



Interregional Distribution Grid Company of Centre,
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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 2017

Moscow

No. 07/17

Form of the meeting: absent voting.

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

Participants of the voting: O.V. Shatokhina, M.M. Saukh, R.A. Filkin, A.V. Shevchuk, N.I. Erpsher.

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 M.A. Lelekova was taken into account at drawing up of the minutes.

Date of the minutes: 15.05.2017.

AGENDA:

1. On consideration of the report of the Internal Audit Department IDGC of Centre, PJSC «On execution of the Work Plan for 1Q 2017 and results of the internal auditor's activity».
2. On consideration of the report «On the execution of instructions of the Audit Committee of the Board of Directors of the Company for 2016-2017 corporate year».
3. On the report of the Audit Committee to the Board of Directors of the Company «On the work performed in 2016-2017 corporate year».
4. On preliminary consideration of the Action Plan for the development and improvement of internal audit activities of IDGC of Centre, PJSC for 2017-2019.

Item 1. On consideration of the report of the Internal Audit Department IDGC of Centre, PJSC «On execution of the Work Plan for 1Q 2017 and results of the internal auditor's activity».

Decision:

To approve the Report of the Internal Audit Department IDGC of Centre, PJSC «On execution of the Work Plan and taking into account the results of the internal audit activity for 1Q 2017» in accordance with Appendix # 1 to this decision of the Audit Committee of the Board of Directors of the Company.

Voting results:

Oxana Vladimirovna Shatokhina	- «FOR»
Maxim Mikhailovich Saukh	- «FOR»
Roman Alexeyevich Filkin	- «FOR»
Alexander Viktorovich Shevchuk	- «FOR»
Natalia Ilyinichna Erpsher	- «FOR»

Total:

«FOR»	- «5»
«AGAINST»	- «0»

«ABSTAINED» - «0»

Decision is taken.

Item 2. On consideration of the report «On the execution of instructions of the Audit Committee of the Board of Directors of the Company for 2016-2017 corporate year».

Decision:

To take into consideration the Report «On the execution of instructions of the Audit Committee of the Board of Directors of IDGC of Centre, PJSC for 2016-2017 corporate year» 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»
Maxim Mikhailovich Saukh	- «FOR»
Roman Alexeyevich Filkin	- «FOR»
Alexander Viktorovich Shevchuk	- «FOR»
Natalia Ilyinichna Erpsher	- «FOR»

Total:

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

Decision is taken.

Item 3. On the report of the Audit Committee to the Board of Directors of the Company «On the work performed in 2016-2017 corporate year».

Decision:

1. To recommend to the Board of Directors of IDGC of Centre, PJSC to take into consideration the Report of the Audit Committee of the Board of Directors of IDGC of Centre, PJSC «On the work performed in 2016-2017 corporate year» in accordance with the Appendix.

2. Secretary of the Audit Committee at the time of signing the Report of the Audit Committee of the Board of Directors of IDGC of Centre, PJSC «On the work performed in 2016-2017 corporate year» (Appendix # 3 to this decision of the Audit Committee of the Board of Directors of the Company) with Chairperson of the Audit Committee to update the information in the Report taking into account this meeting.

Voting results:

Oxana Vladimirovna Shatokhina	- «FOR»
Maxim Mikhailovich Saukh	- «FOR»
Roman Alexeyevich Filkin	- «FOR»
Alexander Viktorovich Shevchuk	- «FOR»
Natalia Ilyinichna Erpsher	- «FOR»

Total:

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

Decision is taken.

Item 4. On preliminary consideration of the Action Plan for the development and improvement of internal audit activities of IDGC of Centre, PJSC for 2017-2019.

Decision:

1. To approve the Action Plan for the development and improvement of internal audit activities of IDGC of Centre, PJSC for 2017-2019 in accordance with Appendix # 4 to this decision of the Audit Committee of the Board of Directors of the Company.
2. To recommend to the Board of Directors of IDGC of Centre, PJSC to approve the Action Plan for the development and improvement of internal audit activities of IDGC of Centre, PJSC for 2017-2019 in accordance with the Appendix.

Voting results:

Oxana Vladimirovna Shatokhina	- «FOR»
Maxim Mikhailovich Saukh	- «FOR»
Roman Alexeyevich Filkin	- «FOR»
Alexander Viktorovich Shevchuk	- «FOR»
Natalia Ilyinichna Erpsher	- «FOR»

Total:

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

Decision is taken.

Appendices:

1. The Report of the Internal Audit Department IDGC of Centre, PJSC «On execution of the Work Plan and taking into account the results of the internal audit activity for 1Q 2017» (Appendix # 1).
2. The report «On the execution of instructions of the Audit Committee of the Board of Directors of IDGC of Centre, PJSC for 2016-2017 corporate year» (Appendix # 2).
3. The Report of the Audit Committee of the Board of Directors of IDGC of Centre, PJSC «On the work performed in 2016-2017 corporate year» (Appendix # 3).
4. The draft of the Action Plan for the development and improvement of internal audit activities of IDGC of Centre, PJSC for 2017-2019 (Appendix # 4).

Chairperson of the Audit Committee

O.V. Shatokhina

Secretary of the Audit Committee

S.V. Lapinskaya