



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 joint presence)

18 December 2017

Moscow

No. 15/17

Form of the meeting: joint presence.

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

Place of the meeting: Moscow, Belovezhskaya str., 4 room A5-048 (floor 5).

Time of the meeting: 12 hours 30 minutes – 13 hours 30 minutes.

Participants of the meeting: T.P. Dronova, M.M. Saukh, A.V. Shevchuk.

The written opinion of the following members was taken into account while defining the results: A.I. Pavlov, O.V. Shatokhina.

Members who neither participated nor provided questionnaires: none.

The quorum is present.

Date of the minutes: 18.12.2017.

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.

The meeting of the Audit Committee of the Board of Directors of IDGC of Centre, PJSC was opened by Chairperson of the Audit Committee of the Board of Directors of IDGC of Centre, Alexander Viktorovich Shevchuk.

The following invited persons of PJSC «Rosseti» were present:

M.A. Lelekova - Director of Internal Audit and Control Department (Expert of the Audit Committee of the Board of Directors of IDGC of Centre, PJSC)

The following invited persons were present – IDGC of Centre's management:

L.A. Sklyarova - Chief Accountant - Head of Financial and Tax Accounting and Reporting Department

The following representatives of the auditor RSM RUS Ltd. were present:

N.S. Lopatkina – Partner

A.S. Sumina - Auditor- Expert- Manager responsible for the audit

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

AGENDA:

1. Consideration of the Management and governance letter, presented by the external auditor on the main problems of the accounting (financial) statements of the Company for an interim period (9 months) of 2017, prepared under RAS.

2. Consideration of material aspects of the accounting policy of the Company in the reporting year of 2017 and planned changes for the coming year of 2018.

Item 1. Consideration of the Management and governance letter, presented by the external auditor on the main problems of the accounting (financial) statements of the Company for an interim period (9 months) of 2017, prepared under RAS.

Speaker – Alexandra Sergeevna Sumina.

In discussing the report the questions and comments were received from T.P. Dronova, M.M. Saukh, M.A. Lelekova, A.V. Shevchuk.

After the discussion the members of the Audit Committee of the Board of Directors proceeded to vote.

Decision taken at the meeting:

1. To take into consideration the Management and governance letter, presented by the external auditor on the main problems of the interim accounting (financial) statements of the Company, prepared under RAS, for 9 months of 2017, and the information of the Company's management on the absence of adjustments to the results of the audit.

2. To recommend to the Company's management when forming the annual accounting report for 2017, to submit to a meeting of the Audit Committee, held in the form of joint presence, information on the performance by PJSC "TNS energo" of the terms and conditions of the agreement on debt restructuring under the Agreement on Electricity (Electricity Losses) Purchase and Sale and Provision of Electricity Transmission Services.

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

Tatiana Petrovna Dronova - «FOR»

Maxim Mikhailovich Saukh - «FOR»

Alexander Viktorovich Shevchuk - «FOR»

Voting results by filling in the questionnaires:

Alexey Igorevich Pavlov - «FOR»

Oxana Vladimirovna Shatokhina - «FOR»

Total:

«FOR» - «5»

«AGAINST» - «0»

«ABSTAINED» - «0»

Decision is taken.

Item 2. Consideration of material aspects of the accounting policy of the Company in the reporting year of 2017 and planned changes for the coming year of 2018.

Speaker – Lyudmila Alexeevna Sklyarova.

In discussing the report the questions and comments were received from A.V. Shevchuk, M.A. Lelekova.

After the discussion the members of the Audit Committee of the Board of Directors proceeded to vote.

Decision taken at the meeting:

To take into consideration the information, presented by the Company on the material aspects of the accounting policy of the Company in 2017 and planned changes for 2018.

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

Tatiana Petrovna Dronova - «FOR»

Maxim Mikhailovich Saukh - «FOR»

Alexander Viktorovich Shevchuk - «FOR»

Voting results by filling in the questionnaires:

Alexey Igorevich Pavlov - «FOR»

Oxana Vladimirovna Shatokhina - «FOR»

Total:

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

Decision is taken.

The agenda of the meeting of the Committee on 18.12.2017 was exhausted.
The meeting of the Committee was adjourned.

**Chairperson of the Audit Committee
Shevchuk**

A.V.

**Secretary of the Audit Committee
Lapinskaya**

S.V.