



“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)

March 29, 2013

Moscow

No. 05/13

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

Total number of members of the Committee for Audit: **6 persons.**

Participants of the voting: **A.V. Kazachenkov, D.I. Romeyko, D.V. Kulikov, R.A. Filkin, O.V. Shatokhina, 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: 29.03.2013.

AGENDA:

1. Consideration of the information «On the status of the implementation of the documents for the improvement and development of internal control, audit and risk management of the Company in 2012».

Item 1: Consideration of the information «On the status of the implementation of the documents for the improvement and development of internal control, audit and risk management of the Company in 2012».

Decision:

1. To recommend to the Board of Directors of the Company:

1.1. to take into consideration the Report «On the status of the implementation of the documents for the improvement and development of internal control, audit and risk management in the Company, for 4Q 2012 and 2012»;

1.2. to take into consideration the Report «On the key risks of the Company for 4Q 2012 and 2012»;

1.3. to instruct General Director of the Company to provide the Report «On the key risks of the Company for consideration:

- following the results of 1H – at a meeting of the Committee for Audit of the Board of Directors of the Company;

- following the results of year-end – at a meeting of the Board of Directors of the Company with prior consideration at a meeting of the Committee for Audit of the Board of Directors of the Company.

2. To instruct the Internal Audit and Risk Management Department to provide an annual review at a meeting of the Board of Directors of the Company with prior

consideration by the Committee for Audit of the Board of Directors of the Company an internal auditor's report on the effectiveness of the internal control and risk management system.

Voting results:

| | |
|---|---------|
| Andrey Valentinovich Kazachenkov | - «FOR» |
| Denis Viktorovich Kulikov | - «FOR» |
| Dmitry Igorevich Romeyko | - «FOR» |
| Roman Alexeevich Filkin | - «FOR» |
| Oxana Vladimirovna Shatokhina | - «FOR» |
| Alexander Viktorovich Shevchuk | - «FOR» |

Total:

| | |
|-------------|-------|
| «FOR» | - «6» |
| «AGAINST» | - «0» |
| «ABSTAINED» | - «0» |

Decision is taken.

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

A.V. Kazachenkov

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

S.V. Lapinskaya