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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)

31 July 2019

Moscow

No. 13/19

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 E.B. Sinitsyna was taken into account at drawing up of the minutes.

Date of the minutes: 31.07.2019.

AGENDA:

1. On election of Deputy Chairperson of the Audit Committee of the Board of Directors of IDGC of Centre, PJSC.
2. On election of Secretary of the Audit Committee of the Board of Directors of IDGC of Centre, PJSC.
3. On involvement of an expert to participate in the activity of the Audit Committee of the Board of Directors of IDGC of Centre, PJSC.
4. On approval of the Work Plan of the Audit Committee of the Board of Directors of IDGC of Centre, PJSC for the 2019-2020 corporate year.
5. On preliminary consideration of the budget of the Audit Committee for 2H 2019.
6. On preliminary review of the organizational structure and headcount of the Internal Audit Department of IDGC of Centre, PJSC.

Item 1: On election of Deputy Chairperson of the Audit Committee of the Board of Directors of IDGC of Centre, PJSC.

Decision:

To elect Maxim Mikhailovich Saukh - Head of Corporate Affairs Office of Corporate Governance Department of PJSC «Rosseti» as Deputy Chairperson of the Audit Committee of the Board of Directors of IDGC of Centre, PJSC.

Voting results:

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

Total:

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

Decision is taken.

A dissenting opinion was received on this item from a member of the Audit Committee of the Board of Directors of the Company, A.V. Shevchuk (Appendix # 4).

Item 2: On election of Secretary of the Audit Committee of the Board of Directors of IDGC of Centre, PJSC.

Decision:

To elect Svetlana Vladimirovna Lapinskaya – Corporate Secretary, Head of Corporate Events Office of Corporate Governance Department of IDGC of Centre, PJSC as Secretary of the Audit Committee of the Board of Directors of IDGC of Centre, PJSC.

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 3: On involvement of an expert to participate in the activity of the Audit Committee of the Board of Directors of IDGC of Centre, PJSC.

Decision:

To involve Tatyana Viktorovna Zaitseva – Deputy Head of Internal Audit Directorate of PJSC «Rosseti», to participate in the activity of the Audit Committee of the Board of Directors of IDGC of Centre, PJSC as an expert.

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 4: On approval of the Work Plan of the Audit Committee of the Board of Directors of IDGC of Centre, PJSC for the 2019-2020 corporate year.

Decision:

To approve the Work Plan of the Audit Committee of the Board of Directors of IDGC of Centre, PJSC for the 2019-2020 corporate year 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 - «FOR»

Total:

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

Decision is taken.

A dissenting opinion was received on this item from a member of the Audit Committee of the Board of Directors of the Company, A.V. Shevchuk (Appendix # 4).

Item 5: On preliminary consideration of the budget of the Audit Committee for 2H 2019.

Decision:

To recommend that the Board of Directors of IDGC of Centre, PJSC approve the Budget of the Audit Committee of the Board of Directors of IDGC of Centre, PJSC for 2H 2019 in accordance with Appendix # 2 to this decision of the Audit Committee.

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 6: On preliminary review of the organizational structure and headcount of the Internal Audit Department of IDGC of Centre, PJSC.

Decision:

To agree upon the organizational structure and headcount of the Internal Audit Department in accordance with Appendix # 3 to this decision of the Audit Committee of the Board of Directors of the Company.

Voting results:

Alexander Viktorovich Varvarin - «FOR»

Maxim Mikhailovich Saukh - «FOR»

Alexander Viktorovich Shevchuk - «AGAINST»

Total:

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

Decision is taken.

A dissenting opinion was received on this item from a member of the Audit Committee of the Board of Directors of the Company, A.V. Shevchuk (Appendix # 4).

Appendices:

1. The Work Plan of the Audit Committee of the Board of Directors of IDGC of Centre, PJSC for the 2019-2020 corporate year (Appendix # 1).
2. The Budget of the Audit Committee of the Board of Directors of IDGC of Centre, PJSC for 2H 2019 (Appendix # 2).
3. The organizational structure and headcount of the Internal Audit Department (Appendix # 3).
4. The dissenting opinion of the member of the Audit Committee of the Board of Directors of the Company, A.V. Shevchuk, on agenda items ## 1, 4, 6 (Appendix # 4).

Chairperson of the Audit Committee

A.V. Varvarin

Secretary of the Audit Committee

S.V. Lapinskaya