

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

15 May 2020

Moscow

No. 07/20

Form of the meeting: absent voting.

Total number of members of the Audit Committee: 3 persons.

Participants of the voting: A.V. Varvarin, M.M. Saukh, A.V. Shevchuk.

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 T.V. Zaitseva was taken into account at drawing up of the minutes.

Date of the minutes: 15.05.2020.

AGENDA:

1. On consideration of the interim accounting (financial) statements of the Company for the 1st quarter of 2020, prepared under Russian Accounting Standards.
2. On consideration of the report of the Internal Audit Department «On execution of the Work Plan for 1Q 2020 and results of the internal auditor's activity».
3. On preliminary consideration of the amount of payment for the auditor's services to audit the Company's accounting (financial) statements and consolidated financial statements for 2020.

Item 1. On consideration of the interim accounting (financial) statements of the Company for the 1st quarter of 2020, prepared under Russian Accounting Standards.

Decision:

To take into consideration the draft of the accounting (financial) statements of the Company for the 1st quarter of 2020, prepared under Russian Accounting Standards, in accordance with Appendix # 1 to this decision of the Audit Committee of the Board of Directors of the Company.

Voting results:

Alexander Viktorovich Varvarin - «FOR»

Maxim Mikhailovich Saukh - «FOR»

Alexander Viktorovich Shevchuk - «FOR»

Total:

«FOR»	- «3»
«AGAINST»	- «0»
«ABSTAINED»	- «0»

Decision is taken.

Item 2. On consideration of the report of the Internal Audit Department «On execution of the Work Plan for 1Q 2020 and results of the internal auditor's activity».

Decision:

To approve the report of the Internal Audit Department of IDGC of Centre, PJSC on execution of the Work Plan and to take into consideration the results of the internal auditor's activity for 1Q 2020 in accordance with Appendix # 2 to this decision of the Audit Committee of the Board of Directors of the Company.

Voting results:

Alexander Viktorovich Varvarin - «FOR»

Maxim Mikhailovich Saukh - «FOR»

Alexander Viktorovich Shevchuk - «FOR»

Total:

«FOR»	- «3»
«AGAINST»	- «0»
«ABSTAINED»	- «0»

Decision is taken.

Item 3. On preliminary consideration of the amount of payment for the auditor's services to audit the Company's accounting (financial) statements and consolidated financial statements for 2020.**Decision:**

To recommend that the Board of Directors of the Company determine the amount of payment for the auditor's services for the audit of the accounting (financial) statements for the year 2020 prepared in accordance with RAS, the audit of the consolidated financial statements prepared in accordance with IFRS for the year ending 31 December 2020, with an offer price of 5 631 282,37 (Five million six hundred thirty one thousand two hundred eighty two) rubles 37 kopecks, including VAT (20%) 938 547,06 (Nine hundred thirty eight thousand five hundred forty seven) rubles 06 kopecks, subject to approval of Ernst & Young LLC as the auditor at the Annual General Shareholders' Meeting of IDGC of Centre, PJSC.

Voting results:

Alexander Viktorovich Varvarin - «FOR»

Maxim Mikhailovich Saukh - «FOR»

Alexander Viktorovich Shevchuk - «FOR»

Total:

«FOR»	- «3»
«AGAINST»	- «0»
«ABSTAINED»	- «0»

Decision is taken.

Appendices:

1. The draft of the accounting (financial) statements of the Company for the 1st quarter of 2020, prepared under Russian Accounting Standards (Appendix # 1).
2. The report of the Internal Audit Department of IDGC of Centre, PJSC on execution of the Work Plan and to take into consideration the results of the internal auditor's activity for 1Q 2020 (Appendix # 2).

Chairperson of the Audit Committee

A.V. Varvarin

Secretary of the Audit Committee

S.V. Lapinskaya