



IDGC OF CENTRE

“INTERREGIONAL DISTRIBUTION GRID COMPANY OF CENTRE”, PUBLIC JOINT-STOCK COMPANY

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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)

20 May 2016

Moscow

No. 07/16

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: 23.05.2016.

AGENDA:

1. On consideration of the interim accounting (financial) statements of the Company for the 1st quarter of 2016, prepared under Russian Accounting Standards.
2. On consideration of the report of the Internal Audit and Control Department «On execution of the Work Plan for 1Q 2016 and results of the internal audit activity».
3. On preliminary consideration of the Work Plan of the Internal Audit Division of IDGC of Centre, PJSC for 2016.
4. On the report of the Audit Committee to the Board of Directors of the Company «On the work performed in 2015-2016 corporate year».

Item 1: On consideration of the interim accounting (financial) statements of the Company for the 1st quarter of 2016, prepared under Russian Accounting Standards.

Decision:

1. To take into consideration the accounting (financial) statements of IDGC of Centre, PJSC for the 1st quarter of 2016, prepared under Russian Accounting Standards.
2. Secretary of the Audit Committee to provide information to the Board of Directors of IDGC of Centre, PJSC on the main trends in changes of the indicators in the interim accounting (financial) statements of IDGC of Centre, PJSC for the 1st quarter of 2016, prepared under Russian Accounting Standards, in accordance with Appendix # 1 to this decision of the Audit Committee of the Board of Directors of the Company.

Voting results:

Tatiana Petrovna Dronova - «FOR»
Denis Alexandrovich Malkov - «FOR»

Yury Nikolayevich Pankstyanov	- «FOR»
Maxim Mikhailovich Saukh	- «FOR»
Roman Alexeyevich Filkin	- «FOR»
Alexander Viktorovich Shevchuk	- «FOR»
Natalia Ilyinichna Erpsher	- «FOR»

Total:

«FOR»	- «7»
«AGAINST»	- «0»
«ABSTAINED»	- «0»

Decision is taken.

Item 2. On consideration of the report of the Internal Audit and Control Department «On execution of the Work Plan for 1Q 2016 and results of the internal audit activity».

Decision:

To approve the Report of the Internal Audit and Control Department of IDGC of Centre, PJSC «On execution of the Work Plan for 1Q 2016 and results of the internal audit activity» in accordance with Appendix # 2 to this decision of the Audit Committee of the Board of Directors of the Company.

Voting results:

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

Total:

«FOR»	- «7»
«AGAINST»	- «0»
«ABSTAINED»	- «0»

Decision is taken.

Item 3. On preliminary consideration of the Work Plan of the Internal Audit Division of IDGC of Centre, PJSC for 2016.

Decision:

1. To approve the Work Plan of the Internal Audit Department of IDGC of Centre, PJSC for 2016 in accordance with Appendix # 3 to this decision of the Audit Committee of the Board of Directors of the Company.

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

«To approve the Work Plan of the Internal Audit Department of IDGC of Centre, PJSC for 2016 in accordance with the Appendix».

Voting results:

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

Total:

«FOR»	- «7»
«AGAINST»	- «0»
«ABSTAINED»	- «0»

Decision is taken.**Item 4. On the report of the Audit Committee to the Board of Directors of the Company «On the work performed in 2015-2016 corporate year».****Decision:**

To recommend to the Board of Directors of IDGC of Centre, PJSC to take the following decision:
«To take into consideration the Report of the Audit Committee of the Board of Directors of IDGC of Centre, PJSC «On the work performed in 2015-2016 corporate year» in accordance with the Appendix».

Voting results:

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

Total:

«FOR»	- «7»
«AGAINST»	- «0»
«ABSTAINED»	- «0»

Decision is taken.**Appendices:**

1. The main trends in changes of the indicators in the interim accounting (financial) statements of IDGC of Centre, PJSC for the 1st quarter of 2016, prepared under Russian Accounting Standards (Appendix # 1).
2. The Report of the Internal Audit and Control Department of IDGC of Centre, PJSC «On execution of the Work Plan for 1Q 2016 and results of the internal audit activity» (Appendix # 2).
3. The Work Plan of the Internal Audit Department of IDGC of Centre, PJSC for 2016 (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