

APPROVED:

by the Resolution of the Annual Meeting of Shareholders  
of Rosseti Centre, PJSC

17.06.2022 (Minutes #01/22 of 17.06.2022)

**REGULATION  
on the Audit Commission  
of Public Joint stock company  
«Rosseti Centre»**

(new edition)

Moscow  
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## **1. General provisions**

1.1. This Regulation on the Audit Commission of Public Joint stock company «Rosseti Centre» (hereinafter – the Regulation) is an internal document of Rosseti Centre, PJSC (hereinafter - the Company), developed according to the Federal law «On Joint Stock Companies» and the Company's Articles of Association, determines tasks and an activity order of the Company's Audit Commission, regulates questions of interaction with management bodies of the Company and heads of structural units and subdivisions of the Company.

1.2. The Company's Audit Commission acts in interests of shareholders of the Company. The Company's Audit Commission reports to the Company's Shareholders general meeting and annually reports to the General Meeting of Shareholders of the Company.

1.3. At realisation of the activity the Company's Audit Commission is independent from the Board of Directors of the Company, executive bodies of the Company and other officials of the Company.

1.4. The Company's Audit Commission bears responsibility before Shareholders general meeting for reliability and objectivity of results of conducted inspections (audits).

1.5. In its activity the Company's Audit Commission is guided by the legislation of the Russian Federation, the Company's Articles of Association and the Regulation and other internal documents of the Company approved by the Company's Shareholders general meeting, as well as separate instructions of the Company's management bodies.

## **2. Tasks of the Company's Audit Commission**

2.1. The Audit Commission of the Company is a permanent elected body of control of the Company.

2.2. Tasks of the Company's Audit Commission are:

- 1) control over the Company's financial and economic activity;
- 2) realisation of an independent estimation of reliability of the data contained in the annual report of the Company, annual financial statements of the Company.
- 3) confirmation of the reliability of the data contained in the Company's report on related party transactions.

2.3. The Audit Commission of the Company exercises periodic control over the financial and economic activities of the Company, the activities of its structural and separate divisions, the Company's management bodies by conducting documentary and on-site inspections (audits):

- 1) the legality and economic feasibility of business and financial transactions performed by the Company in the audited period;
- 2) completeness and correctness of reflection of business and financial transactions in the Company's documents.

## **3. The election procedure, members and terms of appointment of the Company's Audit Commission**

3.1. Members of the Company's Audit Commission are elected by the Company's Shareholders general meeting for the term up to the following annual Shareholders general meeting of the Company in the order provided by the Federal law «On Joint Stock Companies» and the Company's Articles of Association.

In case of election of members of the Company's Audit Commission at extraordinary Shareholders general meeting of the Company, they are considered elected for the period till the date of conducting the Company's annual Shareholders general meeting.

3.2. Members of the Audit Commission of the Company are elected by a simple majority of votes of shareholders - owners of voting shares of the Company participating in the General Meeting of Shareholders of the Company.

Shares owned by members of the Board of Directors of the Company or persons holding positions in other management bodies of the Company cannot participate in voting when electing members of the Audit Commission of the Company.

Candidates with the most votes are considered elected.

3.3. If the agenda of the General Meeting of Shareholders of the Company, along with the issue of electing members of the Audit Commission of the Company, considers the issue of electing members of the Board of Directors of the Company, the issue of electing members of the Audit Commission of the Company must be considered by the General Meeting of Shareholders of the Company after the decision on the election of the Board Directors of the Company.

3.4. The number of members of the Audit Commission of the Company is 5 (five) people.

3.5. A member of the Company's Audit Commission has the right to resign voluntarily at any time, having informed of it the Chair of the Company's Audit Commission in writing.

3.6. By decision of the General Meeting of Shareholders of the Company, the powers of members of the Audit Commission of the Company may be terminated ahead of schedule.

In the event of early termination of the powers of a member of the Company's Audit Commission or his/her withdrawal from the Company's Audit Commission, the powers of the other members of the Company's Audit Commission shall not be terminated.

3.7. The retired members of the Audit Commission of the Company are persons who have retired from the Audit Commission of the Company due to their death, their recognition in a judicial proceeding as legally incompetent or missing or unable to exercise their powers for other reasons.

A member of the Audit Commission of the Company is recognized as having left its membership from the day following the day of receipt by the Audit Commission of the Company of his application or from the date of death or receipt by the Company of documents confirming the impossibility of the member of the Audit Commission of the Company to exercise his powers.

3.8. The Chair of the Company's Audit Commission without fail shall initiate a question on the termination of powers of a member of the Company's Audit Commission in case of fulfilment of unfair actions by him or her or causing damage to the Company, expressed in:

- 1) destruction, deliberate damage or falsification of documents and materials;
- 2) concealment of information on revealed abusings of officials or other employees of the Company;
- 3) conscious deception of officials or other employees of the Company, shareholders concerning the Company's activity;
- 4) disclosure of a state secret and (or) confidential information on the Company's activity;
- 5) other actions harming the Company.

3.9. In case when the quantity of members of the Company's Audit Commission becomes fewer than half of the members of the Company's Audit Commission from the total number of its members established by the Company's Articles of Association, the Chair of the Company's Audit Commission has the right to address to the Board of Directors of the Company for initiation under the decision of the Company's Board of Directors of holding of extraordinary Shareholders general meeting of the Company for election of members of the Company's Audit Commission.

3.10. Nominees for the Company's Audit Commission shall confirm in writing the consent to election to the Company's Audit Commission.

3.11. **Members** of the Audit Commission of the Company **can only be individuals**.

Members of the Audit Commission of the Company may be re-elected an unlimited number of times.

3.12. Members of the Company's Audit Commission cannot be simultaneously members of the Board of Directors of the Company, and also occupy other posts in the Company's management bodies.

#### **4. The Chair, Deputy Chair and the Secretary of the Company's Audit Commission**

4.1. The activity of the Company's Audit Commission is organized by its Chair, who is elected with his consent by members of the Company's Audit Commission by a simple majority of votes from the total number of the elected members of the Company's Audit Commission at the first meeting of the Audit Commission of the Company, which must be held no later than 15 (Fifteen) working days from the date of election of a new composition of the Audit Commission of the Company at the annual General Meeting of Shareholders of the Company.

4.2. Members of the Company's Audit Commission have the right to re-elect the Chair of the Audit Commission of the Company at any time, including upon his written application sent to the members of the Audit Commission of the Company and the Secretary of the Company's Audit Commission.

The decision to re-elect the Chair of the Company's Audit Commission is made by a simple majority of votes from the total number of elected members of the Company's Audit Commission and must be made within 10 (Ten) working days from the date of receipt of the application specified in this paragraph.

4.3. During the absence of the Chair of the Audit Commission of the Company or in the event of the occurrence of the circumstances provided for in paragraph 4.2 of this Regulation, the functions of the Chair of the Audit Commission of the Company are performed by the Deputy Chair of the Audit Commission of the Company, elected by the Audit Commission of the Company by a simple majority of votes from the total number of elected members of the Audit Commission of the Company at the first meeting of the Audit Commission of the Company.

4.4. The Secretary of the Audit Commission of the Company is elected by the members of the Audit Commission of the Company from among them by a simple majority of votes from the total number of elected members of the Audit Commission of the Company at the first meeting of the Audit Commission of the Company.

Members of the Audit Commission of the Company have the right to re-elect the Secretary of the Audit Commission of the Company at any time. Such a decision is made by a simple majority of votes from the total number of elected members of the Audit Commission of the Company.

#### 4.5. The Chair of the Company's Audit Commission:

- 1) convenes and holds sessions of the Company's Audit Commission;
- 2) forms and confirms the session agenda of the Company's Audit Commission, and also solves all necessary questions connected with preparation and carrying out of a session of the Company's Audit Commission;
- 3) organises current work of the Company's Audit Commission;
- 4) represents the Company's Audit Commission at Shareholders general meeting and sessions of the Board of Directors;
- 5) signs Minutes of sessions of the Audit Commission and other documents proceeding on behalf of the Company's Audit Commission.

#### 4.6. The Secretary of the Company's Audit Commission:

- 1) takes Minutes of sessions of the Company's Audit Commission;
- 2) provides timely informing of management bodies of the Company on results of the conducted inspections (audits) by provision of the Report, Conclusion of the Company's Audit Commission according to requirements of the Regulation;
- 3) arranges and signs Minutes of sessions of the Company's Audit Commission together with the Chair of the Audit Commission of the Company;
- 4) organises conducting clerical work, document circulation and storage of documents of the Company's Audit Commission;
- 5) organises the notification of members of the Company's Audit Commission about conducting sessions of the Company's Audit Commission, planned and off-schedule inspections (audits) of the Company's activity;
- 6) interacts with the Corporate Secretary of the Company in the framework of the exercise of his powers;
- 7) accomplishes other functions provided by the Regulation.

### **5. The rights and obligations of the Company's Audit Commission**

#### 5.1. The Company's Audit Commission has the right:

- 1) independently to determine methods and forms of inspection (audit), being guided by the current legislation of the Russian Federation and the Regulation;
- 2) to check in full force and effect the documentation about financial and economic activity of the Company, availability of sums of money and the Company's securities;
- 3) to have at carrying out of inspections (audits) unobstructed admission in all office accommodations of the Company;
- 4) to request the documents necessary for conducting an inspection (audit) of the financial and economic activities of the Company by sending a written request to the General Director of the Company;
- 5) to receive, upon written request, the necessary information from third parties, including with the assistance of the management bodies and shareholders of the Company, who ordered an inspection (audit);
- 6) to demand from officials of management bodies, heads and employees of structural units and subdivisions of the Company written explanations on the questions arising at carrying out of inspections (audits);
- 7) to seal cash depositories, material warehouses, archives and other office accommodations of the Company at carrying out of inspection (audit) for safety of values and documents in them;

8) in case of availability on documents of erasures and other signs of a fake, and also at origin of reasonable doubts in authenticity of documents for the purpose of additional studying and analysis to make copies of such documents and to demand from officials of the Company of confirmation of authenticity of copies of documents by signature of the official and the Company's corporate seal;

9) to demand convocation of extraordinary Shareholders general meeting of the Company, a session of the Board of Directors of the Company in the order established by the legislation of the Russian Federation, the Company's Articles of Association and the Regulation;

10) in accordance with the internal documents of the Company, to attend meetings of the Board of Directors of the Company and the General Meeting of Shareholders of the Company;

11) to interact with the Company's Auditors;

12) to interact with structural divisions performing the functions of internal audit and internal control.

13) to address to the authorised persons with an offer to bring to responsibility provided by the legislation of the Russian Federation, in case of revealing by the Company's Audit Commission facts of infringement of the legislation of the Russian Federation and internal documents of the Company;

14) in case of need to involve in the work of specialists (experts) in corresponding areas (legal, economy, finance, business accounting, management, economic security and other areas of knowledge), not occupying posts in the Company, and also specialised organizations, to request the Company for the conclusion of civil-law contracts with the specified specialists (experts) and organisations.

5.2. The Company's Audit Commission is obliged:

1) to conduct inspections (audits) of financial and economic activity of the Company following the results of activity for a year, and also at any time under the initiative, under the decision of Shareholders general meeting of the Company, Board of Directors of the Company or on request of the shareholder (shareholders) of the Company owning in aggregate not less than 10 (Ten) percent of voting shares of the Company;

2) in due time to notify the General Director of the Company on the inspection (audit) start;

3) in due time to inform the Company's management bodies on results of conducted inspections (audits);

4) in the order established by the Company's Articles of Association to demand convocation of Shareholders general meeting of the Company in case of origin of real threat to interests of the Company;

5) to represent to the Company's Board of Directors before the date of conducting annual Shareholders general meeting of the Company the Report following the results of annual inspection (audit) of the Company's activity, including an estimation of the annual report of the Company and confirmation of the reliability of the data contained in the report on related party transactions concluded by the Company in the reporting year.

5.3. Members of the Company's Audit Commission cannot delegate the responsibility to other persons, including by proxy.

5.4. Members of the Company's Audit Commission are obliged:

1) personally to participate in sessions of the Company's Audit Commission, in

carrying out of inspections (audits) of the Company's financial and economic activities;

2) to provide observance of a mode of confidentiality of received data and not to allow unauthorized disclosure of the information, which they have become aware of in the course of conducting inspections (audits).

5.5. Members of the Company's Audit Commission bear responsibility in the order established by the legislation of the Russian Federation:

1) for a failure to perform or inadequate execution of the obligations;

2) for non protection of the information, which they have become aware of at execution of their obligations, and which constitutes a state, office, and (or) other legally protected secret, personal data, other confidential information according to requirements of the current legislation of the Russian Federation;

3) in other cases established by the legislation of the Russian Federation and the Regulation.

## **6. The Company's rights and obligations**

6.1. Within the limits of the available competence employees of the Company are obliged:

1) to create to members of the Company's Audit Commission and employed by the Audit Commission specialists (experts) the conditions providing effective carrying out of an inspection (audit), to give the necessary information and documentation, and also to give by their inquiry (oral or written) explanations and clarifications in the oral and written form. Required documents and materials shall be presented to members of the Company's Audit Commission within 2 (Two) working days from the moment of inquiry receipt;

2) expeditiously to eliminate all infringements revealed by the Company's Audit Commission, including on conducting the business accounting and drawing up of financial statements and other financial reporting;

3) not to allow any actions at carrying out of an inspection (audit), directed on restriction of a circle of questions which are subject to finding out at carrying out of the inspection (audit);

4) to promote observance of the rights of the Company's Audit Commission;

5) timely to develop and implement measures of a compensatory and preventive nature aimed at eliminating and preventing the occurrence of violations and shortcomings identified by the Audit Commission. At the same time, the developed action plans should contain the planned effect from the implementation of each activity;

6) to submit to the Audit Commission a report on the implementation of action plans aimed at eliminating and preventing the occurrence of violations and shortcomings identified by the Audit Commission, with an assessment of the effect of the implementation of measures taken by the Company.

6.2. The Chief Executive Officer of the Company has the right:

1) in due time to receive the information on the beginning of inspections (audits);

2) to get acquainted with results of the inspections (audits), which are conducted by the Company's Audit Commission;

3) to get acquainted with decisions of the Company's Audit Commission.

## **7. The work organisation of the Company's Audit Commission**

7.1. The Company's Audit Commission carries out its activities on the basis of the

approved work plan, formed, including taking into account the proposals of the members of the Company's Audit Commission.

7.2. The first session of the Company's Audit Commission after its election with new members is conducted not later than 15 (Fifteen) working days from the date of making by the Company's Shareholders general meeting of the relevant decision at the initiative of any member of the Company's Audit Commission. At the first session of the Company's Audit Commission questions on election of the Chair of the Company's Audit Commission, Deputy Chair of the Company's Audit Commission and the Secretary of the Company's Audit Commission shall be considered.

7.3. The work plan of the Audit Commission of the Company must be approved by the Audit Commission of the Company no later than 45 (Forty five) days from the date of election of a new composition of the Audit Commission of the Company at the annual General Meeting of Shareholders of the Company.

7.4. The Work Plan of the Company's Audit Commission must include the following data:

- 1) timing of the inspection (audit) of the financial and economic activities of the Company;
- 2) terms of meetings of the Audit Commission of the Company and the list of issues considered at these meetings.

7.5. The Program of the inspection (audit) of the Company's Audit Commission includes:

- 1) a form of inspection (audit) for each of the auditees (documentary, inspection (audit) at the location of the auditee of inspection (audit) (field);
- 2) a list of auditees of inspections (audits) (types of financial and economic activities of the Company, certain areas of the Company's activities;
- 3) the period of the inspection (audit) (annual, quarterly), the approximate timing of the inspection (audit);
- 4) determination of members of the Audit Commission of the Company responsible for preparing for the inspection (audit), collection of information and necessary documents and materials;
- 5) other questions connected with the organisation of conducting inspections (audits) by the Audit Commission of the Company.

7.6. At the initiative of the Chair of the Company's Audit Commission or under an offer of members of the Company's Audit Commission off-schedule sessions of the Company's Audit Commission, convened by the Chair of the Company's Audit Commission, can be held by the Company's Audit Commission.

## **8. The order of organisation and carrying out of sessions of the Company's Audit Commission**

8.1. Sessions of the Company's Audit Commission are held in accordance with the work plan of the Audit Commission of the Company to solve organizational questions of the Company's Audit Commission's activity, and also when required.

Mandatory meetings of the Company's Audit Commission are held:

- before the inspection (audit);
- based on the results of the inspection (audit).



8.2. A session of the Company's Audit Commission is convened by the Chair of the Company's Audit Commission under his own initiative or at the initiative of a member of the Company's Audit Commission, and also on the basis of the decision of the Shareholders general meeting of the Company, the Board of Directors of the Company or the requirement of shareholders of the Company (owning not less than 10 (Ten) percent of voting shares of the Company) about carrying out of inspection (audit) of the Company's financial and economic activity.

8.3. The Chair of the Company's Audit Commission at preparation for carrying out a session of the Company's Audit Commission:

- 1) determines date, time and a session venue (summarising of correspondence voting);
- 2) the form of conducting a session (joint presence, correspondence voting);
- 3) confirms (signs) the session agenda;
- 4) determines the list of materials and documents (information) necessary for consideration of questions of the agenda of a session of the Company's Audit Commission;
- 5) determines the list of persons invited for participation in a session of the Company's Audit Commission (in case of holding a meeting in the form of joint presence);
- 6) solves other questions connected with preparation for carrying out a session of the Company's Audit Commission.

8.4. The notification of members of the Company's Audit Commission about carrying out a session of the Company's Audit Commission is made by the Secretary of the Company's Audit Commission in writing not later than 10 (ten) working days prior to date of conducting a session.

When conducting absentee voting in the cases provided for by this Regulation, the members of the Audit Commission of the Company, together with the notification of absentee voting, are sent materials on the agenda items and a questionnaire no later than 2 (Two) working days before the date of summing up the voting results.

8.5. The notification of members of the Company's Audit Commission is made at the address specified by a member of the Company's Audit Commission, including in electronic form by e-mail.

8.6. A member of the Company's Audit Commission is considered notified from the date of the notification received by him at the address stipulated in item 8.5 of the Regulation.

8.7. Under the decision of members of the Company's Audit Commission invited persons and involved specialists (experts) may participate in sessions.

8.8. A session of the Company's Audit Commission is considered competent if more than half from the total number of members of the Company's Audit Commission participate in it or prior to the beginning of a session written opinions concerning the session agenda of the Company's Audit Commission are received.

8.9. With a view of efficiency of decision-making, the coordination of drafts of decisions of the Company's Audit Commission can be made till the moment of conducting a session of the Company's Audit Commission by an exchange of the data transferred by means of a fax communication, e-mail or other communication means as agreed by the members of the Company's Audit Commission.

8.10. The decision concerning the session agenda of the Company's Audit Commission is accepted by simple majority of votes from the total number of members of the Company's Audit Commission.

At the solution of questions at a session of the Company's Audit Commission each member of the Company's Audit Commission possesses one vote.

In case of equality of votes the vote of the Chair of the Company's Audit Commission is solving.

8.11. A session of the Company's Audit Commission is conducted in the form of joint presence of members of the Company's Audit Commission. Carrying out of a session in the form of correspondence voting is allowed.

8.12. In case of impossibility of participation of a member of the Audit Commission in a session of the Company's Audit Commission, held in the form of joint presence, he can express the opinion by sending a written vote to the Chair of the Audit Commission of the Company on all issues on the agenda of the meeting. The written vote must be received by the Chair of the Audit Commission of the Company no later than the date and time of the meeting of the Company's Audit Commission in the form of joint presence.

8.13. The opinion of members of the Company's Audit Commission absent at the meeting held in the form of joint presence, expressed by sending written votes, is disclosed by the Chair of the Company's Audit Commission at the session and recorded in the minutes.

8.14. A session of the Company's Audit Commission, conducted in the form of joint presence, includes the following stages:

- 1) opening of a session by the Chair of the Company's Audit Commission;
- 2) determination of quorum of a session;
- 3) announcement of questions of the agenda of a session;
- 4) presenting reports, messages and statements concerning the session agenda, their discussion;
- 5) formulation by the Chair of the Company's Audit Commission of the draft of the decision concerning the agenda;
- 6) voting by questions of the agenda of a session;
- 7) voting summarising;
- 8) announcement of decisions of the Company's Audit Commission concerning the agenda.

8.15. A session of the Company's Audit Commission, conducted by absentee voting, includes the following stages:

- 1) acceptance and counting of questionnaires which have been received from members of the Audit Commission in time, established in the questionnaire for correspondence voting;
- 2) determination of quorum of a session of the Company's Audit Commission;
- 3) counting of votes, presented by questionnaires and voting summarising;
- 4) registration of the Minutes of a session of the Company's Audit Commission.

8.16. At a session of the Company's Audit Commission, conducted before the beginning of conducting each inspection (audit), the following questions of preparation and carrying out of forthcoming inspection (audit) are considered:

- 1) determination of an inspected (audited) entity (the accounting and statistical reporting, etc.);
- 2) procedure, terms and volume of conducting inspection (audit);
- 3) approval of the program of inspection (audit);
- 4) determination of the list of information and materials necessary for carrying out of inspection (audit), methods and sources of their obtaining;
- 5) determination of the list of persons who it is necessary to involve for inspection

(audit) carrying out (for provision of explanations, clarification of individual questions);

6) appointment of date of conducting a session of the Company's Audit Commission on inspection (audit) summarising;

7) determination of a member of the Company's Audit Commission, responsible for preparation of the draft of the Report of the Company's Audit Commission to a session of the Company's Audit Commission on inspection (audit) summarising;

8) solution of other questions.

8.17. At a session of the Company's Audit Commission, conducted following the results of each inspection (audit), the below questions are considered:

1) discussion of the information received during carrying out of inspection (audit) and sources of its obtaining;

2) inspection (audit) summarising;

3) generalisation of conclusions and forming offers on the basis of inspection (audit) results;

4) approval and signing of the Report, Conclusion of the Company's Audit Commission following the results of inspection (audit);

5) identification and analysis of causes of infringement of the legislation of the Russian Federation and the Company's Articles of Association, and discussion of possible variants of their elimination and prevention in the future;

6) decision-making on addressing to management bodies of the Company, their officials and heads of structural divisions of the executive office about necessity of elimination of the infringements revealed by inspection (audit); recommendations on bringing the persons who have violated to responsibility;

7) other questions connected with summarising of inspection (audit).

8.18. Members of the Company's Audit Commission, taking part in a session, carried out on the basis of the results of the inspection (audit), and having the opinion which is different from the accepted one at the session, have the right to generate their dissenting opinion. The dissenting opinion is attached to the Minutes of the session of the Company's Audit Commission.

8.19. A member of the Company's Audit Commission at revealing of infringements of the legislation of the Russian Federation, the Articles of Association of the Company and other internal documents of the Company at realisation of the Company's activity is obliged to send to the Chair of the Company's Audit Commission a written statement with the description of character of infringements and persons, who violated, not later than 3 (Three) working days from the moment of their revealing.

Thus, the Chair of the Company's Audit Commission is obliged to convene an extraordinary session of the Company's Audit Commission in the form of joint presence within 10 (Ten) working days from the day of obtaining the information on the revealed infringements.

8.20. At a session of the Company's Audit Commission the Secretary of the Company's Audit Commission keeps minutes.

8.21. The session Minutes of the Company's Audit Commission shall contain:

1) date, time and venue of the session (voting summarising);

2) the list of members of the Company's Audit Commission and persons who are present at the session;

3) the list of members of the Company's Audit Commission, voting by sending written votes;

- 4) the information on quorum of the session;
- 5) a list of questions included in the agenda of the session;
- 6) substantive provisions of presentations, reports and statements concerning the agenda (only for a session, held in the form of joint presence);
- 7) the information on availability of dissenting opinions of members of the Company's Audit Commission;
- 8) questions put on voting, and results of voting by them;
- 9) decisions accepted by the Audit Commission of the Company.

8.22. The Minutes of a session of the Company's Audit Commission is constituted in duplicate not later than 5 (Five) working days from the day of the session carrying out (summarising of correspondence voting) and signed by the Chair of the Company's Audit Commission and the Secretary of the Company's Audit Commission.

8.23. Materials (conclusions, reports and other documents), formed a basis for decision-making, are attached to the session minutes.

8.24. In case if the coordination of discussed questions occurred by poll, the questionnaires, received from members of the Company's Audit Commission, are attached to the minutes.

8.25. Copies of minutes of the Company's Audit Commission are given (sent) to all members of the Company's Audit Commission.

8.26. Storage of the first copy of the minutes is ensured by the Secretary of the Company's Audit Commission.

The second copy of the minutes is transferred to storage in the Company. The Company is obliged to store minutes of sessions of the Company's Audit Commission and to provide their presentation on request of shareholders of the Company.

## **9. The order of conducting inspections (audits)**

9.1. Inspection (audit) of the Company's financial and economic activity is performed following the results of the Company's activity for a year, and also at any time under the initiative of the Company's Audit Commission, the decision of the Shareholders general meeting of the Company, the Board of Directors of the Company or on request of the shareholder (shareholders) of the Company owning in aggregate not less than 10 (Ten) percent of voting shares of the Company.

9.2. Planned inspection (audit) of the Company's financial and economic activity is conducted according to the confirmed annual work plan of the Company's Audit Commission.

9.3. Off-schedule inspection (audit) of the Company's financial and economic activity is conducted:

- 1) on the basis of the decision of the Company's Audit Commission;
- 2) on the basis of the decision of the Shareholders general meeting of the Company, the Board of Directors of the Company;
- 3) on request of the shareholders (shareholder) of the Company owning in aggregate not less than 10 (Ten) percent of voting shares of the Company.

9.4. Unless otherwise provided for by the decision of the Company's Audit Commission, Company's Shareholders general meeting about carrying out off-schedule inspection (audit), a session of the Company's Audit Commission, subject to carrying out according to paragraph 8.16 of the Regulation, shall be conducted not later than 30 (Thirty) working days from the date of receipt of the written requirement or the decision, specified in

paragraph 9.3 of the Regulation.

9.5. Inspection (audit) of the Company's financial and economic activity is performed according to the program of inspection (audit) and the decisions accepted at sessions of the Company's Audit Commission.

9.6. At carrying out of inspection (audit) the Company's Audit Commission performs:

1) inspection (audit) of financial, accounting, payment and settlement and other documentation of the Company, connected with realisation of the Company's financial and economic activity, about its conformity to the legislation of the Russian Federation, to the Articles of Association of the Company, internal documents of the Company;

2) inspection (audit) and analysis of the Company's financial condition, its ability to meet payments, functioning of the internal control system and risk management system, liquidities of assets, ratio of own and borrowed funds, correctness and timeliness of charge and payment of interest under bonds, yield under other securities;

3) control over expenditure of money funds of the Company according to the confirmed business plan and budget of the Company;

4) control over formation and use of reserve and other special funds of the Company;

5) inspection (audit) of timeliness and correctness of conducting settlement operations with counterparts and the budget, and also settlement operations on remuneration, social insurance, charge and payout of dividend and other settlement operations;

6) control over observance of the established order of write-off on losses of the Company of indebtedness of insolvent creditors;

7) inspection (audit) of economic operations of the Company performed according to concluded contracts;

8) inspection (audit) of observance at use of material, labour and financial resources in financial and economic activity of acting contracts, rates and specifications, confirmed estimates and other documents regulating the Company's activity;

9) control over preservation and use of fixed assets;

10) inspection (audit) of cash accounts and property of the Company, efficiency of use of assets and other resources of the Company, revealing of reasons of non-productive losses and expenses, revealing of reserves of improvement of the Company's financial condition;

11) development of recommendations to the Company's management bodies;

12) other actions (measures) connected with inspection (audit) of the Company's financial and economic activity.

## **10. Involvement of experts to inspections (audits)**

10.1. The Company's Audit Commission has the right to involve specialists (experts) in the work on the basis of concluded contracts between them and the Company. Conditions of contracts with the involved specialists (experts), who are not members of the Company's Audit Commission, are approved by a decision of the Board of Directors of the Company.

10.2. Both natural and legal bodies (specialised organisations) can act as specialists (experts). Attraction of specialised organisations is performed in the order established by the current legislation and internal documents of the Company, regulating the purchasing activity.

10.3. The decision on necessity of attraction of specialists (experts) is accepted by the Company's Audit Commission.

10.4. The decision is arranged by minutes of the session of the Company's Audit Commission in which grounds for attraction of specialists (experts) shall be reflected.

10.5. Following the results of the decision by the Company's Audit Commission on the need to involve specialists (experts), the Chair of the Company's Audit Commission, in the manner prescribed by the Company's internal documents, initiates the inclusion of the relevant issue on the agenda of the meeting of the Company's Board of Directors.

## **11. The documents formed following the results of inspection (audit) by the Company's Audit Commission**

11.1. Summary documents formed by the Audit Commission following the results of inspections (audits) are the Report of the Company's Audit Commission, the Conclusion of the Company's Audit Commission.

11.2. Following the results of each inspection (audit) of the Company's financial and economic activity the Report of the Company's Audit Commission is drawn up. The Report of the Company's Audit Commission shall consist of three parts: introduction, analytical and summary.

11.2.1 The introduction of the Report of the Company's Audit Commission shall include:

1) the document name as a whole - «the Report of the Audit Commission of Public Joint stock company «Rosseti Centre»»;

2) date and place of drawing up the Report of the Company's Audit Commission;

3) date (period) and venue of the inspection (audit);

4) the inspection (audit) basis (the decision of the Company's Audit Commission, the Company's Shareholders general meeting, the Company's Board of Directors, shareholders (the shareholder) of the Company);

5) the inspection (audit) purpose (determination of legality of the Company's activity, identification of reliability of accounting and other documentation, its conformity to the legislation of the Russian Federation, etc.);

6) an inspected (audited) entity (a certain activity of the Company, the financial and economic documentation, including the financial statements and statistical reporting, etc.);

7) the list of requirements about provision of the information, declared during inspection (audit) to management bodies, heads of structural units and subdivisions, branches and representations of the Company;

8) received refusals in provision of the information and reasons of its failure to submit;

9) data on written explanations from the General Director of the Company, members of the Board of Directors of the Company and employees of the Company;

10) data on attraction to the work of the Company's Audit Commission of specialists (experts) on individual questions of the financial and economic activity, not occupying posts in the Company, and also the information on the conclusion of contracts with them and execution of contracts by them;

11) the list of standard legal acts and other documents regulating the Company's activity, which have been used at inspection (audit) carrying out.

11.2.2 The analytical part of the Report of the Company's Audit Commission shall contain an objective estimation of a condition of the audited entity and include:

1) general results of inspection (audit) of the documentation of the business accounting and reporting and other documentation of the Company's financial and economic activity;

2) the description of the infringements of requirements of internal documents of the Company committed by the Company, conditions of the concluded contracts and performed transactions, non-execution of decisions of the Company's management bodies;

3) the information on the facts of infringement of the order of conducting the business accounting and financial reporting preparation, and also operations of the Company's financial and economic activity.

11.2.3 The summary part of the Report of the Company's Audit Commission represents the reasoned conclusions of the Company's Audit Commission by results of inspection (audit) carrying out.

11.3. By results of an estimation of reliability of the data contained in the annual report of the Company, financial statements, the Conclusion of the Company's Audit Commission is formed, which shall consist of two parts: introduction and summary.

11.3.1. The introduction of the Conclusion of the Company's Audit Commission shall include:

1) the document name as a whole - «the Conclusion of the Audit Commission of Public Joint stock company «Rosseti Centre»»;

2) date and place of drawing up the Conclusion;

3) date (period) and venue of the inspection (audit);

4) the inspection (audit) basis (the decision of the Company's Audit Commission);

5) the inspection (audit) purpose (identification of reliability of accounting and other documentation, its conformity to the legislation of the Russian Federation, etc.);

6) an inspected (audited) entity (the financial and economic documentation, including the financial statements and statistical reporting, etc.).

11.3.2. Summary part of the Conclusion of the Company's Audit Commission shall contain:

1) confirmation of reliability of the data contained in the annual report of the Company, the annual financial statements of the Company;

2) the information on the facts of infringement of the order of conducting the business accounting and financial reporting preparation, and also realisation of the financial and economic activity.

11.4. The Report, Conclusion of the Company's Audit Commission are constituted in 3 (Three) copies not later than 10 (Ten) working days from the day of conducting the inspection (audit) and signed by all members of the Company's Audit Commission, participating in the inspection (audit), at a session of the Company's Audit Commission following the results of the inspection (audit).

11.5. The experts involved in the inspection (audit) do not sign the Report, Conclusion, available expert materials are attached to the Report, Conclusion.

11.6. One copy of the Report, Conclusion is stored at the Secretary of the Company's Audit Commission, one is sent to the Chair of the Board of Directors of the Company, one - to the General Director of the Company.

11.7. The Company is obliged to store Reports and Conclusions of the Company's Audit Commission and to provide access to them in the order established by the legislation and internal documents of the Company.