



“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)

30 November 2015

Moscow

No. 11/15

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: 30.11.2015.

AGENDA:

1. On preliminary consideration of the Work Plan of the Internal Audit and Control Department of the Company for 2016.
2. On preliminary consideration of the budget of the Internal Audit and Control Department of the Company for 2016.

Item 1. On preliminary consideration of the Work Plan of the Internal Audit and Control Department of the Company for 2016.

Decision:

1. To approve the Work Plan of the Internal Audit and Control Department of IDGC of Centre, PJSC for 2016 in accordance with Appendix # 1 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 Work Plan of the Internal Audit and Control Department of IDGC of Centre, PJSC for 2016 in accordance with the Appendix to the decision of the Board of Directors».

3. To recommend to Head of the Internal Audit and Control Department of IDGC of Centre, PJSC on the results of the 1st quarter of 2016 to initiate adjustment (if necessary) of the Work Plan of the Internal Audit and Control Department of IDGC of Centre, PJSC in terms of replacement of audits of private institutions with thematic inspections of the Company's branches.

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 preliminary consideration of the budget of the Internal Audit and Control Department of the Company for 2016.

Decision:

1. To agree upon the Budget of the Internal Audit and Control Department of IDGC of Centre, PJSC for 2016 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:

«To approve the Budget of the Internal Audit and Control Department of IDGC of Centre, PJSC for 2016 in accordance with the Appendix to the decision of the Board of Directors».

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	- «ABSTAINED»
Natalia Ilyinichna Erpsher	- «FOR»

Total:

«FOR»	- «6»
«AGAINST»	- «0»
«ABSTAINED»	- «1»

Decision is taken.

Appendices:

1. The draft of the Work Plan of the Internal Audit and Control Department of the Company for 2016 (Appendix # 1).

2. The draft of the budget of the Internal Audit and Control Department of the Company for 2016 (Appendix # 2).

**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