



"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)

29 August 2014

Moscow

No. 10/14

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

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

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

**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:** 29.08.2014.

**AGENDA:**

1. Consideration of the accounting (financial) statements of the Company, prepared in accordance with IFRS, for 6 months of 2014.

2. Consideration of the report of the Internal Audit and Risk Management Department of the Company on execution of the Work Plan in 2Q 2014 and the internal audit performance.

3. Consideration of the report «On the key risks of the Company for 1H 2014».

4. On execution of the assignment of the Audit Committee, issued at the Committee's meeting on 30.07.2014 (Minutes # 08/14 of 30.07.2014).

**Item 1: Consideration of the accounting (financial) statements of the Company, prepared in accordance with IFRS, for 6 months of 2014.**

**Decision:**

1. To take into consideration the interim consolidated financial statements of the Company, prepared in accordance with IFRS, for 6 months of 2014, in accordance with Appendix #1 to this decision of the Audit Committee of the Board of Directors of the Company.

2. Secretary of the Audit Committee to ensure informing the Board of Directors of IDGC of Centre on the main trends in changes of the Company's financial position in accordance with Appendix #2 to this decision of the Audit Committee of the Board of Directors of the Company.

**Voting results:**

**Oxana Vladimirovna Shatokhina** - «FOR»

**Denis Viktorovich Kulikov** - «FOR»

**Yury Nikolayevich Mangarov** - «FOR»

**Vladimir Vladimirovich Sofyin** - «FOR»

**Roman Alexeevich Filkin** - «FOR»

**Total:**

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

**Decision is taken.****Item 2: Consideration of the report of the Internal Audit and Risk Management Department of the Company on execution of the Work Plan in 2Q 2014 and the internal audit performance.****Decision:**

To take into consideration the report of the Internal Audit and Risk Management Department of the Company on execution of the Work Plan in 2Q 2014 and the internal audit performance in accordance with Appendix # 3 to this decision of the Audit Committee of the Board of Directors of the Company.

**Voting results:**

<b>Oxana Vladimirovna Shatokhina</b>	- «FOR»
<b>Denis Viktorovich Kulikov</b>	- «FOR»
<b>Yury Nikolayevich Mangarov</b>	- «FOR»
<b>Vladimir Vladimirovich Sofyin</b>	- «FOR»
<b>Roman Alexeevich Filkin</b>	- «FOR»

**Total:**

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

**Decision is taken.****Item 3: Consideration of the report «On the key risks of the Company for 1H 2014».****Decision:**

To take into consideration the report «On the key risks of the Company for 1H 2014, including the information on risks and consequences of the Company's performance (loss) of the functions of an electricity supplier of last resort», in accordance with Appendix # 4 to this decision of the Audit Committee of the Board of Directors of the Company.

**Voting results:**

<b>Oxana Vladimirovna Shatokhina</b>	- «FOR»
<b>Denis Viktorovich Kulikov</b>	- «FOR»
<b>Yury Nikolayevich Mangarov</b>	- «FOR»
<b>Vladimir Vladimirovich Sofyin</b>	- «FOR»
<b>Roman Alexeevich Filkin</b>	- «FOR»

**Total:**

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

**Decision is taken.****Item 4: On execution of the assignment of the Audit Committee, issued at the Committee's meeting on 30.07.2014 (Minutes # 08/14 of 30.07.2014).****Decision:**

1. To take into consideration the report «On execution of the assignment of the Audit Committee, issued at the Committee's meeting on 30.07.2014 (Minutes # 08/14 of 30.07.2014)» in accordance with Appendix # 5 to this decision of the Audit Committee of

the Board of Directors of the Company.

2. To recommend to General Director of the Company to submit to the Audit Committee the information the effectiveness of control over operating costs and the efficiency of measures to reduce receivables together with the consideration of the item «About a draft of accounting (financial) statements of the Company, prepared in accordance with RAS, for 9 months of 2014».

**Voting results:**

**Oxana Vladimirovna Shatokhina** - «FOR»

**Denis Viktorovich Kulikov** - «FOR»

**Yury Nikolayevich Mangarov** - «FOR»

**Vladimir Vladimirovich Sofyin** - «FOR»

**Roman Alexeevich Filkin** - «FOR»

**Total:**

«FOR» - «5»

«AGAINST» - «0»

«ABSTAINED» - «0»

**Decision is taken.**

**Appendices:**

1. The interim consolidated financial statements of the Company, prepared in accordance with IFRS, for 6 months of 2014 (Appendix # 1).
2. The main trends in changes of the Company's financial position (Appendix # 2).
3. The report of the Internal Audit and Risk Management Department of the Company on execution of the Work Plan in 2Q 2014 and the internal audit performance (Appendix # 3).
4. The report «On the key risks of the Company for 1H 2014, including the information on risks and consequences of the Company's performance (loss) of the functions of an electricity supplier of last resort» (Appendix # 4).
5. The report «On execution of the assignment of the Audit Committee, issued at the Committee's meeting on 30.07.2014 (Minutes # 08/14 of 30.07.2014)» (Appendix # 5).

**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**