

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 joint presence)

21 December 2018 Moscow No. 14/18

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

**Time of the meeting:** 10 hours 00 minutes – 10 hours 55 minutes.

**Place of the meeting:** Moscow, 2nd Yamskaya, 4, Floor 5, Room 507.

Video conference A3-055 at the address: Moscow, Belovezhskaya str. 4 (PJSC «Rosseti»)

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

**Participants of the meeting:** A.V. Varvarin, M.M. Saukh (Video conference), A.V. Shevchuk.

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

**The quorum** is present.

**Date of the minutes**: 21.12.2018.

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

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 Audit Committee of the Board of Directors of IDGC of Centre, PJSC was opened by Chairperson of the Audit Committee of the Board of Directors of IDGC of Centre, Alexander Viktorovich Varvarin.

The following persons from IDGC of Centre were present:

A.K. Akhmedova - Deputy General Director for Legal Provision

E.V. Kabanova - Director for Sale of Services - Head of Department for Sale of Services

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

The following representatives of the external auditor Ernst & Young LLC were present:

T.L. Okolotina – Partner

S.O. Grechkina - Manager

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

**AGENDA**:

1. Consideration of the Management and governance letter, presented by the external auditor on the main problems of the accounting (financial) statements of the Company for an interim period (9 months) of 2018, prepared under RAS, and information of the Company’s management on adjustments made as a result of the external audit of the statements.
2. Consideration of material aspects of the accounting policy of the Company in the reporting year of 2018 and planned changes for the coming year of 2019.

**Item 1. Consideration of the Management and governance letter, presented by the external auditor on the main problems of the accounting (financial) statements of the Company for an interim period (9 months) of 2018, prepared under RAS, and information of the Company’s management on adjustments made as a result of the external audit of the statements.**

**Speaker** – Tatyana Leonidovna Okolotina.

**In discussing the report the questions and comments were received from** M.M. Saukh,A.V. Varvarin,A.V. Shevchuk.

**After the discussion the members of the Audit Committee of the Board of Directors proceeded to vote.**

**Decision taken at the meeting:**

To take into consideration the Management and governance letter (auditor’s report) of the auditor Ernst & Young LLC to the management of IDGC of Centre, PJSC on the main problems of accounting and reporting on the results of the interim stage of the audit of the accounting (financial) statements prepared in accordance with RAS, and the consolidated financial statements prepared in accordance with IFRS for the 9 months ended 30 September 2018, and the information of the Company’s management on the absence of adjustments based on the audit results.

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

**Alexander Viktorovich Varvarin** - «FOR»

**Maxim Mikhailovich Saukh** - «FOR»

**Alexander Viktorovich Shevchuk** - «FOR»

**Total:**

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

**Decision is taken.**

**Item 2. Consideration of material aspects of the accounting policy of the Company in the reporting year of 2018 and planned changes for the coming year of 2019.**

**Speaker** – Lyudmila Alekseevna Sklyarova.

**In discussing the report the questions and comments were received from** A.V. Varvarin.

**After the discussion the members of the Audit Committee of the Board of Directors proceeded to vote.**

**Decision taken at the meeting:**

To take into consideration the information, presented by the Company on the material aspects of the accounting policy of the Company in 2018 and absence of material changes for 2019.

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

**Alexander Viktorovich Varvarin** - «FOR»

**Maxim Mikhailovich Saukh** - «FOR»

**Alexander Viktorovich Shevchuk** - «FOR»

**Total:**

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

**Decision is taken.**

**Chairperson of the Audit Committee A.V. Varvarin**

**Secretary of the Audit Committee S.V. Lapinskaya**