



IDGC OF CENTRE

“INTERREGIONAL DISTRIBUTION GRID COMPANY OF CENTRE”, PUBLIC JOINT-STOCK COMPANY

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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)

29 April 2016

Moscow

No. 06/16

Form of the meeting: absent voting.

Total number of members of the Audit Committee: 7 persons.

Participants of the voting: Y.N. Pankstyanov, T.P. Dronova, D.A. Malkov, 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: 29.04.2016.

AGENDA:

1. On consideration and coordination of the structure and staffing of the internal audit division of IDGC of Centre, PJSC.
2. On prior consideration of the nomination of the head of the internal audit division of IDGC of Centre, PJSC and his or her remuneration.
3. On prior consideration of the Regulation on the structural internal audit division of IDGC of Centre, PJSC.
4. On prior consideration of the budget of the internal audit division of IDGC of Centre, PJSC for 2016.

Item 1: On consideration and coordination of the structure and staffing of the internal audit division of IDGC of Centre, PJSC.

Decision:

To agree upon the structure and staffing of the Internal Audit Department of IDGC of Centre, PJSC in accordance with Appendix # 1 to this decision of the Audit Committee of the Board of Directors of the Company.

Voting results:

Tatiana Petrovna Dronova	- «FOR»
Denis Alexandrovich Malkov	- «FOR»
Yury Nikolayevich Pankstyanov	- «FOR»
Maxim Mikhailovich Saukh	- «FOR»
Roman Alexeyevich Filkin	- «FOR»
Alexander Viktorovich Shevchuk	- «FOR»

Natalia Ilyinichna Erpsher - «FOR»

Total:

«FOR»	- «7»
«AGAINST»	- «0»
«ABSTAINED»	- «0»

Decision is taken.

Item 2. On prior consideration of the nomination of the head of the internal audit division of IDGC of Centre, PJSC and his or her remuneration.

Decision:

1. To agree upon the nomination of Svetlana Valeryevna Shpakova for the position of the head of the Internal Audit Department of IDGC of Centre, PJSC and the remuneration of the head of the Internal Audit Department of IDGC of Centre, PJSC in accordance with Appendix # 2 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 take the following decision:

- «1. To approve Svetlana Valeryevna Shpakova for the position of the head of the Internal Audit Department of IDGC of Centre, PJSC and determine the remuneration of the head of the Internal Audit Department of IDGC of Centre, PJSC in accordance with the Appendix.*
- 2. To assign General Director of the Company to appoint Svetlana Valeryevna Shpakova for the position of the head of the Internal Audit Department of IDGC of Centre, PJSC.*

Voting results:

Tatiana Petrovna Dronova	- «FOR»
Denis Alexandrovich Malkov	- «FOR»
Yury Nikolayevich Pankstyanov	- «FOR»
Maxim Mikhailovich Saukh	- «FOR»
Roman Alexeyevich Filkin	- «FOR»
Alexander Viktorovich Shevchuk	- «FOR»
Natalia Ilyinichna Erpsher	- «FOR»

Total:

«FOR»	- «7»
«AGAINST»	- «0»
«ABSTAINED»	- «0»

Decision is taken.

Item 3: On prior consideration of the Regulation on the structural internal audit division of IDGC of Centre, PJSC.

Decision:

1. To agree upon the Regulation on the Internal Audit Department of IDGC of Centre, PJSC in accordance with Appendix # 3 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 take the following decision:

- «1. To approve the Regulation on the Internal Audit Department of IDGC of Centre, PJSC in accordance with the Appendix.*
- 2. To recommend to General Director of the Company to approve the Regulation on the Internal Audit Department of IDGC of Centre, PJSC in accordance with the Appendix».*

Voting results:

Tatiana Petrovna Dronova	- «FOR»
Denis Alexandrovich Malkov	- «FOR»

Yury Nikolayevich Pankstyanov	- «FOR»
Maxim Mikhailovich Saukh	- «FOR»
Roman Alexeyevich Filkin	- «FOR»
Alexander Viktorovich Shevchuk	- «FOR»
Natalia Ilyinichna Erpsher	- «FOR»

Total:

«FOR»	- «7»
«AGAINST»	- «0»
«ABSTAINED»	- «0»

Decision is taken.

Item 4. On prior consideration of the budget of the internal audit division of IDGC of Centre, PJSC for 2016.

Decision:

1. To agree upon the Budget of the Internal Audit Department of IDGC of Centre, PJSC for 2016 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 take the following decision:

«To approve the budget of the Internal Audit Department of IDGC of Centre, PJSC for 2016 in accordance with the Appendix».

Voting results:

Tatiana Petrovna Dronova	- «FOR»
Denis Alexandrovich Malkov	- «FOR»
Yury Nikolayevich Pankstyanov	- «FOR»
Maxim Mikhailovich Saukh	- «FOR»
Roman Alexeyevich Filkin	- «FOR»
Alexander Viktorovich Shevchuk	- «FOR»
Natalia Ilyinichna Erpsher	- «FOR»

Total:

«FOR»	- «7»
«AGAINST»	- «0»
«ABSTAINED»	- «0»

Decision is taken.

Appendices:

1. The structure and staffing of the Internal Audit Department of IDGC of Centre, PJSC (Appendix # 1).
2. The remuneration of the head of the Internal Audit Department of IDGC of Centre, PJSC (Appendix # 2).
3. The Regulation on the Internal Audit Department of IDGC of Centre, PJSC (Appendix # 3).
4. The Budget of the Internal Audit Department of IDGC of Centre, PJSC for 2016 (Appendix # 3).

**Chairperson of the Audit Committee
of the Board of Directors of IDGC of Centre, PJSC**

Y.N. Pankstyanov

**Secretary of the Audit Committee
of the Board of Directors of IDGC of Centre, PJSC**

S.V. Lapinskaya