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**MINUTES**  
of the meeting of the Audit Committee  
of the Board of Directors of IDGC of Centre, PJSC  
(in the form of absent voting)

17 February 2016

Moscow

No. 01/16

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

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

**Participants of the voting:** Y.N. Pankstyanov, T.P. Dronova, D.A. Malkov, M.M. Saukh, R.A. Filkin, A.V. Shevchuk, N.I. Erpsher.

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

The quorum is present.

The Expert conclusion of the expert of the Audit Committee of the Board of Directors of IDGC of Centre, PJSC M.A. Lelekova was taken into account at drawing up of the minutes.

**Date of the minutes:** 17.02.2016.

**AGENDA:**

1. On preliminary consideration of the Internal Audit Policy of IDGC of Centre, PJSC in a new edition.
2. On preliminary consideration of the Internal Control Policy of IDGC of Centre, PJSC in a new edition.
3. On preliminary consideration of the Regulation on the Audit Committee of the Board of Directors of IDGC of Centre, PJSC in a new edition.

**Item 1. On preliminary consideration of the Internal Audit Policy of IDGC of Centre, PJSC in a new edition.**

**Decision:**

To recommend to the Board of Directors of IDGC of Centre, PJSC to take the following decision:

*«1. To approve the Internal Audit Policy of IDGC of Centre, PJSC in a new edition in accordance with Appendix # 1 to this decision.*

*2. To recognize the Internal Audit Policy of IDGC of Centre, JSC, approved by the decision of the Board of Directors dated 20.08.2015 (Minutes # 18/14), to have lost force from the date of this decision».*

**Voting results:**

<b>Tatiana Petrovna Dronova</b>	- «FOR»
<b>Denis Alexandrovich Malkov</b>	- «FOR»
<b>Yury Nikolayevich Pankstyanov</b>	- «FOR»
<b>Maxim Mikhailovich Saukh</b>	- «FOR»
<b>Roman Alexeyevich Filkin</b>	- «ABSTAINED»

**Alexander Viktorovich Shevchuk** - «FOR»  
**Natalia Ilyinichna Erpsher** - «FOR»

**Total:**  
«FOR» - «6»  
«AGAINST» - «0»  
«ABSTAINED» - «1»

**Decision is taken.**

**Item 2. On preliminary consideration of the Internal Control Policy of IDGC of Centre, PJSC in a new edition.**

**Decision:**

To recommend to the Board of Directors of IDGC of Centre, PJSC to take the following decision:

*«1. To approve the Internal Control Policy of IDGC of Centre, PJSC in a new edition in accordance with Appendix # 2 to this decision.*

*2. To recognize the Internal Control Policy of IDGC of Centre, JSC, approved by the decision of the Board of Directors dated 20.08.2015 (Minutes # 18/14), to have lost force from the date of this decision».*

**Voting results:**

**Tatiana Petrovna Dronova** - «FOR»  
**Denis Alexandrovich Malkov** - «FOR»  
**Yury Nikolayevich Pankstyanov** - «FOR»  
**Maxim Mikhailovich Saukh** - «FOR»  
**Roman Alexeyevich Filkin** - «ABSTAINED»  
**Alexander Viktorovich Shevchuk** - «FOR»  
**Natalia Ilyinichna Erpsher** - «FOR»

**Total:**  
«FOR» - «6»  
«AGAINST» - «0»  
«ABSTAINED» - «1»

**Decision is taken.**

**Item 3. On preliminary consideration of the Regulation on the Audit Committee of the Board of Directors of IDGC of Centre, PJSC in a new edition.**

**Decision:**

To recommend to the Board of Directors of IDGC of Centre, PJSC to take the following decision:

*«1. To approve the Regulation on the Audit Committee of the Board of Directors of IDGC of Centre, PJSC in a new edition in accordance with Appendix # 3 to this decision.*

*2. To recognize the Regulation on the Audit Committee of the Board of Directors of IDGC of Centre, JSC, approved by the decision of the Board of Directors dated 13.03.2015 (Minutes # 05/15), to have lost force from the date of this decision».*

**Voting results:**

**Tatiana Petrovna Dronova** - «FOR»  
**Denis Alexandrovich Malkov** - «FOR»  
**Yury Nikolayevich Pankstyanov** - «FOR»  
**Maxim Mikhailovich Saukh** - «FOR»  
**Roman Alexeyevich Filkin** - «ABSTAINED»

**Alexander Viktorovich Shevchuk** - «FOR»  
**Natalia Ilyinichna Erpsher** - «FOR»

**Total:**

«FOR»	- «6»
«AGAINST»	- «0»
«ABSTAINED»	- «1»

**Decision is taken.**

**Appendices:**

1. The Internal Audit Policy of IDGC of Centre, PJSC in a new edition (Appendix # 1).
2. The Internal Control Policy of IDGC of Centre, PJSC in a new edition (Appendix # 2).
3. The Regulation on the Audit Committee of the Board of Directors of IDGC of Centre, PJSC in a new edition (Appendix # 3).

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

**Y.N. Pankstyanov**

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

**S.V. Lapinskaya**