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|  | Rosseti Centre,  Public Joint-Stock Company |
| MINUTES  of the meeting of the Audit Committee  of the Board of Directors of Rosseti Centre, PJSC  (in the form of joint presence) | |

20 August 2021 Moscow No. 14/21

**Form of the meeting:** joint presence.

**Time of the meeting:** 11 hours 00 minutes – 12 hours 10 minutes.

**Place of the meeting:** Moscow, Malaya Ordynka St., 15, floor 1, room201.

**Total number of members of the Audit Committee:** 3 persons.

**Participants of the meeting:** M.V. Korotkova, A.I. Krupenina, A.V. Shevchuk.

**Members who neither participated nor provided questionnaires:** none.

**The quorum** is present.

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

**Date of the minutes:** 20.08.2021.

The meeting of the Audit Committee was audiotaped (hereinafter – the Committee), which is stored in the materials to the meeting of the Committee.

The meeting of the Committee was opened by Chairperson of the Committee, Alexander Viktorovich Shevchuk.

A member of the Board of Directors of Rosseti Centre, PJSC, A.V. Golovtsov, was present.

The following persons were present from Rosseti Centre, PJSC:

A.G. Aleshin - First Deputy General Director for Economy and Finance

V.O. Akulichev - Deputy General Director for Digital Transformation

O.A. Danshina - Deputy General Director for Corporate and Legal Activities

S.V. Lopatina - Head of Internal Audit Department

V.V. Rezakova - Deputy General Director for Sale of Services

L.A. Sklyarova - Chief Accountant - Head of Financial and Tax Accounting and Reporting Department

After the announcement of a quorum regarding the agenda items, the meeting of the Committee was called to order.

**AGENDA**:

1. On consideration of interim financial statements of the Company for 6 months of 2021, prepared under RAS.
2. On consideration of the information of the Company’s management on the implementation of the Corrective Action Plans to eliminate deficiencies identified by the Audit Commission of the Company, the internal audit of the Company, external control (supervision) bodies, on the implementation of measures taken on facts of informing about potential cases of unfair actions of employees, as well as results of investigations for 6 months of 2021.
3. On consideration of the report of the Internal Audit Department of the Company «On the implementation of the Work Plan for 6 months of 2021 and results of the internal audit activity».

At the suggestion of Chairperson of the Audit Committee, A.V. Shevchuk, and with the consent of all members of the Committee, the order of consideration of the issues was changed. Item # 2 of the approved agenda of the meeting of the Committee was considered first.

**Item 2. On consideration of the information of the Company’s management on the implementation of the Corrective Action Plans to eliminate deficiencies identified by the Audit Commission of the Company, the internal audit of the Company, external control (supervision) bodies, on the implementation of measures taken on facts of informing about potential cases of unfair actions of employees, as well as results of investigations for 6 months of 2021.**

Without a report on the issue, the members of the Committee proceeded to the discussion.Questions were asked by A.V. Golovtsov and A.V. Shevchuk.

Answers and explanations were provided by V.O. Akulichev, A.G. Aleshin and S.V. Lopatina.

**After the discussion the members of the Committee proceeded to vote.**

**Decision taken at the meeting:**

To take into consideration the information of the Company’s management on the implementation of the Corrective Action Plans to eliminate deficiencies identified by the Audit Commission of the Company, the internal audit of the Company, external control (supervision) bodies, on the implementation of measures taken on facts of informing about potential cases of unfair actions of employees, as well as results of investigations for 6 months of 2021 in accordance with Appendix # 1 to this decision of the Audit Committee.

**Voting results under the decision draft, announced at the meeting:**

Maria Vyacheslavna Korotkova - «FOR»

Anastasiya Igorevna Krupenina - «FOR»

Alexander Viktorovich Shevchuk - «FOR»

**Total:**

|  |  |
| --- | --- |
| «FOR» | - «3» |
| «AGAINST» | - «0» |
| «ABSTAINED» | - «0» |

**Decision is taken.**

**Item 1. On consideration of interim financial statements of the Company for 6 months of 2021, prepared under RAS.**

Without a report on the issue, the members of the Committee proceeded to the discussion. Questions were asked by A.V. Golovtsov, A.I. Krupenina and A.V. Shevchuk.

Answers and explanations were provided by L.A. Sklyarova, V.V. Rezakova and A.G. Aleshin.

**After the discussion the members of the Committee proceeded to vote.**

**Decision taken at the meeting:**

To take into consideration the interim financial statements of Rosseti Centre, PJSC for 6 months of 2021, prepared under RAS.

**Voting results under the decision draft, announced at the meeting:**

Maria Vyacheslavna Korotkova - «FOR»

Anastasiya Igorevna Krupenina - «FOR»

Alexander Viktorovich Shevchuk - «FOR»

**Total:**

|  |  |
| --- | --- |
| «FOR» | - «3» |
| «AGAINST» | - «0» |
| «ABSTAINED» | - «0» |

**Decision is taken.**

**Item 3. On consideration of the report of the Internal Audit Department of the Company «On the implementation of the Work Plan for 6 months of 2021 and results of the internal audit activity».**

Without a report on the issue, the members of the Committee proceeded to the discussion. Questions were asked by A.V. Golovtsov, A.I. Krupenina and A.V. Shevchuk.

Answers and explanations were provided by S.V. Lopatina.

**Decision taken at the meeting:**

To approve the Report of the Internal Audit Department of Rosseti Centre, PJSC on the implementation of the Work Plan and to take into consideration the results of the internal audit activity for 6 months of 2021 in accordance with Appendix # 2 to this decision of the Audit Committee.

**Voting results under the decision draft, announced at the meeting:**

Maria Vyacheslavna Korotkova - «FOR»

Anastasiya Igorevna Krupenina - «FOR»

Alexander Viktorovich Shevchuk - «FOR»

**Total:**

|  |  |
| --- | --- |
| «FOR» | - «3» |
| «AGAINST» | - «0» |
| «ABSTAINED» | - «0» |

**Decision is taken.**

The agenda of the meeting of the Audit Committee of the Board of Directors of Rosseti Centre, PJSC on 20.08.2021 was exhausted.

The meeting of the Audit Committee of the Board of Directors of the Company was closed.

**Appendices:**

1. The information of the Company’s management on the implementation of the Corrective Action Plans to eliminate deficiencies identified by the Audit Commission of the Company, the internal audit of the Company, external control (supervision) bodies, on the implementation of measures taken on facts of informing about potential cases of unfair actions of employees, as well as results of investigations for 6 months of 2021 (Appendix # 1).

2. The Report of the Internal Audit Department of Rosseti Centre, PJSC on the implementation of the Work Plan and the results of the internal audit activity for 6 months of 2021 (Appendix # 2).

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| **Chairperson of the Audit Committee** |  | **A.V. Shevchuk** |
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| **Secretary of the Audit Committee** |  | **S.V. Lapinskaya** |