

“Interregional Distribution Grid Company of Centre”, Joint-Stock Company

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MINUTES

of the meeting of the Committee for Audit
of the Board of Directors of IDGC of Centre
(in the form of absent voting)

April 25, 2012

Moscow

No. 05/12

Form of the meeting: **absent voting.**

Total number of members of the Committee for Audit: **7 persons.**

Participants of the voting: **A.Y. Perepelkin, A.V. Sergutin, M.Y. Kurbatov, A.A. Popov, A.G. Starchenko, R.A. Filkin, A.V. Shevchuk.**

Members who did not provide questionnaires: **none.**

The quorum is **present.**

Absence of objections concerning the materials and draft decisions from I.A. Alimuradova, O.V. Popova, experts of the Committee for Audit of the Board of Directors of the Company, was taken into account.

Date of the minutes: 25.04.2012.

AGENDA:

1. Consideration of the financial statements of the Company under RAS for 2011.
2. On submittal to the Committee for Audit a report of the external auditor on the main issues of the financial statements under IFRS for 2011.
3. Consideration of the Company’s Auditor’s Opinion on the financial statements of the Company under IFRS for 2011.
4. On prior consideration of the activity of the Committee for Audit in 2011.

Item 1: Consideration of the financial statements of the Company under IFRS for 2011.

Decision:

To take into consideration the consolidated financial statements of the Company under IFRS for 2011.

Voting results:

Alexey Yuryevich Perepelkin	- «FOR»
Alexey Vladimirovich Sergutin	- «FOR»
Mikhail Yurievich Kurbatov	- «FOR»
Alexander Albertovich Popov	- «FOR»
Alexander Grigoryevich Starchenko	- «FOR»
Roman Alexeevich Filkin	- «FOR»
Alexander Viktorovich Shevchuk	- «FOR»

Total:

«FOR»

- «7»

«AGAINST»	- «0»
«ABSTAINED»	- «0»

Decision is taken.

Item 2: On submittal to the Committee for Audit a report of the external auditor on the main issues of the financial statements under IFRS for 2011.

Decision:

To take into consideration the report of the external auditor - ZAO "KPMG" on the main issues of the financial statements under IFRS for 2011.

Voting results:

Alexey Yuryevich Perepelkin	- «FOR»
Alexey Vladimirovich Sergutin	- «FOR»
Mikhail Yurievich Kurbatov	- «FOR»
Alexander Albertovich Popov	- «FOR»
Alexander Grigoryevich Starchenko	- «FOR»
Roman Alexeevich Filkin	- «FOR»
Alexander Viktorovich Shevchuk	- «FOR»

Total:

«FOR»	- «7»
«AGAINST»	- «0»
«ABSTAINED»	- «0»

Decision is taken.

Item 3: Consideration of the Company's Auditor's Opinion on the financial statements of the Company under IFRS for 2011.

Decision:

Having reviewed the Auditor's Opinion on the consolidated financial statements of IDGC of Centre dated from 06.04.2012 for the period from 1 January to 31 December 2011, the Committee for Audit of the Board of Directors of IDGC of Centre has decided that the given Opinion:

- is drawn up in accordance with the International Auditing Standards;
- confirms the authenticity of the recognition in the consolidated financial statements of the financial position of the Group as at 31.12.2011, as well as the results of its operations and its cash flows for the year ended on that date, in accordance with International Financial Reporting Standards in all material respects.

Voting results:

Alexey Yuryevich Perepelkin	- «FOR»
Alexey Vladimirovich Sergutin	- «FOR»
Mikhail Yurievich Kurbatov	- «FOR»
Alexander Albertovich Popov	- «FOR»
Alexander Grigoryevich Starchenko	- «FOR»
Roman Alexeevich Filkin	- «FOR»
Alexander Viktorovich Shevchuk	- «FOR»

Total:

«FOR»	- «7»
«AGAINST»	- «0»
«ABSTAINED»	- «0»

Decision is taken.

Item 4: On prior consideration of the activity of the Committee for Audit in 2011.

Decision:

To recommend the Board of Directors of the Company to take the following decision:
«To take into consideration the report of the Committee for Audit of the Board of Directors of IDGC of Centre on its activity in 2011» in accordance with Appendix # 1 to this decision».

Voting results:

Alexey Yuryevich Perepelkin	- «FOR»
Alexey Vladimirovich Sergutin	- «FOR»
Mikhail Yurievich Kurbatov	- «FOR»
Alexander Albertovich Popov	- «FOR»
Alexander Grigoryevich Starchenko	- «FOR»
Roman Alexeevich Filkin	- «FOR»
Alexander Viktorovich Shevchuk	- «FOR»

Total:

«FOR»	- «7»
«AGAINST»	- «0»
«ABSTAINED»	- «0»

Decision is taken.

Appendix:

The report of the Committee for Audit of the Board of Directors of IDGC of Centre on its activity in 2011 (Appendix 1).

**Chairman of the Committee for Audit
of the Board of Directors of IDGC of Centre**

A.Y. Perepelkin

**Secretary of the Committee for Audit
of the Board of Directors of IDGC of Centre**

S.V. Lapinskaya