1,040,274                |

## Interim consolidated statements of comprehensive income for the three and six months ended 30 June 2014 and 2013

|  |      | Three mon<br>30 J   |                     | Six month<br>30 Ju  |                     |
|--|------|---------------------|---------------------|---------------------|---------------------|
|  | Note | 2014<br>(unaudited) | 2013<br>(unaudited) | 2014<br>(unaudited) | 2013<br>(unaudited) |
|  |      |                     | thousands of US     |                     |                     |
| Profit for the period  |      | 409,852             | 585,447             | 658,159             | 1,048,274           |
| Other comprehensive income to be<br>reclassified to profit or loss in<br>subsequent periods:                                   |      |                     |                     |                     |                     |
| Cash flow hedge reserve  |      | (763)               | 255                 | (1,034)             | 3,414               |
| Income tax effect  |      | -                   | _                   | -                   | -                   |
| Share of exchange differences on translation<br>of associates and joint ventures accounted<br>for using the equity method      |      | 22,885              | (23,529)            | (11,469)            | (34,378)            |
| Income tax effect  |      | -                   | _                   | -                   | _                   |
| Net loss arising on revaluation of available-<br>for-sale financial assets at fair value through<br>other comprehensive income |      | (5,294)             | (16,668)            | (38,480)            | (4,115)             |
| Income tax effect  |      | -                   | _                   | -                   | _                   |
| Exchange differences arising on net<br>investment in foreign operations and<br>translation to the presentation currency        |      | 71,013              | (127,433)           | (3,106)             | (189,770)           |
| Income tax effect  |      | 5,483               | (4,698)             | (2,645)             | (6,849)             |
| Other comprehensive income items not<br>being reclassified to profit or loss in<br>subsequent periods:                         |      |                     |                     |                     |                     |
| Exchange differences arising on translation of<br>OJSC VimpelCom's operations  |      | 66,806              | (51,920)            | (215,892)           | (108,652)           |
| Income tax effect  |      |                     | _                   | -                   |                     |
| Other comprehensive income/(loss) for the period, net of tax   |      | 160,130             | (223,993)           | (272,626)           | (340,350)           |
| Total comprehensive income for the period, net of tax  |      | 569,982             | 361,454             | 385,533             | 707,924             |
| Attributable to:   |      | F07 4/7             | 044 700             | 004 505             | 005 000             |
| The owners of the parent<br>Non-controlling interests  |      | 537,447<br>32,535   | 344,762<br>16,692   | 394,565<br>(9,032)  | 685,396<br>22,528   |
|  |      | 569,982             | 361,454             | 385,533             | 707,924             |
|  |      |                     |                     |                     |                     |

## Interim consolidated statements of financial position as of 30 June 2014 and 31 December 2013

|  | Note | 30 June<br>2014<br>(unaudited) | 31 December<br>2013*<br>(unaudited) |  |
|--|------|--------------------------------|-------------------------------------|--|
|  |      | (All amounts in thousa         |                                     |  |
|  |      | unless otherw                  |                                     |  |
| Assets   |      | ,                              |                                     |  |
| Non-current assets                                 |      |                                |                                     |  |
| Property and equipment                             | 6    | 7,395,496                      | 7,681,837                           |  |
| Intangible assets                                  | 7    | 812,375                        | 881,227                             |  |
| Goodwill   | 7    | 3,245,858                      | 3,357,221                           |  |
| Investments in associates and joint ventures       |      | 393,586                        | 426,924                             |  |
| Deferred tax assets                                |      | 13,810                         | 5,609                               |  |
| Other financial assets                             | 8    | 4,168,845                      | 791,759                             |  |
| Other non-current non-financial assets             | 9    | 15,315                         | 16,799                              |  |
| Total non-current assets                           |      | 16,045,285                     | 13,161,376                          |  |
| Current assets                                     |      | 102 240                        | 400.040                             |  |
| Inventories<br>Trade and other receivables         |      | 103,348<br>709,922             | 129,618<br>639,977                  |  |
| Other current non-financial assets                 | 9    | 211,508                        | 187,228                             |  |
| Current income tax assets                          | 9    | 15,398                         | 78,715                              |  |
| Other current financial assets                     | 8    | 448,428                        | 3,655,102                           |  |
| Cash and cash equivalents                          | 10   | 1,081,855                      | 997,752                             |  |
| Total current assets                               | 10   | 2,570,459                      | 5,688,392                           |  |
| Total assets                                       |      | 18,615,744                     | 18,849,768                          |  |
|  |      | 10,010,144                     | 10,010,700                          |  |
| Equity and liabilities<br>Equity                   |      |                                |                                     |  |
| Equity attributable to equity owners of the parent |      | 5,214,196                      | 4,845,936                           |  |
| Non-controlling interests                          |      | 179,538                        | 200,999                             |  |
| Total equity                                       |      | 5,393,734                      | 5,046,935                           |  |
| Non-current liabilities                            |      |                                | 0,010,000                           |  |
| Financial liabilities                              | 8    | 8,124,331                      | 9,109,653                           |  |
| Provisions   | -    | 136,713                        | 127,161                             |  |
| Other non-current non-financial liabilities        | 9    | 33,952                         | 36,403                              |  |
| Deferred tax liabilities                           |      | 481,365                        | 532,364                             |  |
| Total non-current liabilities                      |      | 8,776,361                      | 9,805,581                           |  |
| Current liabilities                                |      | · · · · ·                      |                                     |  |
| Trade and other payables                           |      | 1,314,532                      | 1,715,694                           |  |
| Dividends payable                                  | 11   | -                              | 461,299                             |  |
| Other current non-financial liabilities            | 9    | 717,298                        | 697,178                             |  |
| Other financial liabilities                        | 8    | 2,300,659                      | 1,005,686                           |  |
| Current income tax payables                        |      | 15,383                         | 4,013                               |  |
| Provisions   |      | 97,777                         | 113,382                             |  |
| Total current liabilities                          |      | 4,445,649                      | 3,997,252                           |  |
| Total equity and liabilities                       |      | 18,615,744                     | 18,849,768                          |  |
|  |      |                                |                                     |  |

\* Certain amounts shown here do not correspond to the 2013 consolidated financial statements and reflect adjustments made as described in Note 2.

## Interim consolidated statement of changes in equity for the three months ended 30 June 2014

| Profit for the period       -       -       -       390,353       -       -       -       390,353       19,499       409,852         Other comprehensive income       -       -       -       153,151       (763)       (5,294)       147,094       13,036       160,130         Total comprehensive income       -       -       -       -       153,151       (763)       (5,294)       537,447       32,535       569,982         Effect of options over non-controlling<br>interests in subsidiaries       8       -       -       19,221       -       1,659       -       -       20,880       (28,450)       (7,570)         Share-based payment transactions       -       -       70       -       -       -       70       -       70  |  |      |         |           | Attribu  | utable to the   | owners of the   | parent           |                 |           |             |           |
|--|--|------|---------|-----------|----------|-----------------|-----------------|------------------|-----------------|-----------|-------------|-----------|
| NoteIssued<br>capital<br>capitalCapital<br>surplusCapital<br>  |  |      |         |           |          |                 | Foreign         |                  |                 |           |             |           |
| NotecapitalsurplusreservesearningsreservereservereserveTotalinterestsequityAs of 31 March 2014 (unaudited)921,433,396648,0463,825,760(1,247,598)(166)(3,731)4,655,799175,4534,831,252Profit for the period390,353390,35319,499409,852Other comprehensive income153,151(763)(5,294)147,09413,036160,130Total comprehensive income390,353153,151(763)(5,294)537,44732,535569,982Effect of options over non-controlling<br>interests in subsidiaries819,221-1,65920,880(28,450)(7,570)Share-based payment transactions7070-70-70  |  |      |         |           | Other    |                 |                 |                  | Available-      |           | Non-        |           |
| As of 31 March 2014 (unaudited)       92       1,433,396       648,046       3,825,760       (1,247,598)       (166)       (3,731)       4,655,799       175,453       4,831,252         Profit for the period       -       -       -       390,353       -       -       -       390,353       19,499       409,852         Other comprehensive income       -       -       -       153,151       (763)       (5,294)       147,094       13,036       160,130         Total comprehensive income       -       -       -       390,353       153,151       (763)       (5,294)       537,447       32,535       569,982         Effect of options over non-controlling<br>interests in subsidiaries       8       -       -       19,221       -       1,659       -       -       20,880       (28,450)       (7,570)         Share-based payment transactions       -       -       70       -       -       -       70       -       70       -       70       -       70       -       70   |  |      |         | Capital   | capital  | Retained        | translation     | hedge            | for-sale        |           | controlling |           |
| As of 31 March 2014 (unaudited)       92       1,433,396       648,046       3,825,760       (1,247,598)       (166)       (3,731)       4,655,799       175,453       4,831,252         Profit for the period       -       -       -       390,353       -       -       -       390,353       19,499       409,852         Other comprehensive income       -       -       -       153,151       (763)       (5,294)       147,094       13,036       160,130         Total comprehensive income       -       -       -       390,353       153,151       (763)       (5,294)       537,447       32,535       569,982         Effect of options over non-controlling<br>interests in subsidiaries       8       -       -       19,221       -       1,659       -       -       20,880       (28,450)       (7,570)         Share-based payment transactions       -       -       70       -       -       -       70       -       70       -       70       -       70       -       70       -       70       70       70       -       70       70       70       70       70       70       70       70       70       70       70       70       70       70 </th <th></th> <th>Note</th> <th>capital</th> <th>surplus</th> <th>reserves</th> <th>earnings</th> <th>reserve</th> <th>reserve</th> <th>reserve</th> <th>Total</th> <th>interests</th> <th>equity</th> |  | Note | capital | surplus   | reserves | earnings        | reserve         | reserve          | reserve         | Total     | interests   | equity    |
| Profit for the period       -       -       -       390,353       -       -       -       390,353       19,499       409,852         Other comprehensive income       -       -       -       153,151       (763)       (5,294)       147,094       13,036       160,130         Total comprehensive income       -       -       -       -       153,151       (763)       (5,294)       537,447       32,535       569,982         Effect of options over non-controlling<br>interests in subsidiaries       8       -       -       19,221       -       1,659       -       -       20,880       (28,450)       (7,570)         Share-based payment transactions       -       -       70       -       -       -       70       -       70  |  |      |         |           | (A       | Il amounts in t | thousands of US | S dollars unless | s otherwise sta | ted)      |             |           |
| Other comprehensive income       -       -       -       153,151       (763)       (5,294)       147,094       13,036       160,130         Total comprehensive income       -       -       -       390,353       153,151       (763)       (5,294)       147,094       13,036       160,130         Effect of options over non-controlling<br>interests in subsidiaries       8       -       -       19,221       -       1,659       -       -       20,880       (28,450)       (7,570)         Share-based payment transactions       -       -       70       -       -       -       70       -       70       -       70       -       70       -       70   | As of 31 March 2014 (unaudited)        | _    | 92      | 1,433,396 | 648,046  | 3,825,760       | (1,247,598)     | (166)            | (3,731)         | 4,655,799 | 175,453     | 4,831,252 |
| Total comprehensive income         -         -         390,353         153,151         (763)         (5,294)         537,447         32,535         569,982           Effect of options over non-controlling<br>interests in subsidiaries         8         -         -         19,221         -         1,659         -         -         20,880         (28,450)         (7,570)           Share-based payment transactions         -         -         70         -         -         -         70         -         70   | Profit for the period                  |      | _       | _         | _        | 390,353         | _               | _                | _               | 390,353   | 19,499      | 409,852   |
| Effect of options over non-controlling interests in subsidiaries       8       -       19,221       -       1,659       -       -       20,880       (28,450)       (7,570)         Share-based payment transactions       -       -       70       -       -       70       -       70  | Other comprehensive income             | _    | -       | -         | -        | —               | 153,151         | (763)            | (5,294)         | 147,094   | 13,036      | 160,130   |
| interests in subsidiaries 8 – – 19,221 – 1,659 – – <b>20,880</b> (28,450) <b>(7,570)</b><br>Share-based payment transactions <u>– – 70 – – – <b>70</b> – <b>70</b> – <b>70</b></u>   | Total comprehensive income             | _    | _       | _         | _        | 390,353         | 153,151         | (763)            | (5,294)         | 537,447   | 32,535      | 569,982   |
| Share-based payment transactions        70        70        70        70   | Effect of options over non-controlling | -    |         |           |          |                 |                 |                  |                 |           |             |           |
|  | interests in subsidiaries              | 8    | _       | _         | 19,221   | _               | 1,659           | _                | _               | 20,880    | (28,450)    | (7,570)   |
|  | Share-based payment transactions       |      | _       | _         | 70       | _               | _               | _                | _               | 70        | _           | 70        |
| As of 30 June 2014 (unaudited) 92 1,433,396 667,337 4,216,113 (1,092,788) (929) (9,025) 5,214,196 179,538 5,393,734  | As of 30 June 2014 (unaudited)         | -    | 92      | 1,433,396 | 667,337  | 4,216,113       | (1,092,788)     | (929)            | (9,025)         | 5,214,196 | 179,538     | 5,393,734 |

## Interim consolidated statement of changes in equity for the three months ended 30 June 2013

|  |      |         |           | Attrib   | utable to the    | owners of the   | parent           |                 |             |             |             |
|--|------|---------|-----------|----------|------------------|-----------------|------------------|-----------------|-------------|-------------|-------------|
|  | _    |         |           |          |                  | Foreign         |                  |                 |             |             |             |
|  |      |         |           | Other    |                  | currency        | Cash flow        | Available-      |             | Non-        |             |
|  |      | Issued  | Capital   | capital  | Retained         | translation     | hedge            | for-sale        |             | controlling | Total       |
|  | Note | capital | surplus   | reserves | earnings         | reserve         | reserve          | reserve         | Total       | interests   | equity      |
|  |      |         |           | 1        | All amounts in t | thousands of US | S dollars unless | s otherwise sta |             |             |             |
| As of 31 March 2013 (unaudited)        | _    | 92      | 1,433,396 | 617,070  | 5,791,451        | (676,706)       | (150)            | 21,799          | 7,186,952   | (19,800)    | 7,167,152   |
| Profit for the period                  |      | _       | -         | -        | 566,603          | -               | -                | -               | 566,603     | 18,844      | 585,447     |
| Other comprehensive income             | _    | _       | _         | _        | _                | (205,428)       | 255              | (16,668)        | (221,841)   | (2,152)     | (223,993)   |
| Total comprehensive income             | _    | _       | -         | _        | 566,603          | (205,428)       | 255              | (16,668)        | 344,762     | 16,692      | 361,454     |
| Dividends declared                     | _    | _       | _         | _        | (1,154,366)      | _               | _                | _               | (1,154,366) | _           | (1,154,366) |
| Effect of options over non-controlling |      |         |           |          |                  |                 |                  |                 |             |             |             |
| interests in subsidiaries              |      | _       | _         | 2,640    | _                | (2,096)         | -                | -               | 544         | (14,225)    | (13,681)    |
| Share-based payment transactions       |      | _       | -         | 143      | _                | -               | -                | -               | 143         | -           | 143         |
| Divestment                             | _    | _       | _         | _        | (24,570)         | 450             | -                | -               | (24,120)    | 24,570      | 450         |
| 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   |

## Interim consolidated statement of changes in equity for the six months ended 30 June 2014

|  |      |         |           | Attribu  | Itable to the   | owners of the  | parent          |                 |           |             |           |
|--|------|---------|-----------|----------|-----------------|----------------|-----------------|-----------------|-----------|-------------|-----------|
|  | -    |         |           |          |                 | Foreign        |                 |                 |           |             |           |
|  |      |         |           | Other    |                 | currency       | Cash flow       | Available-      |           | Non-        |           |
|  |      | Issued  | Capital   | capital  | Retained        | translation    | hedge           | for-sale        |           | controlling | Total     |
|  | Note | capital | surplus   | reserves | earnings        | reserve        | reserve         | reserve         | Total     | interests   | equity    |
|  |      |         |           | (A       | ll amounts in t | housands of US | S dollars unles | s otherwise sta | ted)      |             |           |
| As of 1 January 2014                   |      | 92      | 1,433,396 | 663,971  | 3,599,256       | (880,339)      | 105             | 29,455          | 4,845,936 | 200,999     | 5,046,935 |
| Profit for the period                  |      | -       | _         | _        | 616,857         | _              | _               | _               | 616,857   | 41,302      | 658,159   |
| Other comprehensive income             |      | _       | _         | _        | _               | (182,778)      | (1,034)         | (38,480)        | (222,292) | (50,334)    | (272,626) |
| Total comprehensive income             | -    | -       | -         | -        | 616,857         | (182,778)      | (1,034)         | (38,480)        | 394,565   | (9,032)     | 385,533   |
| Effect of options over non-controlling | -    |         |           |          |                 |                |                 |                 |           |             |           |
| interests in subsidiaries              | 8    | _       | _         | 3,460    | -               | (29,671)       | -               | -               | (26,211)  | (12,429)    | (38,640)  |
| Share-based payment transactions       |      | _       | _         | (94)     | _               | _              | _               | _               | (94)      | _           | (94)      |
| As of 30 June 2014 (unaudited)         | -    | 92      | 1,433,396 | 667,337  | 4,216,113       | (1,092,788)    | (929)           | (9,025)         | 5,214,196 | 179,538     | 5,393,734 |

Interim consolidated statement of changes in equity for the six months ended 30 June 2013

|  |      |         |           | Attribu  | table to the    | owners of the   | parent          |                 |             |             |             |
|--|------|---------|-----------|----------|-----------------|-----------------|-----------------|-----------------|-------------|-------------|-------------|
|  | -    |         |           |          |                 | Foreign         |                 |                 |             |             |             |
|  |      |         |           | Other    |                 | currency        | Cash flow       | Available-      |             | Non-        |             |
|  |      | Issued  | Capital   | capital  | Retained        | translation     | hedge           | for-sale        |             | controlling | Total       |
|  | Note | capital | surplus   | reserves | earnings        | reserve         | reserve         | reserve         | Total       | interests   | equity      |
|  |      |         |           | (A       | ll amounts in t | thousands of US | S dollars unles | s otherwise sta | ated)       |             |             |
| As of 1 January 2013                   | _    | 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                  |      | -       | -         | _        | 1,023,509       | -               | -               | -               | 1,023,509   | 24,765      | 1,048,274   |
| Other comprehensive income             | _    | _       | _         | —        | -               | (337,412)       | 3,414           | (4,115)         | (338,113)   | (2,237)     | (340,350)   |
| Total comprehensive income             | _    | -       | -         | _        | 1,023,509       | (337,412)       | 3,414           | (4,115)         | 685,396     | 22,528      | 707,924     |
| Dividends declared                     | -    | _       | -         | _        | (1,154,366)     | -               | -               | _               | (1,154,366) | -           | (1,154,366) |
| Effect of options over non-controlling |      |         |           |          |                 |                 |                 |                 |             |             |             |
| interests in subsidiaries              |      | -       | -         | (571)    | -               | (2,757)         | -               | -               | (3,328)     | (29,337)    | (32,665)    |
| Share-based payment transactions       |      | _       | -         | 214      | _               | -               | -               | -               | 214         | -           | 214         |
| Divestment                             | _    | —       | _         | —        | (24,570)        | 450             | -               | -               | (24,120)    | 24,570      | 450         |
| 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   |

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

## Interim consolidated statements of cash flows for the six months ended 30 June 2014 and 2013

|  |      | Six month end            | ed 30 June          |
|--|------|--------------------------|---------------------|
|  | Note | 2014<br>(unaudited)      | 2013<br>(unaudited) |
|  | NOLE | (All amounts in t        |                     |
|  |      | US dollars unless of     |                     |
| Operating activities   |      |                          | normoo olaloay      |
| Profit for the period  |      | 658,159                  | 1,048,274           |
| Income tax expense   | 5    | 165,502                  | 226,111             |
| Profit before tax  |      | 823,661                  | 1,274,385           |
|  |      |                          |                     |
| Non-cash adjustments to reconcile profit before tax to net cash  |      |                          |                     |
| flows from operating activities:   | _    |                          |                     |
| Depreciation   | 6    | 707,606                  | 765,252             |
| Impairment loss  | _    | -                        | 30,885              |
| Amortization   | 7    | 113,760                  | 143,371             |
| Loss on disposals of non-current assets  |      | 21,437                   | 8,059               |
| Finance income   |      | (186,400)                | (199,530)           |
| Finance costs  |      | 403,204                  | 400,645             |
| Other non-operating loss/(gain), net   |      | 30,168                   | (12,400)            |
| Net foreign exchange loss/(gain)   |      | 44,800                   | (82,525)            |
| Share of loss/(gain) of associates and joint ventures accounted for  |      | 04 050                   | (0,070)             |
| using the equity method  |      | 21,853                   | (6,273)             |
| Movements in provisions  |      | (4,249)                  | 5,654               |
| Operating profit before working capital adjustments, interest and  |      | 4 075 040                | 0 007 500           |
| income taxes   |      | 1,975,840                | 2,327,523           |
| Working capital adjustments  |      | (400.004)                |                     |
| Change in trade and other receivables and prepayments  |      | (160,301)                | (155,445)           |
| Change in inventories  |      | 21,914                   | (49,280)            |
| Change in trade and other payables Interest and income taxes   |      | 103,618                  | 39,644              |
|  |      | (279.996)                | (271 122)           |
| Interest paid<br>Interest received   |      | (378,886)<br>15,080      | (371,123)<br>40,139 |
|  |      | (149,694)                | (219,810)           |
| Income tax paid Net cash flows from operating activities   |      | 1,427,571                | 1,611,648           |
| Investing activities   |      | 1,427,371                | 1,011,040           |
| -  |      | 3,100                    | 25.070              |
| Proceeds from sale of property, equipment and intangible assets<br>Purchase of property, equipment and intangible assets |      | (1,160,981)              | 25,079<br>(925,461) |
| Issue of loans   |      | (1,100,981)<br>(206,942) | (1,200,878)         |
| Repayment of loans issued  |      | 219,120                  | 2,091,544           |
| Inflows/(outflows) from deposits (net)   |      | (64,584)                 | (146,641)           |
| Proceeds from sale of available-for-sale financial assets  |      | 426                      | 5,051               |
| Disposal of subsidiaries, net of cash disposed   |      | 606                      | 28,702              |
| Receipt of dividends   |      | 113                      | 14,827              |
| Net cash flows used in investing activities  |      | (1,209,142)              | (107,777)           |
| Financing activities   |      | (1,200,142)              | (107,117)           |
| Proceeds from borrowings, net of fees paid   |      | 646,808                  | 798,293             |
| Repayment of borrowings  |      | (297,284)                | (1,165,939)         |
| Dividends paid to equity holders   | 11   | (442,033)                | (1,155,081)         |
| Dividends paid to controlling interests  |      | (++2,000)                | (412)               |
| Net cash flows used in financing activities  |      | (92,509)                 | (1,523,139)         |
| Net increase/(decrease) in cash and cash equivalents   |      | 125,920                  | (19,268)            |
| Net foreign exchange differences   |      | (41,817)                 | (52,266)            |
| Cash and cash equivalents at the beginning of the period   |      | 997,752                  | 981,845             |
| Cash classified as asset held for sale   |      | 331,132                  | (188,491)           |
| Cash and cash equivalents at the end of the period   |      | 1,081,855                | 721,820             |
| each and each equivalente at the end of the period   |      | 1,001,000                | 121,020             |

## Notes to the unaudited interim condensed consolidated financial statements

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

### 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, 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 June 2014, the Company provided 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 six months ended 30 June 2014 were authorized for issue by General Director on 8 August 2014.

#### 2. Basis of the interim condensed consolidated financial statements

#### **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 2013 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 condensed consolidated financial statements have been prepared from these accounting records and adjusted as necessary in order to comply with IFRS.

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 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 statements of financial position, the income statements and statements of comprehensive income 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.

## Notes to the unaudited interim condensed consolidated financial statements

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

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

#### **Basis of consolidation**

The interim condensed consolidated financial statements comprise the financial statements of the Company and its subsidiaries as of and for the three -and six-month periods ended 30 June 2014. 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.

#### 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 2013, except for the adoption of new standards and interpretations effective as of 1 January 2014, as described below.

The Group has applied, for the first time, the amendments to IAS 32 Offsetting Financial Assets and Financial Liabilities. These amendments permit financial assets and liabilities to be offset against each other for balance sheet presentation only where a currently existing, legally enforceable, unconditional right of offset applies to all counterparties of the financial instruments in all situations, including both normal operations and insolvency. The amendments also clarify the application of the IAS 32 offsetting criteria to settlement systems (such as central clearing house systems) which apply gross settlement mechanisms that are not simultaneous.

VimpelCom enters into interconnect contracts with various counterparties that are settled on a net basis in the normal course of business. However, following the Russian legislation, net settlement is not possible in the event of bankruptcy of a counterparty. Consequently, the offsetting of the respective financial assets and liabilities relevant for the Russian jurisdiction is not allowed in light of the amendments to IAS 32. As a result of the retrospective application of the amendments to IAS 32, the outstanding receivables and payables balances under the interconnect contracts included in the 31 December 2013 statement of financial position presented as comparative information in these interim condensed consolidated financial statements have been presented on a gross basis leading to the increase of the Trade and other receivables and Trade and other payables by US\$ 130,300. No additional statement of financial position as of 1 January 2013 is presented because the application of the amendments to IAS 32 did not result in a change of equity in any of the prior periods.

Several other new standards and amendments apply for the first time in 2014, i.e. IFRIC 21 *Levies, Investment Entities – Amendments to IFRS 10, IFRS 12 and IAS 27* and IAS 39 *Novation of Derivatives and Continuation of Hedge Accounting – Amendments to IAS 39.* However, they do not impact the annual consolidated financial statements of the Group or the interim condensed consolidated financial statements of the Group.

In 2013, the Company early adopted IAS 36 *Recoverable Amount Disclosures for Non-Financial Assets – Amendments to IAS 36* that became effective for annual periods beginning on or after 1 January 2014. Since the amended/additional disclosures provide useful information as intended by the IASB, the Company decided to early adopt the Standard in 2013. The amendments remove the unintended consequences of IFRS 13 on the disclosures required under IAS 36. In addition, these amendments require disclosure of the recoverable amounts for the assets or CGUs for which impairment loss has been recognized or reversed during the period.

## Notes to the unaudited interim condensed consolidated financial statements

(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. Segment information

Management analyzes the Company's operating segments separately because of different economic environments and stages of development in different geographical areas, requiring different investment and marketing strategies. Management does not analyze assets or liabilities by reportable segment. The segment data for acquired operations are reflected herein from the date of their respective acquisition.

Management evaluates the performance of the Company's segments on a regular basis, primarily based on earnings before interest (both finance income and finance costs), income tax, depreciation, amortization, impairment loss, loss on disposals of non-current assets, net foreign exchange gain/(loss), other non-operating losses and share of profit/(loss) of associates and joint ventures ("**EBITDA**").

Financial information by reportable segment for the three- and six-month periods ended 30 June 2014 and 30 June 2013 is presented in the following tables.

#### Information by reportable segments for the three months ended 30 June 2014

|                          | Russia    | CIS     | Ukraine | Total     | All other | Group     |
|--------------------------|-----------|---------|---------|-----------|-----------|-----------|
| Revenue                  |           |         |         |           |           |           |
| External customers       | 1,957,239 | 431,307 | 7,787   | 2,396,333 | 37,329    | 2,433,662 |
| Inter-segment            | 6,821     | 27,909  | 407     | 35,137    | (35,137)  | -         |
| Total operating revenues | 1,964,060 | 459,216 | 8,194   | 2,431,470 | 2,192     | 2,433,662 |
| EBITDA                   | 813,495   | 201,976 | 3,575   | 1,019,046 | 11,638    | 1,030,684 |
| Capital expenditures     | 392,708   | 38,048  | 1,213   | 431,969   | _         | 431,969   |

#### Information by reportable segments for the three months ended 30 June 2013

|                          | Russia    | CIS     | Ukraine | Total     | All other | Group     |
|--------------------------|-----------|---------|---------|-----------|-----------|-----------|
| Revenue                  |           |         |         |           |           |           |
| External customers       | 2,317,180 | 450,279 | 12,058  | 2,779,517 | 12,517    | 2,792,034 |
| Inter-segment            | 17,235    | 29,676  | 500     | 47,411    | (47,411)  | -         |
| Total operating revenues | 2,334,415 | 479,955 | 12,558  | 2,826,928 | (34,894)  | 2,792,034 |
| EBITDA                   | 996,638   | 252,288 | 192     | 1,249,118 | (78,911)  | 1,170,207 |
| Capital expenditures     | 355,269   | 84,057  | 1,054   | 440,380   | 994       | 441,374   |

#### Information by reportable segments for the six months ended 30 June 2014

|                          | Russia    | CIS     | Ukraine | Total     | All other | Group     |
|--------------------------|-----------|---------|---------|-----------|-----------|-----------|
| Revenue                  |           |         |         |           |           |           |
| External customers       | 3,846,507 | 840,060 | 18,586  | 4,705,153 | 65,572    | 4,770,725 |
| Inter-segment            | 10,938    | 22,457  | 834     | 34,229    | (34,229)  | -         |
| Total operating revenues | 3,857,445 | 862,517 | 19,420  | 4,739,382 | 31,343    | 4,770,725 |
| EBITDA                   | 1,573,641 | 391,313 | 5,442   | 1,970,396 | 9,693     | 1,980,089 |
| Capital expenditures     | 718,139   | 74,364  | 1,598   | 794,101   | _         | 794,101   |

## Notes to the unaudited interim condensed consolidated financial statements

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

### 4. Segment information (continued)

#### Information by reportable segments for the six months ended 30 June 2013

|                          | Russia    | CIS     | Ukraine | Total     | All other | Group     |
|--------------------------|-----------|---------|---------|-----------|-----------|-----------|
| Revenue                  |           |         |         |           |           |           |
| External customers       | 4,607,849 | 872,756 | 24,041  | 5,504,646 | 27,798    | 5,532,444 |
| Inter-segment            | 30,844    | 30,786  | 1,159   | 62,789    | (62,789)  | -         |
| Total operating revenues | 4,638,693 | 903,542 | 25,200  | 5,567,435 | (34,991)  | 5,532,444 |
| EBITDA                   | 1,959,839 | 459,483 | 1,917   | 2,421,239 | (99,370)  | 2,321,869 |
| Capital expenditures     | 575.517   | 170,658 | 2.219   | 748,394   | 1.375     | 749,769   |
| oupliul opperiolitiles   | 575,517   | 170,000 | 2,213   | 1-0,00-   | 1,575     | 143,103   |

The following table provides the reconciliation of consolidated EBITDA to consolidated profit for the threeand six-month period ended 30 June 2014:

|   | Three months ended<br>30 June |           | Six months ended<br>30 June |           |
|---|-------------------------------|-----------|-----------------------------|-----------|
|   | 2014                          | 2013      | 2014                        | 2013      |
| EBITDA  | 1,030,684                     | 1,170,207 | 1,980,089                   | 2,321,869 |
| Depreciation  | (360,146)                     | (373,309) | (707,606)                   | (765,252) |
| Amortization  | (53,993)                      | (70,267)  | (113,760)                   | (143,371) |
| Impairment loss   | -                             | _         | _                           | (30,885)  |
| Loss on disposal of non-current assets                  | (12,205)                      | (6,342)   | (21,437)                    | (8,059)   |
| Finance costs   | (204,554)                     | (194,605) | (403,204)                   | (400,645) |
| Finance income  | 92,013                        | 96,885    | 186,400                     | 199,530   |
| Other non-operating (losses)/gains, net                 | (35,125)                      | 14,924    | (30,168)                    | 12,400    |
| Share of (loss)/profit of associates and joint ventures |                               |           |                             |           |
| accounted for using the equity method                   | (5,688)                       | 8,802     | (21,853)                    | 6,273     |
| Net foreign exchange gain/(loss)                        | 35,848                        | 33,500    | (44,800)                    | 82,525    |
| Income tax expense                                      | (76,982)                      | (94,348)  | (165,502)                   | (226,111) |
| Profit for the period                                   | 409,852                       | 585,447   | 658,159                     | 1,048,274 |

#### 5. Income taxes

Taxes on income in the interim periods are accrued using the tax rate that would be applicable to the expected total annual profit or loss. Tax effects of significant non-recurring items are excluded from the determination of the average annual effective tax rate, and are recognized using the statutory tax rates enacted or substantively enacted as of the end of the interim periods, as the related income and expense, giving rise to such tax effects, are recognized. Significant changes in deferred taxes resulting from origination and reversal of temporary differences are reflected in the interim consolidated statement of financial position.

Income tax expense consisted of the following for the three and six months ended 30 June 2014:

|   | Three months ended<br>30 June |          | Six months ended<br>30 June |           |
|---|-------------------------------|----------|-----------------------------|-----------|
|   | 2014                          | 2013     | 2014                        | 2013      |
| Current income taxes                      | 74,564                        | 146,199  | 215,292                     | 326,147   |
| Deferred income taxes                     | 2,418                         | (51,851) | (49,790)                    | (100,036) |
| Income tax expense reported in the income |                               |          |                             | · · ·     |
| statement                                 | 76,982                        | 94,348   | 165,502                     | 226,111   |
| Effective tax rates                       | 16%                           | 14%      | 20%                         | 18%       |

## Notes to the unaudited interim condensed consolidated financial statements

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

### 5. Income taxes (continued)

The increase in the effective tax rate ("ETR") for the three- and six-month period ended 30 June 2014 compared with the ETR for the prior year six months relates to the higher withholding tax accrued in 2014 compared to 2013 for dividends that will be distributed in the foreseeable future. This increase was partly offset as a result of prior year adjustments due to refiling of tax returns.

## 6. Property and equipment

During the six months ended 30 June 2014 and 2013, the Company had the following changes in property and equipment:

|  | Six months ended 30 June |           |  |
|--|--------------------------|-----------|--|
|  | 2014                     | 2013      |  |
| Opening net book value as of 1 January | 7,681,837                | 7,763,187 |  |
| Additions                              | 719,755                  | 692,513   |  |
| Net book value of assets disposed      | (25,657)                 | (32,014)  |  |
| Translation adjustment                 | (272,833)                | (431,006) |  |
| Depreciation charge                    | (707,606)                | (765,252) |  |
| Assets reclassified as held for sale   | -                        | (711,397) |  |
| Closing net book value as of 30 June   | 7,395,496                | 6,516,031 |  |

#### 7. Intangible assets and goodwill

During the six months ended 30 June 2014 and 2013, the Company had the following changes in intangible assets and goodwill:

|                                 | Six months ended 30 June      |           |                               |           |  |  |
|---------------------------------|-------------------------------|-----------|-------------------------------|-----------|--|--|
|                                 | 2014                          |           | 2013                          |           |  |  |
|                                 | Other<br>intangible<br>assets | Goodwill  | Other<br>intangible<br>assets | Goodwill  |  |  |
| Opening net book value          |                               | Coodwin   | 433613                        | CCOuwin   |  |  |
| as of 1 January                 | 881,227                       | 3,357,221 | 1.067.164                     | 3.603.922 |  |  |
| Additions                       | 74,346                        | -         | 57,257                        | _         |  |  |
| Net book value of assets        | -                             |           |                               |           |  |  |
| disposed                        | (1,822)                       | -         | (1,521)                       | _         |  |  |
| Translation adjustment          | (27,616)                      | (111,363) | (57,411)                      | (206,000) |  |  |
| Amortization charge             | (113,760)                     | -         | (143,371)                     | -         |  |  |
| Assets reclassified as held for |                               |           |                               |           |  |  |
| sale                            |                               | -         | (60,754)                      | (145,507) |  |  |
| Closing net book value          |                               |           |                               |           |  |  |
| as of 30 June                   | 812,375                       | 3,245,858 | 861,364                       | 3,252,415 |  |  |

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 2013.

There were no indicators of impairment of goodwill during the six months ended 30 June 2014.

## Notes to the unaudited interim condensed consolidated financial statements

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

#### 8. Financial assets and liabilities

There were no significant changes in the financial assets and liabilities in the six months ended 30 June 2014, except as described below.

On 4 February 2014, the Company entered into Subordination Deed to rank the liabilities owed by VimpelCom to each of OJSC Sberbank ("Sberbank Liabilities"), Vimpelcom Amsterdam B.V., Vimpelcom Holdings B.V. and Weather Capital Special Purpose 1 S.A ("Subordinated Liabilities") if an Insolvency Event occurs in respect of the Company. If such Event occurs in respect of the Company, and for so long as such Event continues, the Subordinated Liabilities shall be subordinated in full to the Sberbank Liabilities and the Sberbank Liabilities shall rank in priority to the Subordinated Liabilities.

On 1 December 2011, the Company entered into Revolving Credit Facility with OJSC Sberbank for the amount of RUB 15,000 million (the equivalent of US\$ 446,022 as of 30 June 2014 at the exchange rate provided by Central Bank of Russia). The facility bears interest at a rate of MosPrime plus 1.8% p.a. On 1 April 2014, VimpelCom drew down under this Revolving Credit Facility an amount of RUB 7,300 million (the equivalent of US\$ 205,026 at the exchange rate as of 1 April 2014 provided by Central Bank of Russia). On 20 June 2014, VimpelCom fully repaid the Ioan in the amount of RUB 7,300 million (the equivalent of US\$ 212,812 at the exchange rate as of 20 June 2014 provided by Central Bank of Russia). The agreement was terminated on 23 June 2014.

On 30 April 2014, VimpelCom signed a loan facility agreement with CISCO Systems Finance International. The loan was a Russian ruble denominated export credit facility for a total amount of RUB 1,500 million (the equivalent of US\$ 42,019 as of 30 April 2014 at the exchange rate provided by Central Bank of Russia). The purpose of the facility is to finance equipment purchased by VimpelCom from CISCO on a reimbursement basis. The facility bears interest at a rate of 8.85%. The facility was drawn on 7 May 2014 in the amount of RUB 1,312 million (the equivalent of US\$ 36,797 as of 7 May 2014 at the exchange rate provided by Central Bank of Russia). The facility matures on 9 July 2017.

On 30 May 2014, the Company entered into Credit Facility agreement with OJSC Sberbank for the amount of RUB 25,000 million (the equivalent of US\$ 432,924 as of 30 May 2014 at the exchange rate provided by Central Bank of Russia). The facility bears interest at a rate at a range from 10.75% to 12.00% p.a. which is subject to certain conditions. In the period ended 30 June 2014, no drawdown under this facility was made. Credit Facility matures on 29 May 2017.

On 30 May 2014, the Company entered into Revolving Credit Facility with OJSC Sberbank for the amount of RUB 15,000 million (the equivalent of US\$ 721,540 as of 30 May 2014 at the exchange rate provided by Central Bank of Russia). The facility bears interest at a rate of MosPrime plus the margin from 2.1% to 2.8% p.a. which is subject to certain conditions. On 2 July 2014, VimpelCom drew down under this Revolving Credit Facility an amount of RUB 8,000 million (the equivalent of US\$ 233,730 at the exchange rate as of 2 July 2014 provided by Central Bank of Russia). The facility matures on 29 May 2017.

The change in the cross-currency and interest rate exchange contracts is driven by the respective change in their fair values in the reported period.

Significant changes in financial assets and liabilities also relate to the loans received from related parties and the amount of interest due on them, loans granted to related parties and the amount of interest due on them as further described in Note 12.

## Notes to the unaudited interim condensed consolidated financial statements

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

### 8. Financial assets and liabilities (continued)

#### 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 June 2014 except for cash and cash equivalents, trade and other receivables and trade and other payables where the carrying amount is a reasonable approximation of fair value:

|   | Carrying value  |                     | Fair va         | alue                |
|---|-----------------|---------------------|-----------------|---------------------|
|   | 30 June<br>2014 | 31 December<br>2013 | 30 June<br>2014 | 31 December<br>2013 |
| Financial assets at fair value through<br>profit or loss                      |                 |                     |                 |                     |
| Derivatives over non-controlling interest                                     | 34,876          | 34,874              | 34,876          | 34,874              |
| Foreign exchange contracts  | -               | 301                 | -               | 301                 |
| Financial assets at fair value through<br>other comprehensive income          |                 |                     |                 |                     |
| Available–for–sale financial assets   | 70,873          | 109,827             | 70,873          | 109,827             |
| Total financial assets at fair value  | 105,749         | 145,002             | 105,749         | 145,002             |
| Loans granted, deposits and other<br>financial assets at amortised cost       |                 |                     |                 |                     |
| Loans granted to related parties  | 4,052,065       | 4,077,478           | 4,246,465       | 4,484,501           |
| Bank deposits   | 274,659         | 209,066             | 274,659         | 209,066             |
| Interest receivable   | 175,144         | 4,890               | 178,516         | 4,890               |
| Other financial assets  | 9,656           | 10,425              | 9,656           | 10,425              |
| Total loans granted, deposits and<br>other financial assets at amortised      |                 |                     |                 |                     |
| cost  | 4,511,524       | 4,301,859           | 4,709,296       | 4,708,882           |
| Total other financial assets  | 4,617,273       | 4,446,861           | 4,815,045       | 4,853,884           |
| Financial liabilities at fair value through profit or loss or equity          |                 |                     |                 |                     |
| Derivatives over non-controlling interest<br>Cross-currency and Interest rate | 243,109         | 204,469             | 243,109         | 204,469             |
| exchange contracts  | 28,707          | -                   | 28,707          |                     |
| Total financial liabilities at fair value through profit or loss or equity    | 271,816         | 204,469             | 271,816         | 204,469             |
| Financial liabilities at amortised cost                                       | 10,153,174      | 9,910,870           | 10,518,316      | 10,374,549          |
| Total other financial liabilities   | 10,424,990      | 10,115,339          | 10,790,132      | 10,579,018          |
|   | , ,             | -, -,               | , , -           | -,,                 |

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:

## Notes to the unaudited interim condensed consolidated financial statements

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

### 8. Financial assets and liabilities (continued)

#### Fair value hierarchy (continued)

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).

The following table provides the disclosure of fair value measurements separately for each major class of assets and liabilities measured at fair value except for those with carrying amounts that are reasonable approximations of fair values.

| Financial assets at fair value through profit or loss<br>Derivatives over non-controlling interest<br>Assets for which fair values are disclosed<br>Interest receivable34,876Assets for which fair values are disclosed<br>Derivatives over non-controlling interest<br>Bank deposits<br>Interest receivable34,876Financial assets of rwhich fair values are disclosed<br>Loans granted to related parties<br>Bank deposits<br>Interest receivable <th></th> <th colspan="3">As of 30 June 2014</th>   |  | As of 30 June 2014 |           |           |
|--|--|--------------------|-----------|-----------|
| Derivatives over non-controlling interest34,876Financial assets at fair value through other comprehensive<br>income34,876Available-for-sale financial asset70,873Total financial assets at fair value70,873Assets for which fair values are disclosed-4,246,465-Loans granted to related parties-274,659-Bank deposits-274,659-Interest receivable-178,516-Other financial assets-9,656-Total assets for which fair values are disclosed-4,709,296-Financial liabilities at fair value through profit or loss or equity<br>Derivatives over non-controlling interest<br>Cross-currency and Interest rate exchange contracts-28,707-Total financial liabilities at fair value-28,707Liabilities for which fair values are disclosed-5,460,8955,057,421- |  | (Level 1)          | (Level 2) | (Level 3) |
| Available-for-sale financial asset70,873Total financial assets at fair value70,873Assets for which fair values are disclosed70,873-34,876Loans granted to related parties-4,246,465-Bank deposits-274,659-Interest receivable-178,516-Other financial assets-9,656-Total assets for which fair values are disclosed-4,709,296-Financial liabilities at fair value through profit or loss or equity243,109Derivatives over non-controlling interest243,109Cross-currency and Interest rate exchange contracts243,109Liabilities for which fair values are disclosed243,109Liabilities for which fair values are disclosed243,109Financial liabilities at amortised cost5,460,8955,057,421-  | Derivatives over non-controlling interest                            |                    | _         | 34,876    |
| Total financial assets at fair value70,873-34,876Assets for which fair values are disclosed<br>Loans granted to related parties-4,246,465-Bank deposits-274,659-Interest receivable-178,516-Other financial assets-9,656-Total assets for which fair values are disclosed-4,709,296-Financial liabilities at fair value through profit or loss or equity<br>Derivatives over non-controlling interest<br>Cross-currency and Interest rate exchange contracts-28,707-Total financial liabilities at fair value-28,707Liabilities for which fair values are disclosed-5,460,8955,057,421-  |  |                    |           |           |
| Assets for which fair values are disclosedLoans granted to related parties-Bank deposits-Interest receivable-Other financial assets-Other financial assets-9,656-Total assets for which fair values are disclosed-Financial liabilities at fair value through profit or loss or equityDerivatives over non-controlling interest-Cross-currency and Interest rate exchange contracts-28,707-Total financial liabilities at fair value-Liabilities for which fair values are disclosedFinancial liabilities at fair value-28,707-243,109Liabilities for which fair values are disclosedFinancial liabilities at fair value-28,707243,109Liabilities for which fair values are disclosedFinancial liabilities at amortised cost5,460,8955,057,421-        | Available–for–sale financial asset                                   | 70,873             | _         | _         |
| Loans granted to related parties–4,246,465–Bank deposits–274,659–Interest receivable–178,516–Other financial assets–9,656–Total assets for which fair values are disclosed–4,709,296–Financial liabilities at fair value through profit or loss or equity––243,109Cross-currency and Interest rate exchange contracts–28,707–Total financial liabilities at fair value–28,707–Liabilities for which fair values are disclosed–5,460,8955,057,421–  | Total financial assets at fair value                                 | 70,873             |           | 34,876    |
| Bank deposits-274,659-Interest receivable-178,516-Other financial assets-9,656-Total assets for which fair values are disclosed-4,709,296-Financial liabilities at fair value through profit or loss or equity243,109Derivatives over non-controlling interest243,109Cross-currency and Interest rate exchange contracts-28,707-Total financial liabilities at fair value-28,707-Liabilities for which fair values are disclosed5,460,8955,057,421-  | Assets for which fair values are disclosed                           |                    |           |           |
| Interest receivable-178,516-Other financial assets-9,656-Total assets for which fair values are disclosed-4,709,296-Financial liabilities at fair value through profit or loss or equity243,109Derivatives over non-controlling interest243,109Cross-currency and Interest rate exchange contracts-28,707-Total financial liabilities at fair value-28,707-Liabilities for which fair values are disclosed5,460,8955,057,421-  | Loans granted to related parties                                     | _                  | 4,246,465 | _         |
| Other financial assets-9,656-Total assets for which fair values are disclosed-4,709,296-Financial liabilities at fair value through profit or loss or equity<br>Derivatives over non-controlling interest<br>Cross-currency and Interest rate exchange contracts243,109Total financial liabilities at fair value243,109Liabilities for which fair values are disclosed<br>Financial liabilities at amortised cost-28,707-State-28,707State-28,707Construction243,109-ConstructionConstructionConstructionConstructionConstructionConstructionConstructionConstructionConstructionConstructionConstructionConstructionConstructionConstructionConstruction-Construction-Construction-Construction-Construction-Construction-Construction-Construction-  | Bank deposits  | _                  | 274,659   | _         |
| Total assets for which fair values are disclosed-4,709,296-Financial liabilities at fair value through profit or loss or equity<br>Derivatives over non-controlling interest<br>Cross-currency and Interest rate exchange contracts243,109Cross-currency and Interest rate exchange contracts<br>Total financial liabilities at fair value-28,707-Liabilities for which fair values are disclosed<br>Financial liabilities at amortised cost5,460,8955,057,421-  | Interest receivable  | _                  | 178,516   | _         |
| Financial liabilities at fair value through profit or loss or equity         Derivatives over non-controlling interest         Cross-currency and Interest rate exchange contracts         Total financial liabilities at fair value         Liabilities for which fair values are disclosed         Financial liabilities at amortised cost   | Other financial assets   | _                  | 9,656     | _         |
| Derivatives over non-controlling interest243,109Cross-currency and Interest rate exchange contracts-28,707-Total financial liabilities at fair value-28,707243,109Liabilities for which fair values are disclosed-28,707243,109Financial liabilities at amortised cost5,460,8955,057,421-  | Total assets for which fair values are disclosed                     |                    | 4,709,296 | -         |
| Derivatives over non-controlling interest243,109Cross-currency and Interest rate exchange contracts-28,707-Total financial liabilities at fair value-28,707243,109Liabilities for which fair values are disclosed-28,707243,109Financial liabilities at amortised cost5,460,8955,057,421-  | Financial liabilities at fair value through profit or loss or equity |                    |           |           |
| Cross-currency and Interest rate exchange contracts-28,707-Total financial liabilities at fair value-28,707243,109Liabilities for which fair values are disclosed5,460,8955,057,421-   |  | _                  | _         | 243,109   |
| Liabilities for which fair values are disclosed         Financial liabilities at amortised cost         5,460,895       5,057,421  | 0  | _                  | 28,707    | ,         |
| Financial liabilities at amortised cost 5,460,895 5,057,421 –  | Total financial liabilities at fair value                            | _                  | 28,707    | 243,109   |
|  | Liabilities for which fair values are disclosed                      |                    |           |           |
| Total liabilities for which fair values are disclosed       5,460,895       5,057,421       -  | Financial liabilities at amortised cost                              | 5,460,895          | 5,057,421 | _         |
|  | Total liabilities for which fair values are disclosed                | 5,460,895          | 5,057,421 | _         |

## Notes to the unaudited interim condensed consolidated financial statements

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

## 8. Financial assets and liabilities (continued)

#### Fair value hierarchy (continued)

|  | As of 31 December 2013 |           |           |
|--|------------------------|-----------|-----------|
|  | (Level 1)              | (Level 2) | (Level 3) |
| Financial assets at fair value through profit or loss                |                        |           |           |
| Derivatives over non-controlling interest                            | -                      | -         | 34,874    |
| Foreign exchange contracts   | -                      | 301       | -         |
| Financial assets at fair value through other comprehensive<br>income |                        |           |           |
| Available-for-sale financial asset                                   | 109,827                | _         | _         |
| Total financial assets at fair value                                 | 109,827                | 301       | 34,874    |
| Assets for which fair values are disclosed                           |                        |           |           |
| Loans to related parties   | -                      | 4,484,501 | -         |
| Bank deposits  | -                      | 209,066   | -         |
| Interest receivable  | -                      | 4,890     | -         |
| Other financial assets   |                        | 10,425    | _         |
| Total assets for which fair values are disclosed                     |                        | 4,708,882 |           |
| Financial liabilities at fair value through profit or loss or equity |                        |           |           |
| Derivatives over non-controlling interest                            | _                      | _         | 204,469   |
| Total financial liabilities at fair value                            | -                      | -         | 204,469   |
| Liabilities for which fair values are disclosed                      |                        |           |           |
| Financial liabilities at amortised cost                              | 5,560,202              | 4,814,347 | -         |
| Total liabilities for which fair values are disclosed                | 5,560,202              | 4,814,347 | _         |

During the six months ended 30 June 2014, 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.

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

|  | As of<br>31 December<br>2013 | Change in fair<br>value reported<br>in profit or loss | Change in fair<br>value reported<br>in equity | As of<br>30 June<br>2014 |
|--|------------------------------|---|---|--------------------------|
| Financial assets at fair value through profit or loss      |                              |   |   |                          |
| Derivatives over non-controlling interest                  | 34,874                       | 2   | _   | 34,876                   |
| Total financial assets at fair value                       | 34,874                       | 2   |   | 34,876                   |
| Financial liabilities at fair value through profit or loss |                              |   |   |                          |
| Derivatives over non-controlling interest                  | 204,469                      | _   | 38,640  | 243,109                  |
| Total financial liabilities at fair value                  | 204,469                      | _   | 38,640  | 243,109                  |

Description of significant unobservable inputs to valuation:

|  | Valuation technique                      | Significant<br>unobservable input | Range                         | Sensitivity of the input  |
|--|--|-----------------------------------|-------------------------------|---|
| Derivatives over non-<br>controlling interest<br>(asset)     | Black-Scholes option model               | Volatility based on<br>peer group | Volatility<br>+/- 10 p. p.    | Every p. p. increase in<br>volatility results in<br>US\$ 4,071 higher fair value    |
| Derivatives over non-<br>controlling interest<br>(liability) | Present value of<br>redemption<br>amount | Discount rate                     | Discount rate<br>+/- 10 p. p. | Every p. p. decrease in<br>discount rate results in<br>US\$ 7,972 higher fair value |

## Notes to the unaudited interim condensed consolidated financial statements

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

## 8. Financial assets and liabilities (continued)

#### Fair value hierarchy (continued)

#### 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.

#### 9. Other non-financial assets and liabilities

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

|   | 30 June | 31 December |
|---|---------|-------------|
|   | 2014    | 2013        |
| Deferred costs related to connection fees | 7,691   | 8,960       |
| Other non-current assets                  | 7,624   | 7,839       |
| Other non-current non-financial assets    | 15,315  | 16,799      |

Other current non-financial assets consisted of the following:

|   | 30 June<br>2014 | 31 December<br>2013 |
|---|-----------------|---------------------|
| Input value added tax                     | 101,641         | 85,228              |
| Advances to suppliers                     | 90,390          | 89,767              |
| Prepaid taxes                             | 10,419          | 932                 |
| Deferred costs related to connection fees | 5,412           | 7,072               |
| Others                                    | 3,646           | 4,229               |
| Other current non-financial assets        | 211,508         | 187,228             |

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

|   | 30 June | 31 December |
|---|---------|-------------|
|   | 2014    | 2013        |
| Long-term deferred revenue                  | 32,333  | 33,871      |
| Other non-current liabilities               | 1,619   | 2,532       |
| Other non-current non-financial liabilities | 33,952  | 36,403      |

## Notes to the unaudited interim condensed consolidated financial statements

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

#### 9. Other non-financial assets and liabilities (continued)

Other current non-financial liabilities consisted of the following:

|   | 30 June<br>2014 | 31 December<br>2013 |
|---|-----------------|---------------------|
| Customer advances, net of VAT           | 295,843         | 361,318             |
| Other taxes payable                     | 248,310         | 167,398             |
| Amounts due to employees                | 94,411          | 85,190              |
| Short-term deferred revenue             | 34,906          | 41,032              |
| Customer deposits                       | 33,997          | 34,603              |
| Other liabilities                       | 9,831           | 7,637               |
| Other current non-financial liabilities | 717,298         | 697,178             |

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#### 10. Cash and cash equivalents

Cash and cash equivalents consisted of the following items:

|  | 30 June<br>2014 | 31 December<br>2013 |
|--|-----------------|---------------------|
| Cash and cash equivalents at banks and on hand                     | 895,487         | 825,595             |
| Short-term deposits with an original maturity of less than 92 days | 186,368         | 172,157             |
| Total cash and cash equivalents                                    | 1,081,855       | 997,752             |

Cash at banks earns interest at floating rates based on bank deposit 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 June 2014 in Uzbekistan of US\$ 367,987 (31 December 2013: US\$ 256,212) are restricted for the use of the Company due to the local government and central bank regulation. The restrictions have effect on international payments only, while such cash can be used for transactions within the country.

#### 11. Dividends

On 17 January 2014, VimpelCom paid the second tranche of dividends to the shareholders based on the financial results for the nine months ended 30 September 2013 in the amount of RUR 7,932.81 million (the equivalent to US\$ 237,500 as of 17 January 2014), net of tax withheld. In accordance with the Russian tax legislation, VimpelCom withheld a tax on dividend payments in the amount of RUR 417.52 million (the equivalent to US\$ 12,500 as of 17 January 2014).

On 31 January 2014, VimpelCom paid the third tranche of dividends to the shareholders based on the financial results for the nine months ended 30 September 2013 in the amount of RUR 4,218.80 million (the equivalent to US\$ 119,700 as of 31 January 2014), net of tax withheld. In accordance with the Russian tax legislation, VimpelCom withheld a tax on dividend payments in the amount of RUR 222.04 million (the equivalent to US\$ 6,300 as of 31 January 2014).

On 14 February 2014, VimpelCom paid the fourth tranche of dividends to the shareholders based on the financial results for the nine months ended 30 September 2013 in the amount of RUR 2,186.89 million (the equivalent to US\$ 62,731 as of 14 February 2014), net of tax withheld. In accordance with the Russian tax legislation, VimpelCom withheld a tax on dividend payments in the amount of RUR 115.10 million (the equivalent to US\$ 3,302 as of 14 February 2014).

## Notes to the unaudited interim condensed consolidated financial statements

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

#### 12. Related parties

As of 30 June 2014, OJSC VimpelCom is a wholly-owned subsidiary of VimpelCom Ltd. As of 30 June 2014 VimpelCom Ltd. is primarily owned by two major shareholders: Altimo Coöperatief U.A., a member of the Alfa group of companies (hereinafter: Alfa Group), and Telenor East Holding II AS, a member of the Telenor group of companies (hereinafter: Telenor). VimpelCom Ltd. has no ultimate controlling shareholder.

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 three months<br>ended 30 June |        | For the six months<br>ended 30 June |         |
|--|---------------------------------------|--------|-------------------------------------|---------|
|  | 2014                                  | 2013   | 2014                                | 2013    |
| Revenue from Alfa Group                                | 2,548                                 | 2,598  | 4,991                               | 4,983   |
| Revenue from Telenor                                   | 136                                   | 296    | 166                                 | 851     |
| Revenue from Kyivstar                                  | 32,912                                | 9,093  | 56,286                              | 14,755  |
| Revenue from associates                                | 2,188                                 | 2,102  | 4,387                               | 3,312   |
| Revenue from joint ventures                            | 2,706                                 | 10,314 | 5,523                               | 24,141  |
| Revenue from Teta Telecom                              | 10,937                                | _      | 20,191                              | -       |
| Revenue from other related parties                     | 6,156                                 | 3,023  | 8,953                               | 5,829   |
| -  | 57,583                                | 27,426 | 100,497                             | 53,871  |
| Services from Alfa Group                               | 3,171                                 | 2,623  | 5,995                               | 5,641   |
| Services from Telenor                                  | 481                                   | 563    | (685)                               | 1,813   |
| Services from Kyivstar                                 | 35,115                                | 30,547 | 63,039                              | 53,624  |
| Services from associates                               | 2,440                                 | 1,637  | 5,019                               | 4,713   |
| Services from joint ventures                           | 9,646                                 | 18,307 | 18,626                              | 34,732  |
| Services from Teta Telecom                             | 30,332                                | _      | 57,202                              | -       |
| Services from VimpelCom Ltd. or its subsidiaries       | 28,805                                | 31,606 | 53,136                              | 54,813  |
| Services from other related parties                    | 186                                   | _      | 3,011                               | 17      |
| -  | 110,176                               | 85,283 | 205,343                             | 155,353 |
| Finance income from VimpelCom Ltd. or its subsidiaries | 84,986                                | 92,175 | 172,736                             | 188,719 |
| Finance costs from VimpelCom Ltd. or its subsidiaries  | 36,844                                | 13,371 | 72,402                              | 18,060  |
| Other gain from other related parties                  | 562                                   | 9,908  | 719                                 | 11,310  |

|   | 30 June<br>2014 | 31 December<br>2013 |
|---|-----------------|---------------------|
| Accounts receivable from Alfa Group                         | 1,946           | 3,047               |
| Accounts receivable from Telenor                            | 3,053           | 3,835               |
| Accounts receivable from Kyivstar                           | 15,857          | 9,097               |
| Accounts receivable from associates                         | 6,745           | 7,537               |
| Accounts receivable from joint ventures                     | 21,101          | 12,394              |
| Accounts receivable from Teta Telecom                       | 6,693           | 7,069               |
| Accounts receivable from VimpelCom Ltd. or its subsidiaries | 20,991          | 16,679              |
| Accounts receivable from other related parties              | -               | 162                 |
|   | 76,386          | 59,820              |
| Accounts payable to Alfa Group                              | 72              | 18                  |
| Accounts payable to Telenor                                 | 401             | 513                 |
| Accounts payable to Kyivstar                                | 14,242          | 10,359              |
| Accounts payable to associates                              | 666             | 1,026               |
| Accounts payable to joint ventures                          | 12,490          | 9,544               |
| Accounts payable to Teta Telecom                            | 51,477          | 49,700              |
| Accounts payable to VimpelCom Ltd. or its subsidiaries      | 57,317          | 44,089              |
| Dividends payable to VimpelCom Ltd. or its subsidiaries     | -               | 461,159             |
|   | 136,665         | 576,408             |
| Loans granted to VimpelCom Ltd. or its subsidiaries         | 4,052,065       | 4,077,477           |
| Interest receivable from VimpelCom Ltd. or its subsidiaries | 173,160         | 3,692               |
| Loans received from VimpelCom Ltd. or its subsidiaries      | 2,325,961       | 1,907,845           |
| Interest payable to VimpelCom Ltd. or its subsidiaries      | 36,137          | 56,378              |

## Notes to the unaudited interim condensed consolidated financial statements

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

#### 12. Related parties (continued)

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 as of 30 June 2014 and 31 December 2013 were US\$ 16,431 and US\$ 48,237, respectively.

#### Loans granted to VimpelCom Ltd. or its subsidiaries

As of 30 June 2014 and 31 December 2013, the principal amount of debt outstanding of loans granted to VimpelCom Ltd. or its subsidiaries was as follows:

|                     | Date of Interest |           |            | 30 June 3 | 1 December |           |
|---------------------|------------------|-----------|------------|-----------|------------|-----------|
| Borrower            | agreements       | Maturity  | rate       | Currency  | 2014       | 2013      |
| VimpelCom Amsterdam |                  |           |            |           |            |           |
| Finance B.V.        | 13 May 2011      | May 2017  | 7.5%       | USD       | 3,408,420  | 3,408,420 |
| VimpelCom Ltd.      | 7 Oct 2010       | Dec 2070  | LIBOR+7.5% | USD       | 561,469    | 561,469   |
| Teta Telecom        | 2007-2011        | 2017-2021 | 10.6%      | KZT       | 60,666     | 75,078    |
| Others              |                  |           |            |           | 21,510     | 32,510    |
| Total               |                  |           |            | _         | 4,052,065  | 4,077,477 |

On 13 May 2011, VimpelCom signed an agreement to grant an unsecured loan to VimpelCom Amsterdam Finance B.V., a subsidiary of VimpelCom Ltd. On 6 June 2014, the parties signed an addendum to the loan agreement, to extend the maturity date of the loan till 31 May 2017 and to change the interest rate from 8.72% to 7.5%.

#### Loans received from VimpelCom Ltd. or its subsidiaries

As of 30 June 2014 and 31 December 2013, the principal amount of loans received from VimpelCom Ltd. or its subsidiaries was as follows:

|                         | Date of     |            | Interest   |          | 30 June 3 | 1 December |
|-------------------------|-------------|------------|------------|----------|-----------|------------|
| Creditor                | agreement   | Maturity   | rate       | Currency | 2014      | 2013       |
| VimpelCom Holdings B.V. | 14 Feb 2013 | Feb., 2018 | 9.60%      | RUR      | 356,818   | 366,645    |
| Weather Capital Special |             |            |            |          |           |            |
| Purpose 1 S.A.          | 3 Oct 2013  | Feb., 2020 | 5.67-6.07% | USD      | 635,000   | 635,000    |
| Weather Capital Special |             |            |            |          |           |            |
| Purpose 1 S.A.          | 13 Nov 2013 | Feb., 2020 | 5.56-5.96% | USD      | 580,000   | 430,000    |
| Weather Capital Special |             |            |            |          |           |            |
| Purpose 1 S.A.          | 22 Apr 2010 | Oct., 2021 | 5.75%      | USD      | 400,000   | 400,000    |
| Weather Capital Special |             |            |            |          |           |            |
| Purpose 1 S.A.          | 21 Jan 2014 | Feb., 2020 | 5.44-5.80% | USD      | 255,000   | -          |
| Weather Capital Special |             |            |            |          |           |            |
| Purpose 1 S.A.          | 13 Apr 2007 | Apr., 2017 | 11%        | USD      | 64,143    | 41,200     |
| Weather Capital Special |             |            |            |          |           |            |
| Purpose 1 S.A.          | 27 May 2008 | Jun., 2015 | 3.775%     | USD      | 35,000    | 35,000     |
| Total                   |             |            |            | _        | 2,325,961 | 1,907,845  |

#### Terms and conditions of transactions with related parties

Outstanding balances at the period–end are unsecured, and settlements occur in cash. For the six months ended 30 June 2014, there have been no new guarantees provided or received for any related party receivables or payables and no changes occurred during the six months ended 30 June 2014 to the terms and amounts of the Company's guarantees of the related party loans that existed as of 31 December 2013 and were disclosed in the notes to the respective annual consolidated financial statements except that on 16 April 2014, with effect as from 25 April 2014, VimpelCom Amsterdam B.V. cancelled the existing US\$ 225,000 and EUR 205 million revolving credit facility that VimpelCom Amsterdam B.V., as borrower, had entered into in 2011 and that was guaranteed by the Company. No triggering events under the existing guarantees in favor of related party occurred. The Company believes that probability of these events is remote.

## Notes to the unaudited interim condensed consolidated financial statements

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

### 13. Commitments, contingencies and uncertainties

There has been no material change in the status of the commitments, contingencies and uncertainties from that disclosed in the 2013 annual consolidated financial statements.

The political and economic turmoil witnessed in countries where the Group operates, including the developments in Ukraine, have had and may continue to have a negative impact on the Russian economy, including weakening of the Russian Ruble (RUB) and making it harder to raise international funding. At present, sanctions have been levied, and there is an ongoing threat of sanctions against, Russian individuals and entities, the impact of which are at this stage difficult to determine. The financial markets are uncertain and volatile. These and other events may have a significant impact on the Group's operations and financial position, the effect of which is difficult to predict.

#### 14. Events after the reporting period

#### **Currency devaluations**

Since 30 June 2014, the Russian Ruble (RUB) has gradually devalued against the USD and other major currencies by approximately 8%. A 10% change in the RUB to USD exchange rate has a decreasing impact on the Group's Revenue and EBITDA of approximately 7%.