



“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)

June 30, 2013

Moscow

No. 10/13

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.V. Kulikov, R.A. Filkin, O.V. Shatokhina, A.V. Shevchuk.**

Members who did not provide questionnaires: **D.I. Romeyko.**

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: 01.07.2013.

AGENDA:

1. Consideration of the structure and budget of the Internal Audit and Risk Management Department for 2013.
2. On agreement of the adjusted Schedule of activities for 2013, performed by the Internal Audit and Risk Management Department of IDGC of Centre.
3. On the recommendation to the Board of Directors of the Company regarding the issue of remuneration payable by the Company to the auditor for the audit of the financial (accounting) statements of the Company for 2013, prepared in accordance with RAS.

Item 1: Consideration of the structure and budget of the Internal Audit and Risk Management Department for 2013.

Decision:

1. To agree upon the structure and budget of the Internal Audit and Risk Management Department of IDGC of Centre for 2013 in accordance with Appendices # 1-2 to this decision of the Committee for Audit of the Board of Directors of the Company.
2. To recommend to General Director to approve the structure and number of members of the Internal Audit and Risk Management Department of IDGC of Centre for 2013 in accordance with Appendices # 1-2 to this decision of the Committee for Audit of the Board of Directors of the Company.

Voting results:

Andrey Valentinovich Kazachenkov - «FOR»
Denis Viktorovich Kulikov - «FOR»
Roman Alexeevich Filkin - «FOR»
Oxana Vladimirovna Shatokhina - «FOR»

Alexander Viktorovich Shevchuk - «FOR»

Total:

«FOR»	- «5»
«AGAINST»	- «0»
«ABSTAINED»	- «0»

Decision is taken.

Item 2: On agreement of the adjusted Schedule of activities for 2013, performed by the Internal Audit and Risk Management Department of IDGC of Centre.

Decision:

To agree upon the adjusted Schedule of activities for 2013, performed by the Internal Audit and Risk Management Department of IDGC of Centre in accordance with Appendix # 3 to this decision of the Committee for Audit of the Board of Directors of the Company.

Voting results:

Andrey Valentinovich Kazachenkov - «FOR»

Denis Viktorovich Kulikov - «FOR»

Roman Alexeevich Filkin - «FOR»

Oxana Vladimirovna Shatokhina - «FOR»

Alexander Viktorovich Shevchuk - «FOR»

Total:

«FOR»	- «5»
«AGAINST»	- «0»
«ABSTAINED»	- «0»

Decision is taken.

Item 3: On the recommendation to the Board of Directors of the Company regarding the issue of remuneration payable by the Company to the auditor for the audit of the financial (accounting) statements of the Company for 2013, prepared in accordance with RAS.

Decision:

To recommend to the Board of Directors of the Company to determine the amount of remuneration of the auditor of the Company - ZAO "KPMG" - for the audit of the statements of IDGC of Centre, prepared in accordance with RAS for the year ending December 31, 2013, in the amount of 2 106 300,00 (Two million one hundred and six thousand three hundred) rubles 00 kopecks, including VAT (18%).

Voting results:

Andrey Valentinovich Kazachenkov - «FOR»

Denis Viktorovich Kulikov - «FOR»

Roman Alexeevich Filkin - «FOR»

Oxana Vladimirovna Shatokhina - «FOR»

Alexander Viktorovich Shevchuk - «FOR»

Total:

«FOR»	- «5»
«AGAINST»	- «0»
«ABSTAINED»	- «0»

Decision is taken.

Appendices:

1. The structure and budget of the Internal Audit and Risk Management Department of IDGC of Centre for 2013 (Appendices ## 1-2).
2. The adjusted Schedule of activities for 2013, performed by the Internal Audit and Risk Management Department of IDGC of Centre (Appendix # 3).

**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