

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

03 April 2020

Moscow

No. 05/20

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: 03.04.2020.

AGENDA:

1. On preliminary consideration of the nomination of the external auditor of the Company to audit the accounting (financial) statements of the Company for 2020.
2. On preliminary consideration of the report of General Director and the Management Board of the Company «On the organization and functioning of the internal control system in 2019, including information on the implementation of measures to improve the internal control system».
3. On consideration and coordination of the contents of the section of the Annual Report of the Company on the Internal Control System.

Item 1. On preliminary consideration of the nomination of the external auditor of the Company to audit the accounting (financial) statements of the Company for 2020.

Decision:

To recommend that the Board of Directors of IDGC of Centre, PJSC propose the Annual General Meeting of Shareholders of IDGC of Centre, PJSC to approve Ernst & Young LLC (PSRN 1027739707203, TIN/CRR 7709383532/770501001, registered office: Sadovnicheskaya nab. 77, bld. 1, 115035, Moscow, Russia) as the Company's Auditor, recognized as the winner of an open one-stage tender without prequalification of bidders (Minutes of the Procurement Commission from 16.04.2018 № 13/595r).

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 preliminary consideration of the report of General Director and the Management Board of the Company «On the organization and functioning of the internal control system in 2019, including information on the implementation of measures to improve the internal control system».

Decision:

To recommend that the Board of Directors of IDGC of Centre, PJSC take into consideration the Report of the Sole Executive Body and the Management Board of the Company on the organization and functioning of the internal control system following the results of 2019, including information on the implementation of measures to maintain an effective internal control system of the Company and its development, in accordance with Appendix # 1 to this decision of the Audit Committee.

Voting results:

Alexander Viktorovich Varvarin - «FOR»
Maxim Mikhailovich Saukh - «FOR»
Alexander Viktorovich Shevchuk - «ABSTAINED»

Total:

«FOR»	- «2»
«AGAINST»	- «0»
«ABSTAINED»	- «1»

Decision is taken.

Item 3. On consideration and coordination of the contents of the section of the Annual Report of the Company on the Internal Control System.

Decision:

1. To agree upon the contents of the section of the Annual Report of the Company «Internal Control System» in accordance with Appendix # 2 to this decision of the Audit Committee.
2. Based on the results of consideration by the Board of Directors of IDGC of Centre, PJSC of the internal audit evaluation of the effectiveness of the Company's internal control system, to update the data of the section of the Annual Report «Internal Control System» regarding the details of the decision 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.

Appendix:

1. The report of General Director and the Management Board of the Company on the organization and functioning of the internal control system following the results of 2019, including information on the implementation of measures to maintain an effective internal control system of the Company and its development (Appendix # 1).
2. The section of the Annual Report of the Company «Internal Control System» (Appendix # 2).

Chairperson of the Audit Committee

A.V. Varvarin

Secretary of the Audit Committee

S.V. Lapinskaya