

«AGAINST»	- «0»
«ABSTAINED»	- «0»

Decision is taken.

Item 2: Consideration of the Registry of operational risks of the main business processes of the Company with assignment of their owners.

Decision:

1. To approve the Registry of operational risks of the Company with assignment of their owners in accordance with Appendix # 2 to this decision of the Audit Committee of the Board of Directors of the Company.
2. To recommend to General Director of the Company to approve the Registry of operational risks of the Company with assignment of their owners.

Voting results:

Oxana Vladimirovna Shatokhina	- «FOR»
Denis Viktorovich Kulikov	- «FOR»
Yury Nikolayevich Mangarov	- «FOR»
Vladimir Vladimirovich Sofyin	- «FOR»
Roman Alexeevich Filkin	- «FOR»

Total:

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

Decision is taken.

Item 3: Coordination of the Regulations on the Internal Audit and Control Department of the Company in a new edition.

Decision:

To coordinate the draft of the Regulations on the Internal Audit and Control Department of the Company in a new edition in accordance with Appendix # 3 to this decision of the Audit Committee of the Board of Directors of the Company.

Voting results:

Oxana Vladimirovna Shatokhina	- «FOR»
Denis Viktorovich Kulikov	- «ABSTAINED»
Yury Nikolayevich Mangarov	- «FOR»
Vladimir Vladimirovich Sofyin	- «FOR»
Roman Alexeevich Filkin	- «FOR»

Total:

«FOR»	- «4»
«AGAINST»	- «0»
«ABSTAINED»	- «1»

Decision is taken.

Item 4: Consideration and coordination of the organizational structure and budget of the department performing the internal audit and control function of the Company.

Decision:

1. To coordinate the organizational structure of the Internal Audit and Control Department in accordance with Appendix # 4 to this decision of the Audit Committee of the Board of Directors of the Company.
2. To coordinate the draft of the budget of the Internal Audit and Control Department in accordance with Appendix # 5 to this decision of the Audit Committee of the Board of Directors of the Company.

Voting results:

Oxana Vladimirovna Shatokhina	- «FOR»
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Denis Viktorovich Kulikov - «FOR»
Yury Nikolayevich Mangarov - «FOR»
Vladimir Vladimirovich Sofyin - «FOR»
Roman Alexeevich Filkin - «FOR»

Total:

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

Decision is taken.

Item 5: Adjustment of the Work Plan of the Internal Audit and Risk Management Department for 2014.

Decision:

1. To approve the adjusted Work Plan of the Internal Audit and Risk Management Department of IDGC of Centre for 2014 in accordance with Appendix # 6 to this decision of the Audit Committee of the Board of Directors of the Company.
2. To recommend to General Director of IDGC of Centre to approve the adjusted Work Plan of the Internal Audit and Risk Management Department of IDGC of Centre for 2014 in accordance with Appendix # 6 to this decision of the Audit Committee of the Board of Directors of the Company.

Voting results:

Oxana Vladimirovna Shatokhina - «FOR»
Denis Viktorovich Kulikov - «FOR»
Yury Nikolayevich Mangarov - «FOR»
Vladimir Vladimirovich Sofyin - «FOR»
Roman Alexeevich Filkin - «FOR»

Total:

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

Decision is taken.

Appendices:

1. The Registry of key operational risks of the Company with assignment of their owners (Appendix # 1).
2. The Registry of operational risks of the Company with assignment of their owners (Appendix # 2).
3. The draft of the Regulations on the Internal Audit and Control Department of the Company in a new edition (Appendix # 3).
4. The organizational structure of the Internal Audit and Control Department (Appendix # 4).
5. The draft of the budget of the Internal Audit and Control Department for 2015 (Appendix # 5).
6. The adjusted Work Plan of the Internal Audit and Risk Management Department of IDGC of Centre for 2014 (Appendix # 6).

**Chairperson of the Audit Committee
of the Board of Directors of IDGC of Centre**

O.V. Shatokhina

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

S.V. Lapinskaya