

OPEN JOINT STOCK CO VIMPEL COMMUNICATIONS

Form 6-K

November 19, 2004

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 6-K

Report of Foreign Issuer

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

For the month of November 2004

Commission File Number 1-14522

Open Joint Stock Company

Vimpel-Communications

(Translation of registrant's name into English)

10 Ulitsa 8-Marta, Building 14, Moscow, Russian Federation 127083

(Address of principal executive offices)

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

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): _____.

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): _____.

Indicate by check mark whether by furnishing the information contained in this Form, the registrant is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934. Yes No

If Yes is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-_____ .

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

OPEN JOINT STOCK COMPANY
VIMPEL-COMMUNICATIONS

(Registrant)

Date: November 18, 2004

By: /s/ Alexander V. Izosimov

Name: Alexander V. Izosimov
Title: Chief Executive Officer and General Director

FOR IMMEDIATE RELEASE

VIMPELCOM ANNOUNCES THIRD QUARTER AND NINE MONTHS 2004

FINANCIAL AND OPERATING RESULTS

59% YEAR-ON-YEAR INCREASE IN NET OPERATING REVENUES

42% YEAR-ON-YEAR INCREASE IN NET INCOME

66% YEAR-ON-YEAR INCREASE IN OIBDA

APPROXIMATELY 22.3 MILLION SUBSCRIBERS AS OF TODAY

COMMERCIAL OPERATIONS IN 72 REGIONS OF RUSSIA AND IN KAZAKHSTAN

Moscow and New York (November 18, 2004) **Open Joint Stock Company Vimpel-Communications (VimpelCom or the Company) (NYSE: VIP)**, a leading provider of wireless telecommunications services in Russia and Kazakhstan, today announced its financial and operating results for the quarter and nine months ended September 30, 2004. During the third quarter of 2004, VimpelCom showed strong subscriber growth in the regions of Russia and continued improvement in net operating revenues, OIBDA and net income. As reported earlier, VimpelCom completed the acquisition of KaR-Tel, a GSM operator in Kazakhstan, on September 3, 2004 and the results of operations of KaR-Tel were included in the consolidated financial statements of VimpelCom from that date.

Commenting on today's announcement, Alexander Izosimov, Chief Executive Officer of VimpelCom, said, "Our strategy is focused on rapid subscriber growth in Russia and expansion into the CIS. We took great strides in meeting these objectives in the third quarter. We launched eight new networks in the regions of Russia and took control of operations in our newly acquired company in Kazakhstan. We added more than 4.2 million new subscribers in the third quarter, including almost 3.6 million new subscribers in Russia, which gave us a gain of approximately 1% of Russia's national market share. These successes were translated into strong financial results with our quarterly OIBDA reaching almost \$300 million."

The principal results of operations with comments are presented in the following tables. All definitions as well as condensed consolidated financial statements of VimpelCom and condensed consolidated financial statements of VimpelCom-Region, VimpelCom's subsidiary for regional development, are presented in Attachments A, B and C, respectively. Reconciliation of each of OIBDA, OIBDA margin, ARPU and SAC to the most directly comparable U.S. GAAP financial measures follows the financial statements in the attachments. Reconciliation tables for non-U.S. GAAP measures relating to geographical areas including Kazakhstan are presented in Attachment D.

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VimpelCom Announces Third Quarter And Nine Months 2004 Financial and Operating Results

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Key Subscriber Statistics

| | As of | As of | Change | As of | Change |
|----------------------------|-------------------------|----------------|--------|---------------|--------|
| | Sept. 30, 2004 | Sept. 30, 2003 | Y-on-Y | June 30, 2004 | Q-on-Q |
| | | | (%) | | (%) |
| Moscow license area | 6,645,700 | 5,076,200 | 30.9% | 6,183,400 | 7.5% |
| Contract | 867,100 ^{a)} | 799,000 | 8.5% | 843,900 | 2.8% |
| Prepaid | 5,778,600 | 4,277,200 | 35.1% | 5,339,500 | 8.2% |
| Regions | 13,223,400 | 4,183,000 | 216.1% | 10,120,500 | 30.7% |
| Contract | 1,417,700 ^{b)} | 670,900 | 111.3% | 1,315,700 | 7.8% |
| Prepaid | 11,805,700 | 3,512,100 | 236.1% | 8,804,800 | 34.1% |
| Kazakhstan | 676,300 | n/a | | n/a | |
| Contract | 580,600 | n/a | | n/a | |
| Prepaid | 95,700 | n/a | | n/a | |
| Total | 20,545,400 | 9,259,200 | 121.9% | 16,303,900 | 26.0% |
| Churn (quarterly) | 7.2% | 9.6% | | 9.4% | |

^{a)} Including approximately 99% of postpaid (credit) and 1% of advance payment subscribers.

^{b)} Including approximately 15% of postpaid (credit) and 85% of advance payment subscribers.

The Company reported a new record subscriber growth in the third quarter of 2004 due to the acceleration in subscriber growth in the regions, the commercial launch of eight new networks, and the acquisition of Kar-Tel, a cellular operator in Kazakhstan. The acquisition was closed on September 3, 2004, as a result of which VimpelCom obtained approximately 645,000 additional subscribers as of the date of acquisition.

Using independent sources to estimate the number of subscribers of the Company's competitors, VimpelCom estimates its market share in Russia at 33.7% at the end of the third quarter of 2004, compared to 31.0% estimated at the end of the third quarter of 2003. VimpelCom's market share in the Moscow license area was 45.0% at the end of the third quarter of 2004, compared to the Company's estimated market share of 49.0% reported at the end of the third quarter of 2003.

Churn management remains one of the Company's priority tasks. The Company's quarterly churn rate in the third quarter of 2004 was 7.2%, compared to the Company's churn rate of 9.6% reported for the same period in 2003. A decrease in churn rate as compared with the 9.4% reported for the second quarter of 2004 was primarily caused by an acceleration in subscriber growth and positive results from churn-reducing activities implemented earlier this year.

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Key Consolidated Financial and Operating Indicators

| | Three | Three | | Nine | Nine | |
|--|-----------|-----------|--------|-----------|-----------|--------|
| | months | months | | months | months | |
| | ended | ended | Change | ended | ended | Change |
| | Sept. 30, | Sept. 30, | Y-on-Y | Sept. 30, | Sept. 30, | Y-on-Y |
| | 2004 | 2003 | (%) | 2004 | 2003 | (%) |
| Net operating revenues (US\$,000) | 602,360 | 378,981 | 58.9% | 1,510,958 | 927,858 | 62.8% |
| OIBDA (US\$,000) | 295,663 | 178,472 | 65.7% | 742,382 | 426,337 | 74.1% |
| OIBDA margin | 49.1% | 47.1% | | 49.1% | 45.9% | |
| Gross margin (US\$,000) | 491,328 | 310,192 | 58.4% | 1,239,686 | 755,784 | 64.0% |
| Gross margin percentage | 81.6% | 81.8% | | 82.0% | 81.5% | |
| Net income (US\$,000) | 102,185 | 72,190 | 41.6% | 269,271 | 166,224 | 62.0% |
| Net income per share (US\$) | 2.54 | 1.89 | 34.4% | 6.70 | 4.37 | 53.3% |
| Net income per ADS (US\$) | 1.91 | 1.42 | 34.5% | 5.03 | 3.28 | 53.4% |
| ARPU (US\$) | 10.7 | 14.4 | -25.7% | 10.7 | 14.1 | -24.1% |
| MOU (min) | 99.4 | 92.7 | 7.3% | 96.3 | 90.0 | 7.0% |
| SAC (US\$) | 14.2 | 18.8 | -24.3% | 14.8 | 20.0 | -25.8% |

Rapid subscriber growth, efficient cost control and lower acquisition costs per subscriber in the regions outside of Moscow enhanced by economies of scale led to significant improvements in VimpelCom's financial and operating results in the third quarter of 2004, as compared with the third quarter of 2003.

Selling, general and administrative (SG&A) expenses, as a percentage of net operating revenues, continued to improve, reaching 32.0% reported in the third quarter of 2004 as compared with 33.5% in the third quarter of 2003. In part, it was caused by the decrease in SAC to \$14.2 in the third quarter of 2004 from \$18.8 reported for the same period of 2003. The decrease in SAC was primarily attributable to the increase in regional sales as a percentage of total sales, as SAC is lower in the regions due to the relatively lower dealer commissions and larger proportion of sales through the Company's own offices.

Strong growth in lower margin roaming revenue led to a slightly reduced OIBDA margin in the third quarter of 2004 as compared with the second quarter of 2004. Likewise, strong growth in the regions in the third quarter of 2004 resulted in a disproportional increase in minority interest which decelerated growth in consolidated net income. This effect will be eliminated upon completion of the merger of VimpelCom-Region into VimpelCom.

VimpelCom's capital expenditures for purchase of property and equipment for the third quarter of 2004 were approximately \$346.5 million, and capital investments for the acquisition of shares were \$12.9 million for the acquisition of the remaining 49% shares of our subsidiary, BeeLine-Samara, and \$350.0 million for the acquisition of KaR-Tel, the Kazakh GSM operator.

MOU increased in the third quarter of 2004 to 99.4 minutes, compared to 92.7 minutes in the third quarter of 2003 and 96.3 minutes in the second quarter of 2004. This is a positive development, notably in light of the significant increase in the number of our regional subscribers. ARPU decreased in the third quarter of 2004 by approximately 25.7% to \$10.7, compared to \$14.4 in the third quarter of 2003, due to the growing proportion

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of regional subscribers (who generate lower ARPU than Moscow subscribers) and a reduction in tariffs as a result of increased competition. Due to continued seasonal effects, ARPU in the third quarter of 2004 was higher both in Moscow and the regions as compared with the second quarter of 2004. However, because of the growing proportion of regional subscribers in the network, the blended ARPU showed a slight decrease compared with ARPU of \$10.8 reported for the second quarter of 2004. Kazakhstan's contribution to variations of ARPU and MOU in the third quarter of 2004 was insignificant.

The Company's consolidated financial results include the activities in the Moscow license area, in the regions of Russia and, beginning from September 3, 2004, in Kazakhstan.

3Q2004 Selective Financial and Operating Indicators for Geographical Areas

| | Moscow license area | Regions of Russia | Kazakhstan ^{d)} |
|--|------------------------|----------------------|--------------------------|
| Total operating revenues ^{e)} (US\$,000) | 313,765 | 277,836 | 10,759 |
| Net income (US\$,000) | 55,896 ^{d)} | 75,175 ^{e)} | 2,284 |
| ARPU (US\$) | 16.0 | 8.4 | 16.3 |
| MOU (min) | 123.7 | 86.7 | 71.8 |
| SAC (US\$) | 25.4 | 10.8 | 25.2 |

^{c)} Excluding inter-company transactions.

^{d)} September data only.

^{e)} Including minority interest.

^{f)} The lower net income in the Moscow license area (MLA) in the third quarter of 2004 as compared with \$68.9 million reported for the second quarter of 2004 is driven primarily by two factors: (i) decrease in gross margin caused by seasonal growth in roaming revenue, particularly pronounced in Moscow, (ii) growth in debt interest expense for the VimpelCom Group which is primarily carried by the MLA.

The Company's management will discuss its third quarter 2004 results during a conference call and slide presentation on November 18, 2004 at 6:30 pm Moscow time (10:30 am ET in New York). The call and slide presentation may be accessed via webcast at the following URL address <http://www.vimpelcom.com>. The conference call replay and the slide presentation webcast will be available through November 25, 2004 and December 20, 2004, respectively. The slide presentation will also be available for download on VimpelCom's website <http://www.vimpelcom.com>.

VimpelCom is a leading provider of telecommunications services in Russia and Kazakhstan, operating under the Bee Line GSM brand in Russia and K-mobile and EXCESS brands in Kazakhstan. The VimpelCom Group's license portfolio covers approximately 94% of Russia's population (136 million people), including the City of Moscow, the Moscow Region and the City of St. Petersburg, as well as the entire territory of Kazakhstan. VimpelCom was the first Russian company to list its shares on the New York Stock Exchange (NYSE). VimpelCom's ADSs are listed on the NYSE under the symbol VIP .

This press release contains forward-looking statements, as the phrase is defined in Section 27A of the Securities Act and Section 21E of the Exchange Act. These statements relate to the Company's strategic and development plans and the completion of the merger of

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VimpelCom-Region into VimpelCom. These and other forward-looking statements are based on management's best assessment of the Company's strategic and financial position and of future market conditions and trends. These discussions involve risks and uncertainties. The actual outcome may differ materially from these statements as a result of unforeseen developments from competition, governmental regulation of the wireless telecommunications industry, general political uncertainties in Russia and Kazakhstan and general economic developments in Russia and Kazakhsan, the Company's ability to continue to grow its overall subscriber base, continued volatility in the world economy and other factors. As a result of such risks and

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uncertainties, there can be no assurance that the effects of competition or current or future changes in the political, economic and social environment or current or future regulation of the Russian and Kazakh telecommunications industry will not have a material adverse effect on the VimpelCom Group. Certain factors that could cause actual results to differ materially from those discussed in any forward-looking statements include the risks described in the Company's Annual Report on Form 20-F for the year ended December 31, 2003 and other public filings made by the Company with the United States Securities and Exchange Commission, which risk factors are incorporated herein by reference. VimpelCom disclaims any obligation to update developments of these risk factors or to announce publicly any revision to any of the forward-looking statements contained in this release, or to make corrections to reflect future events or developments.

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Attachment A: Definitions

Subscriber is an authorized user of cellular services, using one SIM card (GSM) with one or several selective numbers or one handset (D-AMPS) with one selective number. The number of subscribers includes employees using cellular services and excludes guest roamers and users of test SIM cards (GSM) or handsets (D-AMPS).

Churn rate is defined as the total number of subscribers disconnected from our network within a given period of time expressed as a percentage of the midpoint of subscribers in our network at the beginning and end of that period. Contract subscribers are disconnected if they have not paid their bills for 2 months and prepaid subscribers are disconnected 6 months after their services have been blocked. We typically block a prepaid subscriber's service in two cases: (1) their balance drops to \$0 or below, and (2) an account shows no chargeable activity within 6 months. The Company retains the right to change its disconnect policy to reflect changes in business or regulatory environment.

OIBDA is a non-U.S. GAAP financial measure. OIBDA, previously referred to as EBITDA by the Company, is defined as operating income before depreciation, amortization and the one-time write-down of AMPS/D-AMPS related assets in the Samara region of \$7,354 thousand in the second quarter of 2004. The Company believes that OIBDA provides useful information to investors because it is an indicator of the strength and performance of our business operations, including our ability to finance capital expenditures, acquisitions and other investments and our ability to incur and service debt. While depreciation, amortization and the one-time write-down of AMPS/D-AMPS related assets in the Samara region of \$7,354 thousand in the second quarter of 2004, are considered operating costs under U.S. GAAP, these expenses primarily represent the non-cash current period allocation of costs associated with long-lived assets acquired or constructed in prior periods. Our OIBDA calculations are commonly used as bases for some investors, analysts and credit rating agencies to evaluate and compare the periodic and future operating performance and value of companies within the wireless telecommunications industry. OIBDA should not be considered in isolation as an alternative to net income, operating income or any other measure of performance under U.S. GAAP. OIBDA does not include our need to replace our capital equipment over time. Reconciliation of OIBDA to operating income, the most directly comparable U.S. GAAP financial measure, is presented below in the tables section.

OIBDA margin is OIBDA expressed as a percentage of total operating revenues. Reconciliation of OIBDA margin to operating income as a percentage of total operating revenues, the most directly comparable U.S. GAAP financial measure, is presented below in the tables section.

Gross margin is defined as total operating revenues less service costs and cost of handsets and accessories sold.

Gross margin percentage is gross margin expressed as a percentage of total operating revenues.

Each ADS represents 0.75 of one share of common stock. As notified by the Bank of New York on November 9, 2004, VimpelCom's ADSs will be split effective November 22, 2004 so that each ADS will represent 0.25 of one share of common stock.

Monthly ARPU (Monthly Average Revenue per User), a non-U.S. GAAP financial measure, is calculated for each month in the relevant period by dividing the Company's service revenue during that month, including roaming revenue, but excluding revenue from connection fees, sales of handsets and accessories and other non-service revenue, by the average number of the Company's subscribers during the month. Reconciliation of ARPU to service revenues and connection fees, the most directly comparable U.S. GAAP financial measure, is presented below in the tables section. The Company believes that ARPU provides useful information to investors because it is an indicator of the performance of the Company's business operations and assists management in budgeting. The Company also believes that ARPU provides management with useful information concerning usage and acceptance of the Company's services. ARPU should not be viewed in isolation or an alternative to other

figures reported under U.S. GAAP.

MOU (Monthly Average Minutes of Use per User) is calculated for each month of the relevant period by dividing the total number of minutes of usage for incoming and outgoing calls during that month (excluding guest roamers) by the average number of subscribers during the month.

SAC (Average Acquisition Cost Per User), a non-U.S. GAAP financial measure, is calculated as dealers' commissions, advertising expenses and handset subsidies for the relevant period divided by the number of new subscribers added during the relevant period. Reconciliation of SAC to selling, general and administrative expenses, the most directly comparable U.S. GAAP financial measure, is presented below in the tables section. The Company believes that SAC provides useful information to investors because it is an indicator of the performance of the Company's business

operations and assists management in budgeting. The Company also believes that SAC assists management in quantifying the incremental costs to acquire a new subscriber. SAC should not be viewed in isolation or as an alternative to other figures reported under U.S. GAAP.

Attachment B: VimpelCom financial statements and pertinent reconciliation tables

Open Joint Stock Company Vimpel-Communications

Unaudited Condensed Consolidated Statements of Income

| | Three months ended Sept. 30, | | Nine months ended Sept. 30, | |
|---|------------------------------|--------------------|-----------------------------|---------------------|
| | 2004 | 2003 | 2004 | 2003 |
| <i>(In thousands of US dollars, except per share (ADS) amounts)</i> | | | | |
| Operating revenues: | | | | |
| Service revenues and connection fees | US\$ 583,278 | US\$ 359,815 | US\$ 1,456,989 | US\$ 880,340 |
| Sales of handsets and accessories | 18,302 | 18,337 | 51,583 | 44,719 |
| Other revenues | 780 | 829 | 2,386 | 2,799 |
| Total operating revenues | 602,360 | 378,981 | 1,510,958 | 927,858 |
| Less revenue based taxes | | | | |
| Net operating revenues | 602,360 | 378,981 | 1,510,958 | 927,858 |
| Operating expenses: | | | | |
| Service costs | 94,854 | 54,304 | 226,546 | 134,244 |
| Cost of handsets and accessories sold | 16,178 | 14,485 | 44,726 | 37,830 |
| Selling, general and administrative expenses | 192,513 | 126,860 | 489,063 | 318,891 |
| Depreciation | 70,723 | 42,894 | 190,803 | 108,486 |
| Amortization | 14,962 | 8,871 | 33,618 | 24,981 |
| Impairment of long-lived assets | | | 7,354 | |
| Provision for doubtful accounts | 3,152 | 4,860 | 8,241 | 10,556 |
| Total operating expenses | 392,382 | 252,274 | 1,000,351 | 634,988 |
| Operating income | 209,978 | 126,707 | 510,607 | 292,870 |
| Other income and expenses: | | | | |
| Interest income | 2,225 | 1,590 | 4,088 | 5,866 |
| Other income | 737 | 439 | 1,625 | 1,099 |
| Interest expense | (24,946) | (17,910) | (51,706) | (51,907) |
| Net foreign exchange gain (loss) | 1,979 | 1,935 | 4,511 | 1,976 |
| Other expenses | (1,307) | (913) | (2,608) | (2,291) |
| Total other income and expenses | (21,312) | (14,859) | (44,090) | (45,257) |
| Income before income taxes and minority interest | 188,666 | 111,848 | 466,517 | 247,613 |
| Income taxes expense | 54,398 | 32,146 | 135,137 | 70,187 |
| Minority interest in net earnings of subsidiaries | 32,083 | 7,512 | 62,109 | 11,202 |
| Net income | US\$ 102,185 | US\$ 72,190 | US\$ 269,271 | US\$ 166,224 |
| Net income per common share | US\$ 2.54 | US\$ 1.89 | US\$ 6.70 | US\$ 4.37 |
| Net income per ADS equivalent | US\$ 1.91 | US\$ 1.42 | US\$ 5.03 | US\$ 3.28 |

| | | | | |
|---|---------------|--------|---------------|--------|
| Weighted average common shares outstanding (thousands) | 40,179 | 38,103 | 40,176 | 38,079 |
|---|---------------|--------|---------------|--------|

Open Joint Stock Company Vimpel-Communications

Unaudited Condensed Consolidated Balance Sheets

| | September 30, 2004 | December 31, 2003 |
|---|-----------------------|----------------------|
| <i>(In thousands of US dollars)</i> | | |
| Assets | | |
| Current assets: | | |
| Cash and cash equivalents | US\$ 189,044 | US\$ 157,611 |
| Trade accounts receivable | 100,766 | 113,092 |
| Other current assets | 348,583 | 255,540 |
| Total current assets | 638,393 | 526,243 |
| Non-current assets | | |
| Property and equipment, net | 1,990,951 | 1,460,542 |
| Telecommunication licenses and allocation of frequencies, net | 380,531 | 103,817 |
| Other intangible assets, net | 318,465 | 59,369 |
| Other assets | 278,675 | 152,261 |
| Total non-current assets | 2,968,622 | 1,775,989 |
| Total assets | US\$ 3,607,015 | US\$ 2,302,232 |
| Liabilities and shareholders equity | | |
| Current liabilities: | | |
| Accounts payable | 223,699 | 158,467 |
| Due to related parties | 4,285 | 8,603 |
| Customer advances and deposits | 223,382 | 181,475 |
| Deferred revenue | 2,667 | 2,701 |
| Ruble denominated bonds payable, current portion | | 101,852 |
| Bank loans, current portion | 399,943 | 35,343 |
| Capital lease obligations, current portion | 4,754 | 6,587 |
| Equipment financing obligations, current portion | 71,340 | 70,935 |
| Accrued liabilities | 121,878 | 127,689 |
| Total current liabilities | 1,051,948 | 693,652 |
| Deferred income taxes | 189,184 | 34,380 |
| Bank loans, less current portion | 698,086 | 330,112 |
| Capital lease obligations, less current portion | 6,000 | 9,154 |
| Ruble denominated bonds payable, less current portion | 99,652 | |
| Accrued liabilities, less current portion | 6,248 | 4,046 |
| Equipment financing obligations, less current portion | 44,645 | 53,008 |
| Minority interest | 237,553 | 179,664 |
| Shareholders equity | 1,273,699 | 998,216 |
| Total liabilities and shareholders equity | US\$ 3,607,015 | US\$ 2,302,232 |

Unaudited Condensed Consolidated Statements of Cash Flows

| | Nine months ended Sept. 30, | |
|--|-------------------------------------|--------------|
| | 2004 | 2003 |
| | <i>(In thousands of US dollars)</i> | |
| Net cash provided by operating activities | US\$ 551,496 | US\$ 364,152 |
| Proceeds from bank and other loans | 716,534 | 144,800 |
| Proceeds from bonds issue | 90,470 | 97,119 |
| Capital contribution by minority shareholders | | 58,520 |
| Payments of fees in respect of debt issue | (10,791) | (1,815) |
| Repayment of bank and other loans | (27,148) | (70,646) |
| Repayment of rouble denominated bonds | (94,214) | |
| Repayment of equipment financing obligations | (55,234) | (182,468) |
| Repayment of capital lease obligations | (401) | (860) |
| Net cash provided by financing activities | 619,216 | 44,650 |
| Purchase of property and equipment | (622,286) | (341,512) |
| Proceeds from sale of property and equipment | | 12,432 |
| Purchase of Beeline-Samara stock | (12,884) | |
| Purchase of Kar-Tel stock, net of cash acquired of US\$6,543 | (345,427) | |
| Purchase of DTI stock, net of cash acquired of US\$382 | (73,689) | |
| Purchase of StavTeleSot stock, net of cash acquired of US\$658 | | (42,455) |
| Purchase of intangible assets | (6,541) | (15,083) |
| Purchase of other assets | (77,741) | (18,774) |
| Net cash used in investing activities | (1,138,568) | (405,392) |
| Effect of exchange rate changes on cash | (711) | 5,883 |
| Net increase in cash | 31,433 | 9,293 |
| Cash and cash equivalents at beginning of period | 157,611 | 263,657 |
| Cash and cash equivalents at end of period | US\$ 189,044 | US\$ 272,950 |
| Supplemental cash flow information | | |
| Non-cash activities: | | |
| Equipment acquired under financing and capital lease agreements | US\$ 4,517 | US\$ 89,562 |
| Accounts payable for equipment and other long-lived assets | 82,186 | 36,356 |
| Operating activities financed by sale of treasury stock | 1,546 | 3,171 |
| Acquisitions: | | |
| Fair value of assets acquired | 484,287 | 73,290 |
| Difference between the amount paid and the fair value of net assets acquired | 174,771 | (4,699) |
| Cash paid for the capital stock | (426,041) | (43,113) |
| Liabilities assumed | US\$ 233,017 | US\$ 25,478 |

Reconciliation of VimpelCom OIBDA to operating income (Unaudited)*(In thousands of US dollars)*

| | Three months ended | | |
|------------------|--------------------|----------|---------------|
| | September 30, | June 30, | September 30, |
| | 2004 | 2004 | 2003 |
| OIBDA | 295,663 | 244,694 | 178,472 |
| Impairment loss | | (7,354) | |
| Depreciation | (70,723) | (62,743) | (42,894) |
| Amortization | (14,962) | (9,513) | (8,871) |
| Operating income | 209,978 | 165,084 | 126,707 |

**Reconciliation of VimpelCom OIBDA margin to
operating income as percentage of net operating revenues
(Unaudited)**

| | Three months ended | | |
|--|--------------------|----------|---------------|
| | September 30, | June 30, | September 30, |
| | 2004 | 2004 | 2003 |
| OIBDA margin | 49.1% | 49.8% | 47.1% |
| Less: Impairment loss | 0% | (1.5)% | 0% |
| Less: Depreciation as percentage of net operating revenues | (11.7)% | (12.8)% | (11.3)% |
| Less: Amortization as percentage of net operating revenues | (2.5)% | (1.9)% | (2.4)% |
| Operating income as percentage of net operating revenues | 34.9% | 33.6% | 33.4% |

**Reconciliation of SAC to selling, general and
administrative expenses (Unaudited)**

*(In thousands of US dollars, except for SAC and
subscriber amounts)*

| | Three months ended | | |
|--|--------------------|----------|---------------|
| | September 30, | June 30, | September 30, |
| | 2004 | 2004 | 2003 |

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| | | | |
|--|---------|---------|---------|
| Selling, general and administrative expenses | 192,513 | 158,537 | 126,860 |
| Less: General and administrative expenses | 122,913 | 102,247 | 77,220 |
| Sales and marketing expenses, <i>including</i> | 69,600 | 56,290 | 49,640 |
| <i>advertising & marketing expenses</i> | 16,780 | 16,468 | 11,668 |
| <i>dealers' commission expense</i> | 52,820 | 39,822 | 37,972 |
| New gross subscribers, 000 | 4,894 | 3,987 | 2,641 |
| Subscriber Acquisition Cost (SAC) (US\$) | 14.2 | 14.1 | 18.8 |

**Reconciliation of ARPU to service revenue and
connection fees (Unaudited)**

*(In thousands of US dollars, except for ARPU and
subscriber amounts)*

| | Three months ended | | |
|---|--------------------|----------|---------------|
| | September 30, | June 30, | September 30, |
| | 2004 | 2004 | 2003 |
| Service revenue and connection fees | 583,278 | 472,808 | 359,815 |
| Less: Connection fees | 191 | 151 | 361 |
| Less: Revenue from rent of fiber-optic channels | 408 | 304 | 308 |
| Service revenue used to calculate ARPU | 582,679 | 472,353 | 359,146 |
| Average number of subscribers, 000 | 18,184 | 14,625 | 8,305 |
| Average revenue per subscriber per month (US\$) | 10.7 | 10.8 | 14.4 |

Reconciliation of VimpelCom OIBDA to operating income (Unaudited)

(In thousands of US dollars)

| | Nine months ended | |
|------------------|-------------------|---------------|
| | September 30, | September 30, |
| | 2004 | 2003 |
| OIBDA | 742,382 | 426,337 |
| Impairment loss | (7,354) | |
| Depreciation | (190,803) | (108,486) |
| Amortization | (33,618) | (24,981) |
| Operating income | 510,607 | 292,870 |

**Reconciliation of VimpelCom OIBDA margin to
operating income as percentage of net operating revenues**

(Unaudited)

| | Nine months ended | |
|--|-------------------|---------------|
| | September 30, | September 30, |
| | 2004 | 2003 |
| OIBDA margin | 49.1% | 45.9% |
| Less: Impairment loss | (0.5)% | 0% |
| Less: Depreciation as percentage of net operating revenues | (12.6)% | (11.6)% |
| Less: Amortization as percentage of net operating revenues | (2.2)% | (2.7)% |
| Operating income as percentage of net operating revenues | 33.8% | 31.6% |

**Reconciliation of SAC to selling, general and
administrative expenses (Unaudited)**

*(In thousands of US dollars, except for SAC and
subscriber amounts)*

| | Nine months ended | |
|---|-------------------|---------------|
| | September 30, | September 30, |
| | 2004 | 2003 |
| Selling, general and administrative expenses | 489,063 | 318,891 |
| Less: General and administrative expenses | 313,025 | 199,337 |
| Sales and marketing expenses, <i>including</i> <i>advertising & marketing expenses</i> | 176,038 | 119,554 |
| <i>dealers' commission expense</i> | 46,493 | 34,631 |
| | 129,545 | 84,923 |
| New gross subscribers, 000 | 11,861 | 5,974 |
| Subscriber Acquisition Cost (SAC) (US\$) | 14.8 | 20.0 |

**Reconciliation of ARPU to service revenue and
connection fees (Unaudited)**

*(In thousands of US dollars, except for ARPU and
subscriber amounts)*

| | Nine months ended | |
|---|-------------------|---------------|
| | September 30, | September 30, |
| | 2004 | 2003 |
| Service revenue and connection fees | 1,456,989 | 880,340 |
| Less: Connection fees | 527 | 1,077 |
| Less: Revenue from rent of fiber-optic channels | 1,261 | 958 |
| Service revenue used to calculate ARPU | 1,455,201 | 878,305 |
| Average number of subscribers, 000 | 15,042 | 6,906 |
| Average revenue per subscriber per month (US\$) | 10.7 | 14.1 |

Attachment C: VimpelCom-Region financial statements and pertinent reconciliation tables

Open Joint Stock Company VimpelCom-Region

Unaudited Condensed Consolidated Statements of Income

| | Three months ended September 30, | |
|--|---|----------------|
| | 2004 | 2003 |
| | <i>(In thousands of US dollars, except per share (ADS) amounts)</i> | |
| Operating revenues: | | |
| Service revenues and connection fees | 272,445 | 118,676 |
| Sales of handsets and accessories | 9,594 | 8,742 |
| Other revenues | 659 | 1,330 |
| Total operating revenues | 282,698 | 128,748 |
| Operating expenses | | |
| Service costs | 48,526 | 22,980 |
| Cost of handsets and accessories sold | 9,184 | 7,894 |
| Equipment lease | 2,724 | 2,445 |
| Selling, general and administrative expenses | 80,993 | 41,269 |
| Network maintenance | 5,472 | 3,139 |
| Depreciation and amortization | 28,609 | 18,681 |
| Provision for doubtful accounts | 767 | 1,233 |
| Total operating expenses | 176,275 | 97,641 |
| Operating income | 106,423 | 31,107 |
| Other income and expenses: | | |
| Other income | (358) | (56) |
| Other expenses | 571 | 332 |
| Interest income | (674) | (393) |
| Interest expense | 7,053 | 6,814 |
| Net foreign exchange loss (gain) | 110 | (375) |
| Total other income and expenses | 6,702 | 6,322 |
| Income before income taxes and minority interest | 99,721 | 24,785 |
| Income taxes expense | 28,167 | 6,904 |
| Minority interest in net earnings of subsidiaries | 98 | 331 |
| Net income | 71,456 | 17,550 |

*) Net income of VimpelCom-Region as a legal entity differs from the \$75,175 million net income reported above in this press release for the regional segment for the third quarter of 2004. The difference is caused by the fact that the financial statements of BeeLine-Samara and DTI are included in the regions for segment reporting purposes, but are not included in the consolidated financial statements of

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VimpelCom-Region. BeeLine-Samara operates in the Samara region but, for historical reasons, is owned directly by VimpelCom. DTI, also owned by VimpelCom, operates in the Far East. The following table provides reconciliation between these figures (all numbers are in thousands of US\$):

| | Three months ended September 30, 2004 |
|---|--|
| Net income of VimpelCom-Region | 71,456 |
| Net income of BeeLine-Samara | 396 |
| Net income of DTI | 3,315 |
| Net effect of transactions between VimpelCom-Region, BeeLine-Samara and DTI | 8 |
| Net income of VimpelCom's regional segment | 75,175 |

Operating revenue of VimpelCom-Region as a legal entity differs from the \$277,837 million operating revenues for the regional segment excluding inter-company transactions, reported above in this press release for the second quarter of 2004. The following table provides reconciliation between these figures (all numbers are in thousands of US\$):

| | Three months ended September 30, 2004 |
|---|--|
| Operating revenue of VimpelCom-Region | 282,698 |
| Operating revenue of BeeLine-Samara | 7,795 |
| Operating revenue of DTI | 17,898 |
| Net effect of transactions between VimpelCom-Region, BeeLine-Samara and DTI | (3,997) |
| Operating revenue of VimpelCom's regional segment | 304,394 |
| Inter-company operating revenue of VimpelCom-Region, BeeLine-Samara and DTI | (26,558) |
| Regional segment operating revenue excluding inter-company transactions | 277,836 |

Open Joint Stock Company VimpelCom-Region

Unaudited Condensed Consolidated Balance Sheets

| | September 30, 2004 | December 31, 2003 |
|---|-------------------------------------|----------------------|
| | <i>(In thousands of US dollars)</i> | |
| Assets | | |
| Current assets: | | |
| Cash and cash equivalents | US\$ 71,102 | US\$ 42,729 |
| Trade accounts receivable | 17,121 | 22,726 |
| Other current assets | 321,401 | 137,529 |
| Total current assets | 409,624 | 202,984 |
| Non-current assets: | | |
| Property and equipment, net | 983,358 | 624,306 |
| Telecommunication licenses and allocation of frequencies, net | 72,158 | 87,175 |
| Other intangible assets, net | 21,275 | 20,383 |
| Other assets | 137,458 | 62,995 |
| Total non-current assets | 1,214,249 | 794,859 |
| Total assets | US\$ 1,623,873 | US\$ 997,843 |
| Liabilities and shareholders equity | | |
| Current liabilities: | | |
| Accounts payable | US\$ 120,882 | US\$ 73,345 |
| Due to related parties | 139,003 | 71,420 |
| Customer advances and deposits | 77,947 | 41,916 |
| Deferred revenue | 1,367 | 713 |
| Rouble denominated bonds payable, current portion | | 101,852 |
| Bank loans, current portion | 22,951 | 4,710 |
| Capital lease obligation, current portion | | |
| Equipment financing obligations, current portion | 10,356 | 17,078 |
| Accrued liabilities | 30,108 | 16,076 |
| Total current liabilities | 402,614 | 327,110 |
| Deferred income taxes | 19,217 | 24,713 |
| Bank loans, less current portion | 109,708 | 66,500 |
| Long-term loans due to VimpelCom | 455,363 | 176,231 |
| Equipment financing obligations, less current portion | 4,182 | 16,097 |
| Rouble denominated bonds payable, less current portion | 99,652 | |
| Accrued liabilities | 4,093 | 2,718 |
| Minority interest | 531 | 350 |
| Shareholders equity | 528,513 | 384,124 |
| Total liabilities and shareholders equity | US\$ 1,623,873 | US\$ 997,843 |

Open Joint Stock Company VimpelCom - Region

Unaudited Condensed Consolidated Statements of Cash Flows

| | Nine months ended Sept. 30, | |
|--|-------------------------------------|-------------|
| | 2004 | 2003 |
| | <i>(In thousands of US dollars)</i> | |
| Net cash provided by (used in) operating activities | US\$ 275,365 | US\$ 73,883 |
| Proceeds from bank and other loans | 62,660 | 118,933 |
| Proceeds from loans from VimpelCom | 310,073 | 95,688 |
| Proceeds from issuance of ruble denominated bonds | (90,470) | 97,119 |
| Proceeds from sales of capital stock | | 58,520 |
| Payment of fees in respect of debt issue | (6,994) | |
| Repayment of loans from related parties | (31,000) | |
| Repayment of bank and other loans | (1,318) | (35,925) |
| Repayment of equipment financing obligations | (17,690) | (141,015) |
| Repayment of rouble denominated bonds | (94,214) | |
| Repayment of capital lease obligations | | (119) |
| Net cash provided by financing activities | 311,987 | 193,201 |
| Loan issued to KBI | (105,000) | |
| Purchase of property and equipment | (392,095) | (169,294) |
| Purchase of Orensot stock, net of cash acquired of US\$344 | | (42,455) |
| Purchase of StavTeleSot stock, net of cash acquired of US\$658 | | (11,161) |
| Purchase of intangible assets | (3,840) | (7,416) |
| Purchase of other assets | (57,644) | |
| Net cash used in investing activities | (558,579) | (230,326) |
| Effect of exchange rate changes on cash | (400) | 2,328 |
| Net increase (decrease) in cash | 28,373 | 39,086 |
| Cash and cash equivalents at beginning of period | 42,729 | 52,703 |
| Cash and cash equivalents at end of period | US\$ 71,102 | US\$ 91,789 |
| Supplemental cash flow information | | |
| Non-cash activities: | | |
| Equipment acquired under financing agreements | US\$ 1,659 | US\$ 31,238 |
| Accounts payable for equipment and other long-lived assets | 69,464 | 17,217 |
| Accrued debt costs | | |
| Acquisitions: | | |
| Fair value of assets acquired | | 73,290 |
| Difference between the amount paid and the fair value of net assets acquired | | (4,699) |
| Cash paid for the capital stock | | (43,113) |
| Liabilities assumed | | US\$ 25,478 |

Reconciliation of VimpelCom-Region OIBDA to operating income (Unaudited)

(In thousands of US dollars)

| | Three months ended | | |
|------------------|--------------------|----------|---------------|
| | September 30, | June 30, | September 30, |
| | 2004 | 2004 | 2003 |
| OIBDA | 135,032 | 92,863 | 49,788 |
| Depreciation | (22,899) | (19,616) | (12,893) |
| Amortization | (5,710) | (6,606) | (5,788) |
| Operating income | 106,423 | 66,641 | 31,107 |

**Reconciliation of VimpelCom-Region OIBDA margin to
operating income as percentage of net operating revenues**

(Unaudited)

| | Three months ended | | |
|--|--------------------|----------|---------------|
| | September 30, | June 30, | September 30, |
| | 2004 | 2004 | 2003 |
| OIBDA margin | 47.8% | 42.5% | 38.7% |
| Less: Depreciation as percentage of net operating revenues | (8.1)% | (9.0)% | (10.0)% |
| Less: Amortization as percentage of net operating revenues | (2.0)% | (3.0)% | (4.5)% |
| Operating income as percentage of net operating revenues | 37.7% | 30.5% | 24.2% |

Reconciliation of VimpelCom-Region OIBDA to operating income**(Unaudited)***(In thousands of US dollars)*

| | Nine months ended | |
|------------------|-------------------|---------------|
| | September 30, | September 30, |
| | 2004 | 2003 |
| OIBDA | 297,818 | 98,421 |
| Depreciation | (60,709) | (28,177) |
| Amortization | (18,482) | (15,975) |
| Operating income | 218,627 | 54,269 |

Reconciliation of VimpelCom-Region OIBDA margin to**operating income as percentage of net operating revenues****(Unaudited)**

| | Nine months ended | |
|--|-------------------|---------------|
| | September 30, | September 30, |
| | 2004 | 2003 |
| OIBDA margin | 44.1% | 34.4% |
| Less: Depreciation as percentage of net operating revenues | (9.0)% | (9.9)% |
| Less: Amortization as percentage of net operating revenues | (2.7)% | (5.6)% |
| Operating income as percentage of net operating revenues | 32.4% | 19.0% |

Attachment D: Reconciliation tables for non-U.S. GAAP measures related to geographical areas

**Reconciliation of SAC to selling, general and
administrative expenses in Moscow license area (Unaudited)**

*(In thousands of US dollars, except for SAC and
subscriber amounts)*

| | Three months ended | | |
|---|--------------------|----------|---------------|
| | September 30, | June 30, | September 30, |
| | 2004 | 2004 | 2003 |
| Selling, general and administrative expenses | 96,665 | 83,185 | 81,976 |
| Less: General and administrative expenses | 68,139 | 60,022 | 50,334 |
| Sales and marketing expenses, including advertising & marketing expenses | 28,526 | 23,163 | 31,642 |
| dealers' commission expense | 10,345 | 10,937 | 6,282 |
| New gross subscribers, '000 | 18,181 | 12,226 | 25,360 |
| Subscriber Acquisition Cost (SAC) (US\$) | 1,121 | 989 | 1,172 |
| | 25.4 | 23.4 | 27.0 |

**Reconciliation of ARPU to service revenue and
connection fees in Moscow license area (Unaudited)**

*(In thousands of US dollars, except for ARPU
and subscriber amounts)*

| | Three months ended | | |
|--|--------------------|----------|---------------|
| | September 30, | June 30, | September 30, |
| | 2004 | 2004 | 2003 |
| Total operating revenues | 344,868 | 315,736 | 275,205 |
| Less: Revenues from sales of handsets and accessories and other revenues | 39,912 | 35,629 | 25,103 |
| Less: Connection fees | 70 | 123 | 208 |
| Less: Revenue from rent of fiber-optic channels | 408 | 304 | 308 |
| Service revenue used to calculate ARPU | 304,478 | 279,680 | 249,586 |
| Average number of subscribers, '000 | 6,349 | 6,129 | 4,752 |
| Average revenue per subscriber per month (US\$) | 16.0 | 15.2 | 17.5 |

**Reconciliation of SAC to selling, general and
administrative expenses in regions (Unaudited)**

*(In thousands of US dollars, except for SAC and
subscriber amounts)*

| | Three months ended | | |
|--|--------------------|----------|---------------|
| | September 30, | June 30, | September 30, |
| | 2004 | 2004 | 2003 |
| Selling, general and administrative expenses | 96,766 | 78,193 | 48,346 |
| Less: General and administrative expenses | 56,751 | 45,065 | 30,348 |
| Sales and marketing expenses, <i>including</i> | 40,015 | 33,127 | 17,998 |
| <i>advertising & marketing expenses</i> | 6,188 | 5,531 | 5,385 |
| <i>dealers' commission expense</i> | 33,827 | 27,596 | 12,613 |
| New gross subscribers, '000 | 3,731 | 2,998 | 1,469 |
| Subscriber Acquisition Cost (SAC) (US\$) | 10.8 | 11.0 | 12.3 |

**Reconciliation of ARPU to service revenue and
connection fees in regions (Unaudited)**

*(In thousands of US dollars, except for ARPU and
subscriber amounts)*

| | Three months ended | | |
|--|--------------------|----------|---------------|
| | September 30, | June 30, | September 30, |
| | 2004 | 2004 | 2003 |
| Total operating revenues | 304,394 | 222,429 | 133,376 |
| Less: Revenues from sales of handsets and accessories and other revenues | 11,155 | 10,033 | 10,714 |
| Less: Connection fees | 123 | 102 | 147 |
| Service revenue used to calculate ARPU | 293,116 | 213,506 | 122,515 |
| Average number of subscribers, '000 | 11,615 | 212,294 | 3,552 |
| Average revenue per subscriber per month (US\$) | 8.4 | 8.3 | 11.5 |

**Reconciliation of SAC to selling, general and
administrative expenses in Kazakhstan (Unaudited)**

*(In thousands of US dollars, except for SAC and
subscriber amounts)*

| | Three months ended | | |
|--|--------------------|----------|---------------|
| | September 30, | June 30, | September 30, |
| | 2004 ^{a)} | 2004 | 2003 |
| Selling, general and administrative expenses | 1,944 | n/a | n/a |
| Less: General and administrative expenses | 886 | n/a | n/a |
| Sales and marketing expenses, <i>including</i> | 1,058 | n/a | n/a |
| <i>advertising & marketing expenses</i> | 247 | n/a | n/a |
| <i>dealers' commission expense</i> | 811 | n/a | n/a |
| New gross subscribers, '000 | 42 | n/a | n/a |
| Subscriber Acquisition Cost (SAC) (US\$) | 25.2 | n/a | n/a |

^{a)} September data only

**Reconciliation of ARPU to service revenue and
connection fees in Kazakhstan (Unaudited)**

*(In thousands of US dollars, except for ARPU and
subscriber amounts)*

| | Three months ended | | |
|--|--------------------|----------|---------------|
| | September 30, | June 30, | September 30, |
| | 2004 ^{a)} | 2004 | 2003 |
| Total operating revenues | 10,759 | n/a | n/a |
| Less: Revenues from sales of handsets and accessories and other revenues | 0 | n/a | n/a |
| Less: Connection fees | 0 | n/a | n/a |
| Service revenue used to calculate ARPU | 10,759 | n/a | n/a |
| Average number of subscribers, '000 | 661 | n/a | n/a |
| Average revenue per subscriber per month (US\$) | 16.3 | n/a | n/a |

^{a)} September data only

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