



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)

18 February 2019

Moscow

No. 02/19

**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:** 18.02.2019.

**AGENDA:**

1. On consideration of the management information «On the execution in 2018 of the Anti-Corruption Policy of the Company».
2. On consideration of the Company's management information «On the results of implementation in IDGC of Centre, PJSC of measures to comply with the requirements of the legislation on countering the misuse of insider information and market manipulation following the results of 2018».
3. On consideration of the Company's management information «On the implementation of the Plans of corrective actions in 2018 to remove deficiencies identified by the Company's Audit Commission, the Company's internal audit, external control (supervision) bodies, on measures taken on the facts of informing on potential cases of unfair acts of employees, as well as results of investigations performed».

**Item 1: On consideration of the management information «On the execution in 2018 of the Anti-Corruption Policy of the Company».**

**Decision:**

To recommend to the Board of Directors of IDGC of Centre, PJSC to take the following decision:

*«To take into consideration the report «On the execution in 2018 of the Anti-Corruption Policy of IDGC of Centre, PJSC» in accordance with the Appendix».*

**Voting results:**

<b>Alexander Viktorovich Varvarin</b>	- «FOR»
<b>Maxim Mikhailovich Saukh</b>	- «FOR»
<b>Alexander Viktorovich Shevchuk</b>	- «FOR»

**Total:**

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

**Decision is taken.**

**Item 2: On consideration of the Company's management information «On the results of implementation in IDGC of Centre, PJSC of measures to comply with the requirements of the legislation on countering the misuse of insider information and market manipulation following the results of 2018».**

**Decision:**

To recommend to the Board of Directors of IDGC of Centre, PJSC to take the following decision:

*«To take into consideration the report «On the results of implementation in IDGC of Centre, PJSC of measures to comply with the requirements of the legislation on countering the misuse of insider information and market manipulation following the results of 2018» in accordance with the Appendix».*

**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 consideration of the Company's management information «On the implementation of the Plans of corrective actions in 2018 to remove deficiencies identified by the Company's Audit Commission, the Company's internal audit, external control (supervision) bodies, on measures taken on the facts of informing on potential cases of unfair acts of employees, as well as results of investigations performed».**

**Decision:**

To take into consideration the Company's management information on the implementation of the Plans of corrective actions in 2018 to remove deficiencies identified by the Company's Audit Commission, the Company's internal audit, external control (supervision) bodies, on measures taken on the facts of informing on potential cases of unfair acts of employees, as well as results of investigations performed, 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.**

**Appendix:** The Company's management information on the implementation of the plans of corrective actions to remove deficiencies identified by the Company's Audit Commission, the Company's internal audit, external control (supervision) bodies (Appendix # 1).

**Chairperson of the Audit Committee**

**A.V. Varvarin**

**Secretary of the Audit Committee**

**S.V. Lapinskaya**