

Golden Telecom Code of Conduct and Ethics

To our employees:

The purpose of the Golden Telecom Inc. Conduct Guidelines (“Guidelines”) is to affirm principles and guidelines for the company, its subsidiaries, its affiliates (collectively referred to as “Golden Telecom”) and employees to conduct business in an ethical and legal manner. In conducting business, our employees are expected to comply with all laws, to protect Golden Telecom interests and to avoid personal actions that may conflict with Golden Telecom interests. Golden Telecom is subject not only to various laws and regulations of several jurisdictions but also to the high expectations of the public and our investors, partners, customers and fellow employees.

We attach the utmost importance to the policies laid out in these Guidelines. Our continued mutual success and growth depend on the honesty, integrity and good judgment of all of us.

Applicability of the Guidelines

The Guidelines are applicable to all employees, officers, directors and agents of Golden Telecom. Managers and supervisors have the additional responsibility to ensure that their employees understand and abide by these standards. It should be noted that many of the areas covered by these Guidelines are governed by more detailed and specific policies that should be consulted prior to any activities being conducted in those areas.

You Are Encouraged to Ask Questions

Please read these Guidelines carefully and familiarize yourself with their contents. No Guidelines can be expected to anticipate every ethical decision we may face in business. Ultimately, we must rely on the good sense of each person to adhere to Golden Telecom high standards, including a sense of when it is proper to seek guidance on the appropriate course of conduct. Golden Telecom is committed to providing timely and specific guidance to employees with respect to the Guidelines and other policies. Therefore, if a situation arises that is not covered or which requires further clarification, you should seek guidance from your supervisor or the Golden Telecom Compliance Officer, **Ilya Smirnov, at 7-495-967-1323**.

Compliance Officer

Compliance with the Guidelines and other Golden Telecom’s policies will be monitored by the Compliance Officer whose responsibilities include:

- ❑ implementing with the assistance of appropriate company manager, compliance training, monitoring and auditing procedures designed to assure compliance with and enforcement of the Guidelines;
- ❑ ensuring that the Guidelines and other policies are kept current;
- ❑ responding to questions about the Guidelines;
- ❑ monitoring legislative and regulatory developments that impact the Guidelines.

The Compliance Officer will report periodically on the compliance program’s implementation to the Golden Telecom Inc. Board of Directors.

Accuracy of Records

Almost every employee reports data of some kind. We rely on our employees to maintain accurate books and records to efficiently manage our business. We are subject to stringent reporting requirements under several legislative jurisdictions. As in all other aspects of our business, we expect our employees to adhere to the highest standards of professionalism and honesty to ensure that we are able to meet the legal requirements which govern our business. At Golden Telecom, we must work together to ensure that our record keeping is accurate, true and not misleading in any sense. Some forms of inaccurate or incomplete reporting are illegal and may lead to criminal and civil liability for Golden Telecom and its directors, officers and employees. Even if you are tempted or asked to make a representation, either in a document or in oral communication, that is other than fully accurate, you must resist the pressure. This applies to each and every detail of our business. It applies even in circumstances where one might believe that the consequences of the inaccuracy would be harmless.

From the moment books and records are received or created, we must ensure that they are properly maintained and filed. When documents are being sent to parties outside of Golden Telecom, copies should be made and filed. Where documents are of a confidential nature, they and the envelopes in which they are stored or sent should be marked "Confidential". If you are discarding documents of a sensitive or confidential nature, these documents should be shredded rather than simply discarded in a waste paper bin.

Golden Telecom maintains archives of all corporate documents, contracts and intellectual property registrations. Golden Telecom prides itself on the accuracy of its records and the orderliness of its archives. Individual employees may keep copies of such documents for their own work purposes, however, original documentation should be properly filed and maintained in the Golden Telecom archives. The archives themselves should be maintained in an accurate manner, complete with detailed indices so that the specific documents may be easily located and retrieved. Archives should be kept locked and should be accessible only to those persons properly authorized.

Securities

Our directors, officers, employees and their family members or any outsiders may have the opportunity to learn or gain access to "material non-public information" about Golden Telecom. The Golden Telecom Compliance Officer may designate such persons as "Insiders" because they have access to such information. The anti-fraud provisions of the United States federal securities laws make it unlawful for any person to purchase or sell securities while in possession of material non-public information or selectively to disclose such information to others who may trade.

Whenever an Insider receives information about Golden Telecom or any other company, he or she should refrain from buying or selling securities of Golden Telecom or that company while in possession of that information unless he or she first determines that the information is either public, non-material or both. In addition, an Insider should refrain from disclosing the information to others, such as family, relatives, business or social acquaintances, who do not need to know it for legitimate business reasons. Violation of United States federal securities laws is serious and may result in civil or criminal penalties, including fines and jail sentences. Moreover, such activities will inevitably result in adverse publicity and embarrassment to Golden Telecom and the individuals involved.

If an Insider has any questions at all as to whether the information is material and non-public, he or she must resolve the question or questions before trading, recommending trading or divulging the information. In any doubt at all remains, the Compliance Officer should be consulted.

In addition, to provide further assurances that non-public information concerning Golden Telecom is not inadvertently misused,

- all senior Executive officers and certain designated key employees of Golden Telecom, Inc. and its affiliates, as well as members of the Board of Directors of Golden Telecom, Inc. (designated Section 16 Individuals under section 16 of the United States Exchange Act of 1934) are prohibited from purchasing or selling or from recommending to others that they purchase or sell Golden Telecom securities, except,
 1. with the prior consent of the Compliance Officer, AND
 2. during certain “trading windows” or “window periods” (as defined in the Policy and Procedures for Directors, Officers and Employees of Golden Telecom, Inc. and its Affiliates on Insider Trading and Tipping) which Golden Telecom may from time to time establish after such events as earnings releases.

- all employees of Golden Telecom (other than Section 16 Individuals) are prohibited from purchasing or selling or recommending to others that they purchase or sell Golden Telecom securities, EXCEPT
 1. with the prior written consent of the Compliance Officer, OR
 2. during window periods established by Golden Telecom.

A full summary of Golden Telecom’s policy is contained in the Policy and Procedures for Directors, Officers and Employees of Golden Telecom, Inc. and its Affiliates on Insider Trading and Tipping. If you have any questions regarding compliance with these laws and principles, you should contact the Compliance Officer.

Approvals

With many companies beneath the Golden Telecom, Inc. umbrella, it is important that correct lines of authority within the various companies are properly used to initiate, negotiate and approve transactions. Each employee should be familiar with the approval process and the lines of authority within his or her department and company. Proper approvals of contracts, sales or purchase orders or other transactions should be approved by appropriate officials prior to the transaction being completed. Within each company, the sign-off approval sheets should be signed by the appropriate company officials prior to the execution of the contract by the counterparty. Company officials in one company should not be negotiating, ordering, selling or carrying on business on behalf of another Golden Telecom company with a third party or related party unless specifically authorized. For certain transactions, approval sheets should be signed by the appropriate officials in accordance with the Golden Telecom Schedule of Authority for Corporate Decision Making. Senior management should be familiar with this Schedule of Authority and should ensure that all transactions are conducted in accordance with it.

Confidential Information

Confidential Golden Telecom information and trade secrets are important corporate assets that merit the same protection as our physical assets. All employees, agents, consultants and representatives must be careful not to disclose such information to unauthorized persons, either within or outside Golden Telecom, and must exercise care to protect the confidentiality of such information received from another party.

Confidential information refers to information that is not already in the public domain that a company would normally expect to be non-public and that might affect the company's competitive position. It includes information sometimes referred to as trade secrets.

Some examples of confidential information are:

- technical information about current or planned products and/or processes;
- cost, pricing, marketing or service strategies;
- information related to mergers and acquisitions;
- financial results.

Specific Guidelines

1. Employees consultants, agents and representatives must be careful about where they discuss Golden Telecom matters. It is inappropriate to discuss confidential matters in the presence or within hearing range of unauthorized persons. Use care, since even family and friends may inadvertently convey confidential information to third parties.
2. In instances where it is appropriate for business reasons to disclose Golden Telecom confidential information to third parties, the Legal Department must be contacted before the disclosure so that they can prepare an appropriate confidentiality agreement that includes the necessary safeguards.
3. No employee, consultant, agent or representative shall disclose or use any confidential information gained during Golden Telecom employment for personal profit or to the advantage of the employee or any other person.
4. Obtaining confidential information from a third party without adequate legal safeguards is improper and may expose Golden Telecom to legal risks. Accordingly, we should endeavor to enter into confidentiality agreements with such third parties and then treat any confidential information that we receive with the utmost confidence.

Public Disclosures

Golden Telecom is committed to providing timely, orderly, consistent and credible information, consistent with legal and regulatory requirements to enable orderly behavior in the market. It is imperative that we accomplish this evenly in good times and bad and that all parties in the investment community have fair access to this information. Our goal is to develop and maintain realistic investor expectations by making all required disclosures on a broadly disseminated basis and being realistic on prospects for future Golden Telecom performance.

Our public disclosure policy covers:

- ❑ Documents filed with the United States Securities and Exchange Commission (the “SEC”) and written statements made in our annual and quarterly reports;
- ❑ News and earnings releases, letters to shareholders;
- ❑ Speeches by senior management;
- ❑ Information contained in our Internet home page;
- ❑ Oral statements made in any group and individual meetings with analysts and investors, telephone calls with media as well as press conferences

The Golden Telecom General Counsel, the Chief Financial Officer, the Director of Investor Relations and the Principle Accounting Officer will act as the Disclosure Policy Committee (the “DPC”). The DPC will decide when material developments justify public release and will make recommendations to the Chief Executive Officer on disclosure policy. The DPC will determine if and when any press releases should be made.

The Chief Executive Officer, the Chief Financial Officer and the Director of Investor Relations are our primary spokespersons. The Chief Executive Officer may from time to time designate other individuals within the company to speak on our behalf to respond to specific inquiries from the investment community or the media.

Every employee is responsible for apprising the DPC of all material company developments. These developments include:

- ❑ The status of any merger discussions or activities;
- ❑ Material operational developments;
- ❑ Extraordinary transactions;
- ❑ Major management changes;
- ❑ Any other event that could have a material impact on the operating results of Golden Telecom or the investment community’s view on the valuation of Golden Telecom.

All employees, other than authorized spokespersons, should NOT respond under any circumstances to inquiries from the investment community or the media unless specifically asked to do so by an authorized spokesperson. The DPC will notify all employees who are authorized as spokespersons.

A more detailed description of Golden Telecom’s disclosure policy can be found in the Public Disclosure Policy or you may contact the General Counsel.

Selective Disclosure

All employees should not selectively disclose (whether in one-on-one or small discussions or meetings, in a presentation or proposal or otherwise) any material non-public information with respect to Golden Telecom, its securities, business operations, plans, financial condition, results of operations, or any development or plan. We should be particularly vigilant when making presentations or proposals to customers that our presentations do not contain material, non-public information.

Employee Concerns and Complaints

Golden Telecom, in accordance with SEC rules, has established procedures for the receipt, retention and treatment of complaints regarding accounting, internal accounting controls or auditing matters; and the confidential and anonymous submission by Golden Telecom employees of concerns regarding questionable accounting or auditing matters.

Employees who have concerns may forward complaints on a confidential or anonymous basis directly to the Audit Committee of the Board of Directors of Golden Telecom, Inc. via the internal company website: <http://auditconcern.gldn.net>. Employees submitting complaints will not be able to view other complaints submitted. Only members of the Audit Committee will have access to complaints sent by e-mail through this web site. Complaints may be submitted in Russian or English language.

In the event that an employee prefers not to utilize the internal website to communicate, the Audit Committee has designated the General Counsel to act as its representative for the receipt of any information under this policy. Employees with concerns regarding accounting or auditing matters may report their concerns to the General Counsel by telephone at +7 (495) 967 13 23, by e-mail at ismirnov@gldn.net or in person at 1, Kozhevnichecky Proezd in Moscow. Employees may also mail their confidential concerns to: Audit Concerns, c/o General Counsel, Golden Telecom, Inc., 2831 29th St., N.W., Washington, DC 20008, USA or Audit Concerns c/o General Counsel, Moscow Representative Office of Golden TeleServices, Inc., 1 Kozhevnichecky Proezd, 2nd Floor, Moscow 115114, Russian Federation.

The following are examples, not all inclusive, of what this policy is meant to cover:

- ❑ Fraud or deliberate error in the preparation, evaluation, review or audit of any financial statements of Golden Telecom implementing with the assistance of appropriate company manager, compliance training, monitoring and auditing procedures designed to assure compliance with and enforcement of the Guidelines;
- ❑ Fraud or deliberate error in recording and maintaining of financial records of Golden Telecom;
- ❑ Deficiencies in or noncompliance with Golden Telecom internal accounting controls;
- ❑ Misrepresentation or false statements to or by senior officers or accountants regarding a matter contained in the financial records, financial reports, or audit reports of Golden Telecom;
- ❑ Deviation from full and fair reporting of Golden Telecom financial condition;
- ❑ Receiving by employees of kickbacks for ordering services from a particular supplier;
- ❑ Incorrect accounting treatment of transactions in order to hide operating expenditures as capital expenditures;
- ❑ Production of fraudulent documents;
- ❑ Provision of telecommunication services for no-charge;
- ❑ Stripping of company assets;
- ❑ Paying a bribe or committing other fraudulent or suspected fraudulent activities.

The SEC rules and US legislation prohibits Golden Telecom and its employees and agents, SOX prohibits companies and their employees and agents from discharging, harassing, demoting,

suspending or otherwise discriminating in the terms and conditions of employment for any employees who participate in reporting the above actions to the Audit Committee.

For more information, please see the detailed Employee Reporting Procedures issued by the Audit Committee.

Use of Golden Telecom Resources

Golden Telecom resources, including time, material, equipment, and information are provided for Golden Telecom business use. Nonetheless, occasional personal use is permissible as long as it does not affect job performance or cause a disruption to the workplace.

Employees and those who represent Golden Telecom are trusted to behave responsibly and use good judgment to conserve Golden Telecom resources. Managers are responsible for the resources assigned to their organizations and are empowered to resolve issues concerning their proper use.

Conflict of Interest

We must avoid any relationship or activity that might impair, or even appear to impair, our ability to make objective and fair decisions when performing our jobs. At times, we may be faced with situations where the business actions we take on behalf of Golden Telecom may conflict with our own personal or family interests because the course of action that is best for us personally may not also be the best course of action for Golden Telecom. We owe a duty to Golden Telecom to advance its legitimate interests when the opportunity to do so arises. A conflicting interest may subconsciously influence even the most conscientious person and the mere existence of that interest may cause the propriety of an employee's actions to be questioned. We must never use Golden Telecom's property or information for personal gain, or personally take for ourselves any opportunity that is discovered through our Golden Telecom position.

Some examples of potential conflicts involving employees are:

- ❑ Being employed (you or a close family member) by, or acting as a consultant to, a Golden Telecom competitor or potential competitor, supplier or contractor, regardless of the nature of the employment, while you are employed by Golden Telecom;
- ❑ Having a private business on your own time if you perform work that is similar to work that you perform at Golden Telecom or that Golden Telecom might be interested in performing;
- ❑ Hiring or supervising family members or closely related persons;
- ❑ Owning or having a substantial interest in a competitor, supplier or customer;
- ❑ Having a personal interest, financial interest or potential gain in any Golden Telecom transaction;
- ❑ Placing Golden Telecom business with a company owned or controlled by a Golden Telecom employee or his/her family.

Determining whether a conflict of interest exists is not always easy to do. Employees with conflicts of interest questions should seek advice from his or her supervisor, the Legal Department and from the Director of Human Resources Employees.

Senior Financial Officers

Members of Golden Telecom's finance departments hold an important position in Golden Telecom's corporate governance structure and are uniquely positioned to ensure that Golden Telecom's financial and commercial interests are protected.

Accordingly, all members of Golden Telecom's finance departments are expected to:

- ❑ Act with honesty and integrity, avoiding actual or apparent conflicts of interest in personal and professional relationships as detailed in these Guidelines;
- ❑ Provide shareholders with full, fair, accurate, timely and understandable information in Golden Telecom's public filings;
- ❑ Comply with rules and regulations in Russia, Ukraine, Kazakhstan, the United States and in any other countries in which Golden Telecom conducts business.

Using Copyrighted Materials

At Golden Telecom, we are subject to copyright and other intellectual property laws of several jurisdictions. Many materials used by Golden Telecom employees in the course of their work are protected by copyright laws: computer software, books, audio and videotapes, trade journals and magazines are a few examples. Reproducing, distributing or altering copyrighted materials without the permission of the copyright owner or authorized agents is forbidden. Therefore do not make copies of any part of a third party computer program unless the copy is an authorized back-up copy or the computer software license specifically permits the copy to be made. Bootleg software should not be used or installed on company computers. The downloading of any computer software from the Internet must be properly authorized. Computer software licensed by Golden Telecom must not be illegally copied for personal, company or customer use. If you are uncertain about this, you should consult with the Golden Telecom Information Technology Manager.

Computer Use, E-mail and Internet

E-mail systems are not entirely secure and may be susceptible to interception. Unlike a spoken conversation, e-mail creates a permanent record that may be printed by the recipient and forwarded by the recipient to others and is probably retained on Golden Telecom computers for a substantial period of time. Therefore, Golden Telecom employees should exercise the same care, caution and etiquette in sending an e-mail message as they would in normal written business communications. Make sure that your Golden Telecom e-mail is professional and appropriate to the circumstances. Specifically, Golden Telecom will not tolerate abusive, obscene, offensive or profane e-mail.

While Golden Telecom's e-mail system may be used for incidental and occasional personal messages, such use should be kept to a minimum. In addition, because the e-mail system is a Golden Telecom resource, Golden Telecom may, in certain circumstances, have a need to examine and, therefore, reserves the right to read all e-mail communications. Employees with unique or special access to e-mail records shall not access such records outside the normal course of supporting or administering these systems without proper authorization.

Golden Telecom encourages the use of the Internet as a strategic business and learning tool. Occasional access to the Internet for learning or personal use is acceptable, however, employees should not abuse access to the Internet for personal purposes. Golden Telecom has the right to

monitor or review all data and information contained on an employee's computer issued by Golden Telecom or electronic device. We will not tolerate the use of Golden Telecom resources to create, access, store, print, solicit or send any materials that are harassing, threatening, abusive, sexually explicit, or otherwise offensive or inappropriate. Questions about the proper use of Golden Telecom resources should be directed to your supervisor.

For additional information, please refer to the Statement of IT Policy or address any questions to the Information Technology Manager or the General Counsel.

International Business Laws

Golden Telecom and its employees and agents shall abide by the laws, rules and regulations of the countries where we do business. Golden Telecom operates in several countries. We are committed to following not only US laws that deal with foreign business transactions (as detailed further below) but also with the laws of the host countries in which we operate. If cultural differences, local customs or laws create a question of these Code of Conduct and Ethics Guidelines, then you should seek guidance from your supervisors or the Compliance Officer.

Gifts

Employees may accept unsolicited gifts, other than money, that conform to the reasonable and ethical practices of the marketplace, including

- ❑ Flowers, fruit baskets and other modest presents that commemorate a special occasion;
- ❑ Gifts of nominal value such as calendars, pens, mugs (or other novelty, advertising or promotional items).

Regardless of value of the gift, the appearance of influence must always be considered when accepting any business courtesy. Employees with questions about accepting business courtesies should talk to their supervisor or the Compliance Officer.

Any employee who offers a business courtesy must assure that it cannot reasonably be interpreted as an attempt to gain an unfair advantage or otherwise reflect negatively upon Golden Telecom. An employee may never use personal funds or resources to do something that cannot be done with Golden Telecom resources.

Russian and Ukrainian Anti-Corruption Legislation

Golden Telecom, its directors, officers and employees are subject to several Russian and Ukrainian laws which prohibit civil servants and business people from accepting bribes and kickbacks and which prohibit the giving and receiving of all but the most nominal of gifts.

Many U.S. laws are also applicable to Golden Telecom's businesses. In particular, our employees should be familiar with the Foreign Corrupt Practices Act (the "FCPA"). The FCPA makes it a crime for companies, as well as their officers, directors, employees and agents to bribe a foreign official, political party, party official, or candidate for the purpose of obtaining or retaining business. The FCPA also requires covered companies to maintain accurate books, records, and accounts, and to devise a system of internal accounting controls sufficient to provide reasonable assurance that,

among other things, the company's books and records fairly reflect, in reasonable detail, its transactions and dispositions of its assets.

Any violations of the FCPA, Russian and Ukrainian legislation may subject Golden Telecom and its individuals to civil and criminal legal penalties, including fines, prohibitions from carrying on certain business activities or prison terms

Golden Telecom's policies are fully consistent with the FCPA and the Russian and Ukrainian anti-corruption legislation. Golden Telecom conducts its business activities in accordance with all applicable laws and its internal procedures and controls are in full accord with the expressed intent of this legislation. Golden Telecom prohibits giving anything of value to officials of foreign governments in order to obtain or retain business. Any proposed incentive to be given to government personnel to secure an improper advantage is not permitted. It should also be noted that state-owned or state-controlled enterprises may be considered a government entity.

The provisions of the FCPA, Russian and Ukrainian legislation are stringent, however, Golden Telecom's ability to raise capital in international markets means that we must follow the provisions of the laws to the letter. Compliance with the FCPA requires our constant vigilance. Specifically, if an employee, consultant, marketing or sales representative or agent suspects that any payment is being used for improper purposes, he or she must immediately report the situation to his or her supervisor or the Golden Telecom Legal Department. A more full review of the FCPA, Russian and Ukrainian anti-corruption legislation is contained in the GTI Business Practices Training Program. Each employee is also expected to complete annual anti-corruption training and to review the Golden Telecom Business Practices Training Program.

Consultants

From time to time, Golden Telecom will need to retain the services of outside consultants. No consultant may be retained to perform work for Golden Telecom without the approval of the Director of Human Resources and a formal written agreement prepared by the Golden Telecom Legal Department. These agreements will contain a detailed statement of work, a clear description of the amounts to be paid and all specific provisions required by the Legal Department covering conflicts of interest, standards of conduct, public disclosure, confidentiality provisions and ownership of intellectual property.

Unless specifically approved by the Director of Human Resources and the Legal Department, all payment for services or products must be paid in the name of the consultant, agent or representative named as a party in the agreement, paid in a location where the services are performed and paid in local currency. All consultants must be informed about and agree to follow the Guidelines. Those Golden Telecom employees who have contact with the consultants should be vigilant in ensuring that the activities of the consultants are conducted in accordance with the Guidelines with Golden Telecom's business philosophy.

Equal Employment Opportunity

It is Golden Telecom's policy to ensure equal employment and advancement opportunity for all qualified individuals, without distinction or discrimination because of age, color, nationality, race, religion, sex, physical or mental disability.

This policy applies to all employees and applicants for employment and to all aspects of employment relationship including recruitment, hiring, compensation, benefits, training and any other terms and conditions of employment.

Any questions which you may have regarding this policy should be addresses to the Director of Human Resources.

Employment of Closely Related Persons

Golden Telecom wants to make sure that our workplace is fair and untainted by any possible perception of favoritism. We encourage the tradition of family service but have certain rules about employing closely related persons. Our policy is not to employ persons closely related to a Golden Telecom employee without required approvals.

Closely related persons cannot be employed in jobs where one Golden Telecom employee has effective control over any aspect of the related Golden Telecom employee's job.

Harassment

Golden Telecom believes that a work environment that reflects an understanding of work force diversity and is free from all forms of discrimination, harassment and intimidation will result in a productive and efficient work force. All employees of Golden Telecom should treat each other with courtesy, dignity and respect. Conduct directed toward any employee that is unwelcome, hostile, offensive, degrading or abusive is unacceptable and will not be tolerated. Such conduct includes, but is not limited to, harassment based on sex, race and nationality.

Any questions which you may have regarding this policy should be addresses to the Director of Human Resources.

Employment Records

Golden Telecom maintains employment records of its employees, including labor books, contracts, vacation information, promotion details and other personal information. These records of Golden Telecom employees can only be disclosed to other Golden Telecom employees who have a substantial and legitimate need to know the information in an employee's file or in response to appropriate legal process. Golden Telecom employees with access to these files must take reasonable steps to keep them confidential.