



## Edgar Filing: GOLDEN TELECOM INC - Form 8-K

99.6, 99.7 and 99.3, respectively. The exhibits filed herewith are incorporated herein by reference.

As an integral part of the transaction, the prospective controlling shareholders of GTI have executed a Shareholders Agreement and a Standstill Agreement that will enter into effect on the closure of the transaction and that are subject to the corporate approval of each of their respective Boards of Directors. These agreements have been approved by a Special Committee of the Board of Directors of GTI. At closing, the controlling shareholders will be Alfa Telecom Limited, Telenor, OAO Rostelecom, Capital International Emerging Markets Private Equity Fund L.P., Cavendish Nominees Limited, and First NIS Regional Fund SICAV.

### Item 7. Financial Statements and Exhibits.

DESIGNATION -----	DESCRIPTION OF EXHIBIT -----
23.1	Consent of ZAO Pricewaterhouse Coopers Audit, Independent Auditors (OAO Comincom).
99.1	Press release dated August 19, 2003 announcing Golden Telecom, Inc. to acquire OAO Comincom from Nye Telenor East Invest AS in exchange for newly issued shares.
99.2	Supplemental press release dated August 20, 2003 announcing Golden Telecom, Inc. to acquire OAO Comincom from Nye Telenor East Invest AS in exchange for newly issued shares.
99.3	Audited US GAAP Consolidated Financial Statements of OAO Comincom - December 31, 2002 and 2001.
99.4	Share Exchange Agreement dated August 19, 2003 by and among Golden Telecom, Inc., SFMT-CIS, Inc. (a wholly-owned subsidiary of Golden Telecom, Inc.) and Nye Telenor East Invest AS.
99.5	Registration Rights Agreement dated as of August 19, 2003 between and among Golden Telecom, Inc., Alfa Telecom Limited, Nye Telenor East Invest AS, OAO Rostelecom, Capital International Global Emerging Markets Private Equity Fund, L.P., Cavendish Nominees Limited, and First NIS Regional Fund SICAV.
99.6	Standstill Agreement dated as of August 19, 2003 between and among Alfa Telecom Limited, Nye Telenor East Invest AS, OAO Rostelecom, Capital International Global Emerging Markets Private Equity Fund, L.P., Cavendish Nominees Limited, First NIS Regional Fund SICAV and Golden Telecom, Inc.
99.7	Shareholders Agreement dated as of August 19, 2003 between and among Alfa Telecom Limited, Nye Telenor East Invest AS, OAO Rostelecom, Capital International Global Emerging Markets Private Equity Fund, L.P., Cavendish Nominees Limited, First NIS Regional Fund SICAV and Golden Telecom, Inc.

SIGNATURES

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

GOLDEN TELECOM, INC.  
(Registrant)

By: /s/ DAVID STEWART

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Name: David Stewart  
Title: Chief Financial Officer and Treasurer  
(Principal Financial Officer)

Date: August 20, 2003

### INDEX TO EXHIBITS

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OA0 Rostelecom, Capital International Global Emerging Markets Private Equity Fund, L.P., Cavendish Nominees Limited, First NIS Regional Fund SICAV and Golden Telecom, Inc.