



“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)

17 August 2015

Moscow

No. 09/15

**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 I.V. Shmakov was taken into account while drawing up the minutes.

**Date of the minutes:** 17.08.2015.

**AGENDA:**

1. Election of Deputy Chairperson of the Audit Committee of the Board of Directors of IDGC of Centre, PJSC.
2. Election of Secretary of the Audit Committee of the Board of Directors of the Company.
3. Involvement of an expert to participate in the activity of the Audit Committee of the Board of Directors of the Company.
4. Approval of the Work Plan of the Audit Committee of the Board of Directors of IDGC of Centre, PJSC for 2015-2016 corporate year.
5. Preliminary consideration of the budget of the Audit Committee.
6. Consideration of the terms of the agreement with the external auditor, as well as issuing recommendations to the Board of Directors to determine the remuneration payable to the external auditor.

**Item 1. Election of Deputy Chairperson of the Audit Committee of the Board of Directors of IDGC of Centre, PJSC.**

**Decision:**

To elect Natalia Ilyinichna Erpsher – Head of Organizational Development Office of Personnel Policy and Organizational Development Department of PJSC «ROSSETI» as Deputy Chairperson of the Audit Committee of the Board of Directors of IDGC of Centre, PJSC.

**Voting results:**

**Tatiana Petrovna Dronova**

- «FOR»

<b>Denis Alexandrovich Malkov</b>	- «FOR»
<b>Yury Nikolayevich Pankstyanov</b>	- «FOR»
<b>Maxim Mikhailovich Saukh</b>	- «FOR»
<b>Roman Alexeyevich Filkin</b>	- «FOR»
<b>Alexander Viktorovich Shevchuk</b>	- «FOR»
<b>Natalia Ilyinichna Erpsher</b>	- «FOR»

**Total:**

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

**Decision is taken.**

**Item 2. Election of Secretary of the Audit Committee of the Board of Directors of the Company.**

**Decision:**

To elect Svetlana Vladimirovna Lapinskaya - Corporate Secretary, Head of Corporate Events Office of Corporate Governance and Shareholder Relations Department of IDGC of Centre, PJSC as Secretary of the Audit Committee of the Board of Directors of IDGC of Centre, PJSC.

**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>	- «FOR»
<b>Alexander Viktorovich Shevchuk</b>	- «FOR»
<b>Natalia Ilyinichna Erpsher</b>	- «FOR»

**Total:**

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

**Decision is taken.**

**Item 3. Involvement of an expert to participate in the activity of the Audit Committee of the Board of Directors of the Company.**

**Decision:**

To involve Marina Alexeyevna Lelekova - Director of Internal Audit and Control Department of PJSC «ROSSETI», to participate in the activity of the Audit Committee of the Board of Directors of IDGC of Centre, PJSC as an expert.

**Voting results:**

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

**Total:**

«FOR»	- «5»
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«AGAINST»	- «1»
«ABSTAINED»	- «1»

**Decision is taken.**

**Item 4. Approval of the Work Plan of the Audit Committee of the Board of Directors of IDGC of Centre, PJSC for 2015-2016 corporate year.**

**Decision:**

To approve the Work Plan of the Audit Committee of the Board of Directors of IDGC of Centre, PJSC for 2015-2016 corporate year in accordance with Appendix # 1 to this decision of the Audit Committee.

**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>	- «FOR»
<b>Alexander Viktorovich Shevchuk</b>	- «FOR»
<b>Natalia Ilyinichna Erpsher</b>	- «FOR»

**Total:**

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

**Decision is taken.**

**Item 5. Preliminary consideration of the budget of the Audit Committee.**

**Decision:**

To recommend to members of the Board of Directors of IDGC of Centre, PJSC to approve the budget of the Audit Committee of the Board of Directors of IDGC of Centre, PJSC for 2015-2016 corporate year in accordance with Appendix # 2 to this decision of the Audit Committee.

**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>	- «FOR»
<b>Alexander Viktorovich Shevchuk</b>	- «FOR»
<b>Natalia Ilyinichna Erpsher</b>	- «FOR»

**Total:**

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

**Decision is taken.**

**Item 6. Consideration of the terms of the agreement with the external auditor, as well as issuing recommendations to the Board of Directors to determine the remuneration payable to the external auditor.**

**Decision:**

1. To note the compliance of the terms and conditions of the draft agreement:

- with the agreed by the Audit Committee conditions laid down for carrying out procurement procedures for the selection of the external auditor for the right to enter into an agreement for mandatory annual audit of financial statements of the Company for 2015-2017;
  - with the decision of the Annual General Meeting of Shareholders of the Company on the choice of RSM RUS as the Company's auditor;
  - with the conditions of the offer of RSM RUS, according to which RSM RUS was declared the successful bidder of the procurement procedures.
2. To recommend to the Board of Directors of the Company to determine the price of the agreement to audit statements of IDGC of Centre, PJSC for 2015, concluded between the Company and RSM RUS, in the amount of 2 856 352,91 RUB, including VAT.

**Voting results:**

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

**Total:**

«FOR»	- «5»
«AGAINST»	- «1»
«ABSTAINED»	- «1»

**Decision is taken.**

**Appendices:**

1. The Work Plan of the Audit Committee of the Board of Directors of IDGC of Centre, PJSC for 2015-2016 corporate year (Appendix # 1).
2. The budget of the Audit Committee of the Board of Directors of IDGC of Centre, PJSC for 2015-2016 corporate year (Appendix # 2).

**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**