



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)

20 September 2016

Moscow

No. 10/16

**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:** 21.09.2016.

**AGENDA:**

1. On consideration of the information of the Company's management «On the implementation of Corrective Action Plans to address the deficiencies identified by the Audit Commission of the Company, the Company's internal audit, external control (supervision) bodies, measures taken on informed facts about potential fraud cases of employees, as well as following the results of investigations performed».
2. On consideration of the information of the Company's management «On the implementation of the Internal Control Policy of IDGC of Centre, PJSC».

**Item 1. On consideration of the information of the Company's management «On the implementation of Corrective Action Plans to address the deficiencies identified by the Audit Commission of the Company, the Company's internal audit, external control (supervision) bodies, measures taken on informed facts about potential fraud cases of employees, as well as following the results of investigations performed».**

**Decision:**

To take into consideration the Report «On consideration of the information of the Company's management on the implementation of Corrective Action Plans to address the deficiencies identified by the Audit Commission of the Company, the Company's internal audit, external control (supervision) bodies, measures taken on informed facts about potential fraud cases of employees, as well as following the results of investigations performed» in accordance with Appendix # 1 to this decision of the Audit Committee.

**Voting results:**

<b>Oxana Vladimirovna Shatokhina</b>	- «FOR»
<b>Maxim Mikhailovich Saukh</b>	- «FOR»
<b>Roman Alexeyevich Filkin</b>	- «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 information of the Company's management «On the implementation of the Internal Control Policy of IDGC of Centre, PJSC».**

**Decision:**

1. To take into consideration the information of the Company's management «On the implementation of the Internal Control Policy of IDGC of Centre, PJSC».
2. To mark the availability in the Company of a set of measures aimed at improving the level of maturity of the internal control system and the risk management system.

**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.**

**Appendix:**

The Report «On consideration of the information of the Company's management on the implementation of Corrective Action Plans to address the deficiencies identified by the Audit Commission of the Company, the Company's internal audit, external control (supervision) bodies, measures taken on informed facts about potential fraud cases of employees, as well as following the results of investigations performed» (Appendix # 1).

**Chairperson of the Audit Committee**

**O.V. Shatokhina**

**Secretary of the Audit Committee**

**S.V. Lapinskaya**