

Approved by the Board of Directors of OJSC Rostelecom

Minutes №14 dated December 14, 2008

INSIDER TRADING POLICY OF OJSC ROSTELECOM

New Version №1

I. INTRODUCTION

- 1.1. This Insider Trading Policy of OJSC Rostelecom (hereinafter referred to as "Policy") have been approved by the Open Joint Stock Company Long-Distance and International Telecommunications Rostelecom (also the "Company") in affirmation of the confidence that investors and shareholders have in the Company, members of the Board of Directors, Audit Commission and the Company's management, employees, as well as high ethical standards and standards of corporate governance.
- 1.2. This Policy are aimed at preventing trading in Company's securities from being conducted on the basis of insider information that is not publicly available, and is necessary to comply with all applicable laws, rules, and regulations.
- 1.3. The goals of this Policy are:
 - to protect the rights and legitimate interests of shareholders and investors conducting transactions with securities of the Company by means of excluding the cases, when persons having access to insider information can take priority as compared with other subjects of the securities market;
 - to establish a procedure for the execution of transactions with securities of the Company by corporate insiders;
 - to control the activity of persons with access to insider information by establishing restrictions on the use and disposition of insider information and liability for violating such restrictions.
- 1.4. The provisions of this Policy were developed pursuant to the requirements of the Federal Law of the Russian Federation on Joint Stock Companies, the Federal Law of the Russian Federation on the Securities Market, the Charter and Code of Corporate Governance of OJSC Rostelecom and other internal documents of the Company, the recommendations of the OECD Principles of Corporate Governance, the recommendations of the Code of Corporate Conduct and resolutions of the FCSM/FSFM of Russia, the requirements of the U.S. Securities and Exchange Commission (SEC), and the listing requirements of the New York Stock Exchange and Russian stock exchanges (hereinafter referred to as "all applicable laws, rules, and regulations").

II. TERMS

For purposes of this Policy, the following terms are used with the meanings set forth below:

- 2.1 "Securities "shall mean shares of the Company and other issuers (unless otherwise indicated in this Policy), as well as American Depositary Receipts (ADRs) for them;
- 2.2 "Other Issuers" shall mean subsidiaries and dependent companies of OJSC Rostelecom and companies affiliated with the Company, as well as other Russian and foreign legal entities about

whose activities material confidential information becomes known to corporate insiders (defined below) in the course of performance of their duties.

- 2.3 "Transactions with securities" shall mean any transactions with Securities executed on one's own behalf, or on behalf of another party, through a representative, agent, including a broker company or a trustee no matter if transaction data are recorded directly in the shareholder register or in the nominee shareholder's filing system.
- 2.4 "Insider Information" shall mean material information on the activities of the Company and other Issuers, as well as information on Company's Securities and other issuers and transactions with such Securities that is not publicly available, the disclosure of which may materially affect the market price of such securities. The information specified above shall be regarded as Insider Information not only with respect to events that have occurred, but also with respect to pending and /or planned events.

Insider information includes inter alia any information required to be disclosed by the Company and other Issuers pursuant to all applicable laws, rules, and regulations - up to the time of its disclosure, in the manner set forth in the Information Disclosure Policy of OJSC Rostelecom, if such disclosure could materially affect the market price of securities.

Such information includes:

- forecasts of future income, profits, or losses of the Company and Other Issuers;
- information on transactions related to purchase or sale of shares in the chartered capitals of other entities planned by the Company and other Issuers;
- information on any planned splitting or repurchase of shares of the Company and Other Issuers;
- other information on key events in the financial and business activity of the Company and Other Issuers.
- quarterly or annual financial statements of the Company and Other Issuers;
- information on significant changes in the financial results of the Company and Other Issuers;
- information on a change of the auditor of the Company or Other Issuers;
- information about actions of state bodies and competing organizations in relation to the Company and Other Issuers;
- information on substantial changes in the composition of the major shareholders of the Company and Other Issuers;
- information on changes in the composition of the Management of the Company and Other Issuers;
- information on involvement of the Company and Other Issuers in court proceedings;
- information on material changes in the assets and liabilities of the Company and Other Issuers;
- information on reorganization of the Company and Other Issuers, including consolidations or mergers;
- information on entry into or termination of material contracts and agreements by the Company and Other Issuers;
- dividend amounts recommended to the General Shareholders' Meeting by the Board of Directors of the Company and Other Issuers;
- information on any default or bankruptcy of the Company and other Issuers;
- other data on key events related to financial and business activity of the Company and other Issuers.
- 2.5. Definition of "material information":

The materiality of information depends on a range of circumstances. Information is "material" if there is a substantial probability that a reasonable investor would consider it important when deciding whether to buy, sell, or hold Securities, or if it is probable that the fact will substantially affect the market price of the security. Material information may be favorable or unfavorable, and may relate to any aspect of the business of the Company and other Issuers and to any type of security. 2.6. Definition of "publicly available information"

Information will not be regarded as "publicly available" if public access to it on a legal basis is in any way restricted. For information to be regarded as publicly available, it must be publicly disseminated in a way that makes its accessible to a broad group of participants in the investment community. The dissemination of rumors, even if true, and reproduced in the mass media, is not genuine public dissemination.

- 2.7. Information containing estimated price of securities and/or appraisal of property status of the Company and other Issuers made on the basis of publicly available information shall not be regarded as insider information.
- 2.8. "Insiders" or "persons possessing insider information" shall mean the following persons:
 - members of the Company's Board of Directors;
 - members of the Company's Audit Commission;
 - the General Director (individual executive body) of the Company;
 - members of the Company's Management Board;
 - deputies of the General Director;
 - employees of the Company and other Issuers having access to insider information by reason of performing their duties;
 - persons with access to Insider Information because they perform other professional duties in relation to the Company and other Issuers, including those performed on the basis of a civil contract;
 - shareholders with access to accounting documents;
 - legal entities controlled by members of the Board of Directors, the Audit Commission, or officers or employees of the Company;
 - family members of individuals specified above;
 - other individuals and legal entities with access to Insider Information, including persons temporarily acting in the above roles; auditors; legal, financial, and other consultants; the registrar; depositary banks; and other persons and entities.
- 2.9. "Family Members" shall mean (i) husband/wife, (ii) parents, including adoptive parents; (iii) children, including adopted children; (iv) brother/sister; (v) father-in-law/mother-in-law; (vi) brother-in-law/sister-in-law, son-in-law/daughter-in-law; and (vii) any persons residing with an individual who is an insider;
- 2.10. "Corporate Insiders" shall mean members of the Board of Directors and the Audit Commission, the General Director, members of the Management Board, and employees of the Company with access to Insider Information (list presented in Annex 1 hereto).
- 2.11. "Insider Trading" means transactions with Securities executed by Insiders or other persons on their own behalf or on behalf of third parties on the basis of Insider Information, as well as disclosure to third parties and dissemination of Insider information when such information has been provided in violation of the Insider's fiduciary responsibility to maintain its confidentiality or has been received without any legal grounds for that.
- 2.12. "Offenders" shall mean persons possessing Insider Information who violate the requirements of this Policy as well as applicable laws, rules, and regulations.
- 2.13. "Management of the Company" shall mean the members of the Board of Directors, the General Director, and the members of the Management Board.
- 2.14. "Register of shareholders" shall mean total information which allows identification of nominee holders and shareholders registered in the share registry system and consideration of their rights in relation to securities registered in their name making it possible to receive and forward information to the above mentioned persons and compile a register of shareholders.
- 2.15. "Nominee shareholder" is a person registered in the share registry system that may be a depositary deponent and is not a holder of these securities. Nominee holders can include professional participants of the securities market.

2.16. "Controller" or "Controller of transactions with securities" is an employee of the Company who exercises control over transactions with securities by the Company's insiders pursuant to the requirements of this Policy. The duties, rights and responsibilities of the Controller shall be executed by the Corporate Secretary of the Company.

If the Corporate Secretary cannot temporarily perform duties of Controller, or in case transactions with securities are executed by the Company's Controller himself authority to approve transactions with securities shall be temporarily handed over to the head of the Company's department exercising the functions of internal control.

The Company's Controller shall meet the following requirements:

- higher economic or legal education;
- knowledge of the legislation of the Russian Federation with regard to company law and securities market as well as regulations of state bodies, governing Issuers' activity;
- knowledge of the USA legislation in the field of securities, requirements of USA state agencies governing the activities of foreign issuers;
- knowledge of the programs of American/global depositary receipts and listing rules at Russian and Western stock exchanges;
- knowledge of Russian and international standards of corporate governance;
- fluent English;
- knowledge of financial and commercial activity of the Company and at least 3 (three) years experience in the field of corporate governance;
- such personal qualities as sociability, responsibility, ability to settle conflicts between members of corporate relations;
- being an advanced PC user;
- managerial and analytic skills.
- 2.17. "Prices manipulation" means:
- 2.17.1. Dissemination of inadequate information or information misinforming participants of the securities market including spreading of rumors and untrustworthy news in relation to the Company, other Issuers or securities provided that the person spreading such information was notified or shall be notified of the fact that the information is untrustworthy or can misinform participants of the securities market;
- 2.17.2. Transactions with securities executed by a person or a group of persons aimed at making active securities trading or pretending of making active securities trading, rise or fall of the securities price with the aim of increasing demand or offer for securities from other participants of the securities market;
- 2.17.3. Transactions with securities executed by a person or a group of persons at prices that are unreasonably high or unreasonably low except for cases when this person or these persons can afford proof that such trading meet the general practice of securities trading in the securities market and requirements of applicable laws;
- 2.17.4. Transactions with securities executed with the use of any procedures, means and methods aimed at fraud, misinformation as well as deception of the participants of the securities market in relation to securities.
- 2.18. "Blackout periods" shall mean periods when the Company imposes a ban on transactions with securities executed by insiders.

III. GENERAL PROVISIONS GOVERNING TRANSACTIONS WITH SECURITIES EXECUTED BY INSIDERS AND THE USE OF INSIDER INFORMATION

3.1. Definition of "material information":

The materiality of information depends on a range of circumstances. Information is "material" if there is a substantial probability that a reasonable investor would consider it important when deciding whether to buy, sell, or hold Securities, or if it is probable that the fact will substantially affect the market price of the security. Material information may be favorable or unfavorable, and may relate to any aspect of the business of the Company and other Issuers and to any type of security.

3.2. Definition of "publicly available information"

Information will not be regarded as "publicly available" if public access to it on a legal basis is in any way restricted. For information to be regarded as publicly available, it must be publicly disseminated in a way that makes its accessible to a broad group of participants in the investment community. The dissemination of rumors, even if true, and reproduced in the mass media, is not genuine public dissemination.

- 3.3. Corporate insiders shall not perform securities trading except for transactions executed according to the procedure established by this Policy.
- 3.4. Corporate insiders pledge not to execute any transactions with securities using insider information or make short-run profit from such transactions.
- 3.5. Insiders cannot disclose insider information directly or indirectly to any person that may execute transactions with securities on the basis of such information. Insider information shall not be disclosed to any third parties except for cases related to performing by the Insider of his job duties and stipulated by applicable laws.
- 3.6. Insiders cannot provide to any third parties recommendations based on insider information on execution or refraining from execution transactions with securities.
- 3.7. Insiders confirm the Controller's authority pursuant to this Policy and undertake to supply him with any required information regarding Insiders' transactions with securities and give necessary instructions to a broker or any other agent executing transactions with securities on behalf of the Insider to provide such information.
- 3.8. Insiders shall not perform any actions that can be regarded as securities prices manipulation.
- 3.9. Measures to protect information

To ensure the confidentiality of Insider Information, Insiders shall take all necessary precautions to limit access to material information that is not publicly available and ensure its nondisclosure, including, inter alia, by:

- maintaining confidentiality in the course of preparing and performing the Company's transactions;
- conducting business and social activities in a manner that eliminates the risk of unintentional disclosure of Insider Information;
- viewing confidential documents in public places only in a manner that prevents access by unauthorized persons;
- restricting access to documents (including computer files) containing material information that is not publicly available to individuals on a need-to-know basis (including by supervising the dissemination of documents and draft documents);
- immediately collecting and removing all confidential documents and other materials from conference rooms after the completion of any meetings;
- destroying all confidential documents and other papers after they cease to have any business or legal significance, using paper shredders when appropriate;
- restricting access to premises where confidential documents or material information that is not publicly available may be located;
- avoiding discussion of material information that is not publicly available in places where the information may be overheard by other persons, for example, in elevators, lavatories, entranceways, restaurants, airplanes, and taxis.
- Employees of the Company dealing with material information that is not publicly available shall, if possible, conduct their work and activities in premises separate from the premises where the Company's other business take place.

IV. SPECIAL PROVISIONS FOR CONDUCT OF TRANSACTIONS INVOLVING SECURITIES BY CORPORATE INSIDERS

- 4.1. Procedure for obtaining approval for transactions with Securities. To prevent Insider Trading this Policy establish the following procedure for the conduct of transactions with Securities by Corporate Insiders.
- 4.1.1. If a Corporate Insider intends to conduct transactions with Securities, he/she shall in a timely manner, no later than 2 (two) business days before the proposed transaction date, obtain approval from the Controller.
- 4.1.2. A request for approval of a nonrecurring transaction with Company's Securities (hereinafter referred to as "request"), to be submitted to the Controller in writing, (among other means by fax or E-mail) shall contain information on the amount and nature of the proposed transaction. The format of the request is set out in Annex 2 hereto.
- 4.1.3. As soon as possible, and no later that 24 hours after receiving a written request, the Controller shall examine the terms of the proposed transaction and deliver his/her opinion as to its conformity to the requirements of this Policy and all applicable laws, and send this opinion to the Corporate Insider that has initiated the request.
- 4.1.4. If the Controller's opinion is negative, then besides the corresponding decision he/she shall state the reason for the negative opinion, citing the relevant requirements of this Policy and/or applicable laws. An exception shall be cases when blackout periods stipulated by this Policy are in effect.
- 4.1.5. On the day of execution of the transaction with the Company's Securities, but no later than 6:00 p.m., the Corporate Insider shall by any available means report the execution of the operation to the Controller and /or the head of the Company department ensuring obligatory disclosure of information in conformity with the legislation requirements.
- 4.2. Blackout periods for transactions with Company's Securities
- 4.2.1. This Policy establish periods during which Corporate Insiders cannot execute transactions with the Company's Securities (hereinafter referred to as "blackout periods"):

4.2.1. a) Quarterly blackout periods

Due to the fact that the Company's financial results for a quarter constitute information whose disclosure may materially affect the market price of Company securities, this Policy establish the following blackout periods:

- announcement of quarterly statements in accordance with Russian accounting standards (hereinafter referred to as "RAS");
 - from March 15 until the end of the second full business day after issuance of a press release regarding RAS results for the preceding year;
 - from April 15 until the end of the second full business day after issuance of a press release regarding RAS results for the 1st quarter;
 - from July 15 until the end of the second full business day after issuance of a press release regarding RAS results for the 2nd quarter;
 - from October 15 until the end of the second full business day after issuance of a press release regarding RAS results for the 3rd quarter;
- announcement of quarterly reports in accordance with international financial reporting standards (hereinafter referred to as IFRS);
 - from April 15 until the end of the second full business day after issuance of a press release regarding IFRS results for the preceding year;
 - from May 15 until the end of the second full business day after issuance of a press release regarding IFRS results for the 1st quarter;
 - from August 15th until the end of the second full business day after issuance of a press release regarding IFRS results for the 2nd quarter;

• from November 15 until the end of the second full business day after issuance of a press release regarding IFRS results for the 3rd quarter.

4.2.1. b). Event-specific blackout periods

Due to the fact that from time to time in the Company's activity events occur concerning which the disclosure of information could materially affect the price of Company's Securities, the Controller may establish a special blackout period for transactions with Company's Securities.

The duration of the event-specific blackout period shall be established depending on the date of official disclosure of information concerning the event.

Information on the establishment of an event-specific blackout, as well as the reasons for the blackout, shall be confidential. The Controller may inform a Corporate Insider that a special blackout has been established only if he/she submits a request for approval of a Securities transaction. Furthermore, during a special blackout period the Controller may refuse to approve transactions with Company Securities without explaining the reasons.

- 4.2.2. To enable the Controller to provide high-quality performance of his/her functions, the Management of the Company shall give the Controller advance notice of planned or possible events concerning which the disclosure of information could materially affect the price of Company's Securities.
- 4.2.3. If the Corporate Secretary who exercises the Controllers' duties, rights and obligations pursuant to this Policy, intend to make a transaction with Company's securities, the Corporate Secretary shall obtain with due advance but not later than 2 (two) business days before the expected date of the transaction the approval of the head of the business department in charge of internal audit. The head of the Company department that performs internal audit exercises the Controller's duties, rights and obligations pursuant to this Policy.

V. CONTROLLER'S RIGHTS AND OBLIGATIONS

- 5.1. The Controller is entitled to:
- 5.1.1. refuse to approve a Corporate Insider's transaction with securities during a blackout period without explaining the reason;
- 5.1.2. deliver requests to Corporate Insiders as well as to persons acting on their behalf and receive from Corporate Insiders as well as from persons acting on their behalf information on transactions of Corporate Insiders with securities.
- 5.1.3. see to it that investigation take place in case the Controller becomes aware of a fact of Insider trading or securities manipulation.
- 5.1.4. inform the executive departments of the Company and the Board of Directors of the facts of insider trading, securities manipulation and results of the investigation.
- 5.2. The Controller shall:
- 5.2.1. examine requests of Corporate Insiders for transactions with securities;
- 5.2.2. ensure preparation of a favorable or un favorable conclusion with an appropriate resolution in case Corporate Insiders make requests for transactions with securities;
- 5.2.3. see to it that copies of requests be kept with resolutions in confirmation of meeting the requirements of this Policy;
- 5.2.4. ensure confidentiality of information on transactions of Corporate Insiders with securities except for the case of obligatory disclosure of information pursuant to applicable laws.

VI. LIABILITY FOR UNLAWFUL DISPOSITION AND USE OF INSIDER INFORMATION

Offenders who violate the requirements of the applicable laws of the Russian Federation and the United States of America respectively may be brought to responsibility by state agencies of the Russian Federation and the United States. The Company reserves the right to notify state bodies of the Russian Federation and the United States of America of the known facts of violation of applicable laws.

- 6.1. Pursuant to the legislation of the Russian Federation state bodies of the Russian Federation may bring the offenders to responsibility on their own authority or through the courts:
- 6.1.1. Offenders bear responsibility established by the Federal law of the Russian Federation "On Securities Market" if they infringe the procedure of using insider information in the securities market;
- 6.1.2. Furthermore the Company may apply disciplinary measures to offenders having access to insider information who are Corporate insiders and other employees of the Company up to and including dismissal, which shall be decided in accordance with applicable laws of the Russian Federation and the Company's established procedure.
- 6.2. Pursuant to the US legislation state bodies of the United States of America may bring offenders to responsibility on their own authority or through the courts:
- 6.2.1. Pursuant to the Securities Act of 1933 offenders are liable for dissemination of inadequate information, misinformation as well as deception of participants of the securities market in the case of initial offer and conversion of securities.
- 6.2.2. Pursuant to the Securities Exchange Act of 1934 and the Sarbanes-Oxley Act offenders are responsible for transactions with securities on the basis of material information that is not publicly available including dissemination of such information and making transactions with securities using any procedures, methods and means aimed at fraud, misinformation and deceit of participants of the securities market up to and including imprisonment of up to 25 years.
- 6.3. State bodies of the Russian Federation and the United States of America are entitled to bring to responsibility offenders who have inflicted losses to the Company and/or the Company shareholders, on their own authority or through the courts pursuant to applicable laws. Furthermore the Company and/or Company shareholders pursuant to the laws of the Russian Federation and the United States of America are entitled to bring a court action against the Management of the Company for compensation of losses caused directly to the shareholders and the Company. Furthermore any third parties that have incurred damages (actual damage and lost profit) as a result of illegal disposition and use of insider information are entitled to demand through courts that the Offender should pay the damages pursuant to the applicable laws of the Russian Federation and the United States of America.
- 6.4. State bodies of the Russian Federation and the United States of America may bring to responsibility on their own authority or through courts any other persons besides Insiders that make transactions with securities on the basis of Insider information and perform further dissemination of such information, pursuant to the applicable laws of the Russian Federation and the United States of America respectively.

VII. DISCLOSURE OF INFORMATION ON TRANSACTIONS WITH SECURITIES

- 7.1. Pursuant to applicable laws, rules, and regulations, the Company shall disclose information on the number of securities (including the percentage ratio to the Chartered capital and the total amount of ordinary or preference shares) belonging to persons that are members of the Management of the Company and/or changes in this number.
- 7.2. Members of the Management of the Company shall provide to the Corporate Secretary and the Head of the Company business department information on transactions with Securities of the Company executed by them no later than 6:00 p.m. on the date of execution of a transaction.

VIII. COMPLIANCE WITH THE INSIDER TRADING POLICY

- 8.1. The requirements of this Policy extend to Corporate Insiders and other employees of the Company who have access to insider information and execute transactions with Company's securities.
- 8.2. 8.2. Persons possessing Insider Information who are not deemed Corporate Insiders shall independently decide whether transactions may be executed with Company's Securities, which shall not relieve them of the liability established by applicable laws for violations or abuses committed when executing transactions on the basis of Insider Information

- 8.3. Due to the fact that Insider trading based on information in relation to the securities, the Company or other Issuers violates the rights of Company's shareholders and investors and defames the prestige of the Company, the Company reserves the right to report all cases of Insider Trading to state bodies responsible for the securities market, and bring court actions for compensation of losses.
- 8.4. If an Insider doubts whether he/she will be in violation of this Policy when conducting transactions with the Securities of the Company and Other Issuers, he/she should decline to conduct such transactions.

IX. FINAL PROVISIONS

- 9.1. This Policy shall be approved by the Company's Board of Directors. Updating this Policy and making additions to it are subject to a respective decision of the Company's Board of Directors.
- 9.2. If due to the changes that have been introduced in them the legislation of the Russian Federation, the USA and the Company's Charter collide with certain provisions of this Policy, these provisions cease to be in force, and prior to introduction of respective amendments into this Policy the Company shall be governed by the legislation of the Russian Federation, the USA and the Company's Charter.

Annex 1 to Insider Trading Policy of OJSC ROSTELECOM

Officers of OJSC Rostelecom occupying positions mentioned below are persons with access to Insider information irrespective of their serving on the Company's governance bodies

(encompassed by the term "Corporate Insiders")

- 1. Deputy General Director;
- 2. Directors of subsidiaries;
- 3. Department Director;
- 4. Deputy Chief Accountant;
- 5. Deputy Financial Director;
- 6. Head of Department responsible for Accounting and /or Financial Statements
- 7. Head of Department responsible for Marketing Planning and Marketing Research;
- 8. Head of Department responsible for Public and Mass Media Relations
- 9. Head of Department responsible for Legal Maters;
- 10. Head of Department responsible for financial borrowings and Investment of Untied Funds;
- 11. Head of Department responsible for Budget Planning;
- 12. Head of Department responsible for relations with Daughter and dependent Companies;
- 13. Head of Department responsible for Strategic Planning;
- 14. Head of Department responsible for Internal Control;
- 15. Head of Department responsible for Internal Audit;
- 16. Corporate Secretary.

Annex 2 to Insider Trading Policy of OJSC ROSTELECOM

REQUEST FOR APPROVAL OF NONRECURRING TRANSACTION WITH SECURITIES OF OJSC ROSTELECOM

NOTE: Please send this request personally or by fax (+7 499 973-10-55) to the Company's Controller no later than 2 business days before the proposed transaction date.

Name:

Title:		
Department:		
Contact information:		
Telephone:	Fax:	E-mail:
Information about the transaction:		
Proposed date of the transaction:		Type (purchase/sale):
Type of securities (ordinary shares / preference shares / ADRs / other):		
Number of securities:		
Company's securities and transacti	ions with Company's ime of its official di securities. not limited to, the foll nd annual financial s y's future profits or la mpany's financial res regard to the Compa t personnel of the Co by in court proceeding mpany's assets; ons and mergers; or loss of material co default by the Comp	tatements; psses; sults; any; mpany; gs; ontracts and agreements;
Information (as defined in the Ins my knowledge, the proposed oper laws, rules, and regulations (as o	sider Trading Policy ation described abo defined in the Insid Trading I may be s	ereby affirm that (i) I do not possess Insider y of the OSC Rostelecom) and, (ii) to the best of ove does not violate the provisions of applicable der Trading Policy of the OSC Rostelecom). I ubject to penalties imposed by the Company and criminal prosecution.
Signature:		Date:
DECISION		
I hereby affirm that the aforesaid Controller for Transactions with Sec		rities is APPROVED / NOT APPROVED by the elecom.

Signature:_____

Date:_____