

MINUTES

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

June 29, 2012

Moscow

No. 09/12

Form of the meeting: **absent voting.**

Total number of members of the Committee for Audit: **7 persons.**

Participants of the voting: **A.Y. Perepelkin, A.V. Sergutin, A.A. Popov, A.G. Starchenko, A.V. Shevchuk.**

Members who did not provide questionnaires: **M.Y. Kurbatov, R.A. Filkin.**

The quorum is **present.**

Absence of objections concerning the materials and draft decisions from I.A. Alimuradova, O.V. Popova, experts of the Committee for Audit of the Board of Directors of the Company, was taken into account.

Date of the minutes: 02.07.2012.

AGENDA:

1. On agreement of the Schedule of activities, performed by the Department of internal audit and risk management, for quarters 3-4 2012.
2. On approval of the budget of the Committee for Audit of the Board of Directors of IDGC of Centre for 2H 2012.

Item 1: On agreement of the Schedule of activities, performed by the Department of internal audit and risk management, for quarters 3-4 2012.

Decision:

To agree on the Schedule of activities, performed by the Department of internal audit and risk management, for quarters 3-4 2012 in accordance with Appendix # 1 to this decision of the Committee for Audit of the Board of Directors of the Company.

Voting results:

Alexey Yuryevich Perepelkin	- «FOR»
Alexey Vladimirovich Sergutin	- «FOR»
Alexander Albertovich Popov	- «FOR»
Alexander Grigoryevich Starchenko	- «AGAINST»
Alexander Viktorovich Shevchuk	- «FOR»

Total:

«FOR»	- «4»
«AGAINST»	- «1»
«ABSTAINED»	- «0»

Decision is taken.

Item 2: On approval of the budget of the Committee for Audit of the Board of Directors of IDGC of Centre for 2H 2012.

Decision:

To recommend the members of the Board of Directors of IDGC of Centre to approve the budget of the

Committee for Audit of the Board of Directors of IDGC of Centre for 2H 2012 in accordance with Appendix # 2 to this decision of the Committee for Audit.

Voting results:

Alexey Yuryevich Perepelkin	- «FOR»
Alexey Vladimirovich Sergutin	- «FOR»
Alexander Albertovich Popov	- «FOR»
Alexander Grigoryevich Starchenko	- «FOR»
Alexander Viktorovich Shevchuk	- «FOR»

Total:

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

Decision is taken.

Appendices:

1. The Schedule of activities, performed by the Department of internal audit and risk management of IDGC of Centre, for quarters 3-4 2012 (Appendix 1).
2. The budget of the Committee for Audit of the Board of Directors of IDGC of Centre for 2H 2012 (Appendix 2).

**Chairman of the Committee for Audit
of the Board of Directors of IDGC of Centre**

A.Y. Perepelkin

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

S.V. Lapinskaya