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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 joint presence)

21 May 2019

Moscow

No. 10/19

**Form of the meeting:** joint presence.

**Time of the meeting:** 16 hours 30 minutes – 17 hours 30 minutes.

**Place of the meeting:** Moscow, 2nd Yamskaya, 4, Floor 5, Room 507.

Video conference A5-048 at the address: Moscow, Belovezhskaya str. 4 (PJSC «Rosseti»)

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

**Participants of the meeting:** A.V. Varvarin, M.M. Saukh (Video conference), A.V. Shevchuk.

**The written opinion of the following members was taken into account while defining the results:** none.

**Members who neither participated nor provided questionnaires:** none.

**The quorum** is present.

**Date of the minutes:** 21.05.2019.

The Expert conclusion of the expert of the Audit Committee of the Board of Directors of IDGC of Centre, PJSC E.B. Sinitsyna was taken into account at drawing up of the minutes.

The meeting of the Audit Committee was audiotaped (hereinafter – the Committee), which is stored in the materials to the meeting of the Committee.

The meeting of the Committee was opened by Chairperson of the Committee, Alexander Viktorovich Varvarin.

**The following persons from IDGC of Centre were present:**

V.O. Akulichhev - Acting First Deputy General Director

S.V. Shpakova - Head of Internal Audit Department

**The following persons from ROSSETI were present:**

I.O. Posevina - Director of Internal Audit Department

M.A. Lelekova - Director of Internal Audit and Control Department

**The following representative of RSM RUS Ltd. was present:**

V.A. Pimenov - partner

After the announcement of a quorum regarding the agenda items, the meeting of the Audit Committee was called to order.

**AGENDA:**

**1.** On preliminary consideration of the results of external independent assessment of the effectiveness of the internal control system of IDGC of Centre, PJSC.

**Item 1. On preliminary consideration of the results of external independent**

**assessment of the effectiveness of the internal control system of IDGC of Centre, PJSC.**

**Speaker / co-speaker** – Vasily Andreevich Pimenov / Vitaly Olegovich Akulichev.

**When discussing the report, questions and comments on the report came from** A.V. Varvarin, A.V. Shevchuk, M.A. Lelekova, V.O. Akulichev.

Following the discussion of the materials on the agenda item, the Audit Committee found it appropriate to hold a strategic session at the site of PJSC ROSSETI with the participation of interested parties to review the results of the external assessment of effectiveness of the internal control system of subsidiaries and affiliates of PJSC ROSSETI.

**After the discussion the members of the Audit Committee proceeded to vote.**

**Decision taken at the meeting:**

To recommend to the Board of Directors of IDGC of Centre, PJSC to take the following decision:

*«1. To take into consideration the report on the external independent assessment of the effectiveness of the internal control system in accordance with the Appendix to this decision and the recognition of the Company's internal control system as a whole effective.*

*2. To instruct General Director of IDGC of Centre, PJSC to ensure the development and submission for approval by the Board of Directors of the Company of measures to maintain an effective internal control system and its development, including those aimed at:*

- increasing the effectiveness of the "Risk Assessment" component and its full integration with the internal control system,*
- full integration of anti-corruption risk management into business processes,*
- elimination of design flaws in individual control procedures noted in the report on a number of business processes,*
- increasing the level of automation of control procedures.*

*Deadline: no later than 31.07.2019».*

**Voting results under the decision draft, announced at the meeting:**

**Alexander Viktorovich Varvarin** - «FOR»

**Maxim Mikhailovich Saukh** - «FOR»

**Alexander Viktorovich Shevchuk** - «FOR»

**Total:**

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

**Decision is taken.**

**Chairperson of the Audit Committee**

**A.V. Varvarin**

**Secretary of the Audit Committee**

**S.V. Lapinskaya**