



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

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

16 March 2015

Moscow

No. 05/15

Form of the meeting: absent voting.

Total number of members of the Audit Committee: 5 persons.

Participants of the voting: D.V. Kulikov, Y.N. Mangarov, V.V. Sofyin, R.A. Filkin, O.V. Shatokhina.

Members who did not provide questionnaires: none.

The quorum is present.

Absence of objections concerning the materials and draft decisions from I.V. Shmakov, an expert of the Audit Committee of the Board of Directors of the Company, was taken into account while drawing up the minutes.

Date of the minutes: 16.03.2015.

AGENDA:

1. Consideration of the report of the Internal Audit and Control Department of the Company on execution of the Work Plan in 4Q 2014 and for 2014 and the internal audit performance».
2. Consideration of the report of General Director of the Company «On the management of key risks of the Company for 2014».

Item 1: Consideration of the report of the Internal Audit and Control Department of the Company on execution of the Work Plan in 4Q 2014 and for 2014 and the internal audit performance».

Decision:

To take into consideration the report of the Internal Audit and Control Department «On execution of the Work Plan in 4Q 2014 and for 2014», in accordance with Appendices ## 1-2 to this decision of the Audit Committee of the Board of Directors of the Company.

Voting results:

| | |
|--------------------------------------|---------|
| Denis Viktorovich Kulikov | - «FOR» |
| Yury Nikolayevich Mangarov | - «FOR» |
| Vladimir Vladimirovich Sofyin | - «FOR» |
| Roman Alexeevich Filkin | - «FOR» |
| Oxana Vladimirovna Shatokhina | - «FOR» |

Total:

| | |
|-------------|-------|
| «FOR» | - «5» |
| «AGAINST» | - «0» |
| «ABSTAINED» | - «0» |

Decision is taken.

Item 2: Consideration of the report of General Director of the Company «On the management of key risks of the Company for 2014».

Decision:

1. To take into consideration the report of General Director of the Company «On the management of key risks of the Company for 2014» 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 the Company to take into consideration the report of General Director of the Company «On the management of key risks of the Company for 2014» in accordance with Appendix #3 to this decision of the Audit Committee of the Board of Directors of the Company.

Voting results:

| | |
|--------------------------------------|---------|
| Denis Viktorovich Kulikov | - «FOR» |
| Yury Nikolayevich Mangarov | - «FOR» |
| Vladimir Vladimirovich Sofyin | - «FOR» |
| Roman Alexeevich Filkin | - «FOR» |
| Oxana Vladimirovna Shatokhina | - «FOR» |

Total:

| | |
|-------------|-------|
| «FOR» | - «5» |
| «AGAINST» | - «0» |
| «ABSTAINED» | - «0» |

Decision is taken.**Appendices:**

1. The report of the Internal Audit and Control Department «On execution of the Work Plan in 4Q 2014 and for 2014» (Appendices # 1-2).
2. The report of General Director of the Company «On the management of key risks of the Company for 2014» (Appendix # 3).

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

O.V. Shatokhina

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

S.V. Lapinskaya