

“Interregional Distribution Grid Company of Centre”, Joint-Stock Company

127018, Russia, Moscow, 2nd Yamskaya, 4
Tel.: Contact Centre +7(495) 747 92 92, +7(495) 747 92 96; Fax: +7 (495) 747 92 95
Direct Power Hot Line: 8 800 50 50 115, Trust Line: 8 800 100 9000;
e-mail: posta@mrsk-1.ru; <http://www.mrsk-1.ru>
Primary State Registration Number (OGRN) 1046900099498
Taxpayer Identification Code (INN) 6901067107

MINUTES

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

October 30, 2013

Moscow

No. 13/13

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

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

Participants of the voting: **S.A. Demin, M.M. Saukh, O.V. Shatokhina, A.V. Shevchuk.**

Members who did not provide questionnaires: **R.A. Filkin.**

The quorum is present.

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

Date of the minutes: **01.11.2013.**

AGENDA:

- 1.** The results of the activities implementation in 3Q 2013 to comply with the requirements of the legislation on the control of insider information in the Company.
- 2.** Consideration of the "road map" for the risk management system of the Company and the results of updating the Company's regulations on Internal Audit System and Risk Management System.

Item 1: The results of the activities implementation in 3Q 2013 to comply with the requirements of the legislation on the control of insider information in the Company.

Decision:

1. To approve the report «The results of the activities implementation in 3Q 2013 to comply with the requirements of the legislation on the control of insider information in the Company» in accordance with Appendix # 1 to this decision of the Committee for Audit of the Board of Directors of the Company.
2. To recommend to the Board of Directors of the Company to take the following decision:
«To approve the report «The results of the activities implementation in 3Q 2013 to comply with the requirements of the legislation on the control of insider information in the Company» in accordance with the Appendix».

Voting results:

Sergey Alexandrovich Demin	- «FOR»
Maxim Mikhailovich Saukh	- «FOR»
Oxana Vladimirovna Shatokhina	- «FOR»
Alexander Viktorovich Shevchuk	- «FOR»

Total:

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

Decision is taken.

Item 2: Consideration of the "road map" for the risk management system of the Company and the results of updating the Company's regulations on Internal Audit System and Risk Management System.

Decision:

1. To take into consideration the information of IDGC of Centre «On approval of the "road map" for the risk management system of the Company and the results of ».
2. To instruct General Director of the Company:
 - 2.1. To ensure amending Order of IDGC of Centre dated 10.10.2013 # 430-CA «On approval of the "road map" for the risk management system of IDGC of Centre, about updating IDGC of Centre's regulations on internal audit and risk management» taking into account the recommendations, mentioned in Appendix # 2 to this decision of the Committee for Audit of the Board of Directors of the Company;
 - 2.2. The information on the work undertaken to provide to the Secretary of the Committee for Audit of the Board of Directors to inform the members of the Committee for Audit no later December 2013.

Voting results:

Sergey Alexandrovich Demin	- «FOR»
Maxim Mikhailovich Saukh	- «FOR»
Oxana Vladimirovna Shatokhina	- «FOR»
Alexander Viktorovich Shevchuk	- «FOR»

Total:

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

Decision is taken.

On this agenda item of the meeting the member of the Committee for Audit of the Board of Directors of the Company M.M. Saukh submitted the following dissenting opinion:

«In the draft decision, the word "to instruct" should be replaced by the word "to recommend" because the Committee is an advisory body and has no right to give instructions to General Director».

Appendices:

1. The report «The results of the activities implementation in 3Q 2013 to comply with the requirements of the legislation on the control of insider information in the Company». (Appendix # 1).
2. The recommendation on amending Order of IDGC of Centre dated 10.10.2013 # 430-CA «On approval of the "road map" for the risk management system of IDGC of Centre, about updating IDGC of Centre's regulations on internal audit and risk management» (Appendix # 2).

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

O.V. Shatokhina

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

S.V. Lapinskaya