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VimpelCom Ltd.
Victoria Place, 31 Victoria Street
Hamilton HM10, Bermuda

NOTICE OF A SPECIAL GENERAL MEETING OF SHAREHOLDERS

25 September 2013
11 am central European time
The meeting will be held at the following office address:

Claude Debussylaan 88, 1082 MD Amsterdam, The Netherlands

VimpelCom Ltd.
Victoria Place, 31 Victoria Street, Hamilton HM10, Bermuda



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**NOTICE
OF A SPECIAL GENERAL MEETING OF SHAREHOLDERS
OF VIMPELCOM LTD.**

19 August 2013

Dear Shareholder

As you are aware, on 6 August 2013, the supervisory board of VimpelCom Ltd. (“VimpelCom” or the “Company”) approved a listing of American depository shares (“ADSs”) evidenced by American depository receipts delivered by the Bank of New York Mellon, representing common shares of VimpelCom, on the NASDAQ Stock Market LLC (“NASDAQ”). The listing on NASDAQ is expected to occur on or about 10 September 2013. At that time, subject to the NASDAQ listing become effective, the listing of the ADSs on the New York Stock Exchange will be terminated. In connection with the NASDAQ listing, certain amendments to the bye-laws of VimpelCom are required and it is therefore proposed that VimpelCom will adopt amended and restated bye-laws.

VimpelCom Ltd. will hold a special general meeting of its Shareholders (the “SGM”) on 25 September 2013. The supervisory board of the Company has resolved that the SGM will be held on Wednesday 25 September 2013 at 11 am (central European time) at Claude Debussylaan 88, 1082 MD Amsterdam, The Netherlands. Only the holders of record of VimpelCom shares at the close of business on 19 August 2013, the record date for the SGM, are entitled to vote at the SGM under Bermuda law and the VimpelCom bye-laws.

The sole item of business on the agenda of the meeting is to approve the adoption by the Company of amended and restated bye-laws in connection with the listing on NASDAQ of VimpelCom’s American depository shares issued by The Bank of New York Mellon representing common shares of the Company.

The formal notice of the special general meeting is set out on the following page of this document. The notice is accompanied by some explanatory notes in relation to the proposed resolutions.

The affirmative vote of shareholders holding not less than 75 per cent of the votes cast at the SGM, at which a quorum is present, will be required to approve the resolution to adopt the amended and restated bye-laws of the Company.

VimpelCom shareholders are requested to complete and return the proxy form or voting instruction form (as relevant to how your shares are held) to ensure that their shares will be represented at the SGM. If you have any questions, you may contact Gerbrand Nijman at +31631753681 or gerbrand.nijman@vimpelcom.com. Information regarding the resolution to be proposed at the special general meeting is set out on page 5 of this document. We encourage you to read that information carefully.

VimpelCom’s supervisory board recommends that shareholders vote in favour of the proposal for the adoption of the amended and restated bye-laws of the Company.

VIMPELCOM LTD.

**NOTICE OF A SPECIAL GENERAL MEETING
OF SHAREHOLDERS**

TO THE SHAREHOLDERS OF VIMPELCOM LTD.

NOTICE is given that a special general meeting of the shareholders of VimpelCom Ltd. will be held on 25 September 2013 at 11 am (central European time) at Claude Debussylaan 88, 1082 MD Amsterdam, the Netherlands to vote upon the following proposal:-

To approve the adoption by the Company of amended and restated bye-laws of the Company, to supersede in all respects the existing bye-laws of the Company.

If any other matter properly comes before the meeting or any adjournment of the meeting, the persons named in the proxy form and voting instruction for the meeting will vote the shares represented by all properly executed proxies and voting instruction in their discretion.

The supervisory board has set 19 August 2013 as the record date for the special general meeting. This means that only those persons who are registered holders of VimpelCom Ltd. common shares and/or convertible preferred shares at the close of business on that record date will be entitled to receive notice of the special general meeting and to attend and vote at the meeting and any adjournment of the meeting.

Proof of ownership of common shares and/or convertible preferred shares, as well as a form of personal identification, must be presented in order to be admitted to the meeting.

No cameras, recording equipment, electronic devices, large bags, briefcases or packages will be permitted at the meeting.

This notice should be read in conjunction with the accompanying information.

By Order of the Supervisory Board

**Marlies A. Smith
Secretary**

Dated: 19 August 2013

Record Date and Voting

Registered holders of record of VimpelCom common shares and convertible preferred shares will be entitled to vote at the special general meeting or any adjournment or postponement of the meeting. You are the registered holder of record of VimpelCom shares if your VimpelCom shares are registered in your name on VimpelCom's register of members at the close of business on the record date for the meeting, which is 19 August 2013. Holders of record of VimpelCom shares will receive a proxy form from VimpelCom and will be entitled to vote by proxy at the special general meeting. Completed proxy forms must be executed before a notary public and returned to the Company.

Holders of record of VimpelCom American Depository Shares ("ADSs") will be entitled to instruct the depository as to the exercise of the voting rights attaching to the VimpelCom common shares represented by the holder's VimpelCom ADSs. You are a holder of VimpelCom ADSs if your VimpelCom ADSs are evidenced by physical certificated American Depository Receipts or book entries in your name, so that you appear as a VimpelCom ADS holder in the register maintained by the depository at the close of business on the record date. If you are a holder of record of VimpelCom ADSs, you will receive a voting instruction from the depository with instructions on how to instruct the depository to vote the VimpelCom common shares represented by your VimpelCom ADSs.

If you hold VimpelCom ADSs through a bank, broker or other nominee (in "street name"), you may receive from that institution a voting instruction form that you may use to instruct them on how to cause your VimpelCom ADSs to be voted.

Registered holders of VimpelCom shares can vote at the special general meeting by ballot. If you are a VimpelCom ADS holder you may not vote your shares in person at the special general meeting unless you obtain a proxy form from the depository giving you the right to vote the shares at the special general meeting. Even if you plan to attend the special general meeting, we recommend that you also submit your proxy form or voting instruction as described in this document so that your vote will be counted if you later decide not to attend the meeting.

A quorum for the transaction of business at the special general meeting is the presence in person of two or more persons at the start of the meeting having the right to attend and vote at the meeting and holding or representing in person or by proxy at least 50% plus 1 voting share of the total issued voting shares in VimpelCom at the time.

Pursuant to the VimpelCom bye-laws, the adoption of the amended and restated bye-laws of the Company is subject to the affirmative vote of at least 75 per cent of the votes cast.

In the event a quorum is not present at the special general meeting, then the meeting will stand adjourned to the same day one week later, at the same time and place or to such other day, time or place as the CEO may determine.

Abstentions will be counted towards the presence of a quorum at, but will be not considered votes cast on any proposal brought before, the special general meeting.

If you are a registered holder of VimpelCom shares and have voted by proxy, you may change your vote by signing, dating and returning a new completed proxy form (such proxy form having been executed in the presence of a notary public) with a later date on or before the voting deadline of 19 September 2013 at 9 am (central European time) or by attending the special general meeting and voting in person. If you are a VimpelCom ADSs holder and have voted by submitting a voting instruction, you may change your vote at any time before the voting deadline of 12 noon eastern standard time in the United States pm on 19 September 2013. If you hold your VimpelCom ADSs in street name and wish to change your vote, you should follow the instructions provided by your bank, broker or other nominee. Registered holders of VimpelCom shares or VimpelCom ADSs who need another copy of their proxy form or voting instruction may contact the Company by any of the following methods:-

Mail

Claude Debussylaan 88
1082 MD Amsterdam
The Netherlands
Attention: Legal Department

E-mail

maribelle.mampaeij@vimpelcom.com

Phone

+31 (0)20 797 7257

In the unlikely event that it is determined by the supervisory board prior to that date of the special general meeting that the listing on NASDAQ will not proceed or is to be deferred, the supervisory board may cancel or postpone the special general meeting. Further notice of any such cancellation or postponement will be given to shareholders in that event.

THE PROPOSAL

Set out below is a description of the proposal for which shareholder approval is sought. The supervisory board has recommended that the shareholders vote in favor of the Proposal.

PROPOSAL – ADOPTION OF NEW BYE-LAWS

Text of the Proposed Resolution:

To approve the adoption by the Company of amended and restated bye-laws of the Company, to supersede in all respects the existing bye-laws of the Company.

Explanatory Information:

In connection with the listing of the ADSs on NASDAQ and termination of the listing of the ADSs on the New York Stock Exchange, certain amendments to the bye-laws of VimpelCom are required and it is therefore proposed that VimpelCom will adopt amended and restated bye-laws.

The Company believes the transfer of the listing of its ADSs to NASDAQ will provide VimpelCom shareholders with strong execution and liquidity, while offering the Company an expanded and cost effective set of listing and corporate services.

Accordingly the Company is proposing to adopt amended and restated bye-laws in the form attached to this document. The restated bye-laws have been amended so as to remove the no longer-applicable references to the New York Stock Exchange and its rules and to replace those references, where relevant, with references to NASDAQ and the NASDAQ rules. Only section B of the bye-laws has been amended. Section A of the bye-laws, which had previously expired and is no longer in effect, has not been amended.

A copy of the amended and restated bye-laws, with the amendments from the existing bye-laws of the Company marked-up and highlighted, is attached.