



IDGC OF CENTRE

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

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## MINUTES

of the meeting of the Audit Committee  
of the Board of Directors of IDGC of Centre  
(in the form of absent voting)

29 May 2015

Moscow

No. 08/15

**Form of the meeting:** absent voting.

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

**Participants of the voting:** D.V. Kulikov, Y.N. Mangarov, V.V. Sofyin, R.A. Filkin, O.V. Shatokhina.

**Members who did not provide questionnaires:** none.

**The quorum** is present.

Absence of objections concerning the materials and draft decisions from I.V. Shmakov, an expert of the Audit Committee of the Board of Directors of the Company, was taken into account while drawing up the minutes.

**Date of the minutes:** 01.06.2015.

### AGENDA:

1. On consideration of the report of the Internal Audit and Control Department of the Company «On execution of the Work Plan in 1Q 2015 and the internal audit activity results».
2. On the report of the Audit Committee of the Board of Directors of the Company «On the work performed in 2014-2015 corporate year».

**Item 1. On consideration of the report of the Internal Audit and Control Department of the Company «On execution of the Work Plan in 1Q 2015 and the internal audit activity results».**

#### Decision:

1. To take into consideration the Report of the Internal Audit and Control Department of IDGC of Centre «On execution of the Work Plan in 1Q 2015 and the internal audit activity results» 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 chief executive officer to take into account the results of internal audits while awarding officers of the Company on the results of performance during the reporting period, if necessary, to impose disciplinary measures.

#### Voting results:

<b>Denis Viktorovich Kulikov</b>	- «FOR»
<b>Yury Nikolayevich Mangarov</b>	- «FOR»
<b>Vladimir Vladimirovich Sofyin</b>	- «FOR»
<b>Roman Alexeevich Filkin</b>	- «FOR»
<b>Oxana Vladimirovna Shatokhina</b>	- «FOR»

#### Total:

«FOR»	- «5»
«AGAINST»	- «0»

«ABSTAINED» - «0»

**Decision is taken.**

**Item 2. On the report of the Audit Committee of the Board of Directors of the Company «On the work performed in 2014-2015 corporate year ».**

**Decision:**

1. To approve the Report of the Audit Committee of the Board of Directors of the Company «On the work performed in 2014-2015 corporate year» 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 Company's management to ensure representation of the Report of the Audit Committee of the Board of Directors of the Company «On the work performed in 2014-2015 corporate year» to be considered by the Board of Directors of the Company.

**Voting results:**

<b>Denis Viktorovich Kulikov</b>	- «FOR»
<b>Yury Nikolayevich Mangarov</b>	- «FOR»
<b>Vladimir Vladimirovich Sofyin</b>	- «FOR»
<b>Roman Alexeevich Filkin</b>	- «FOR»
<b>Oxana Vladimirovna Shatokhina</b>	- «FOR»

**Total:**

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

**Decision is taken.**

**Appendices:**

1. The Report of the Internal Audit and Control Department «On execution of the Work Plan in 1Q 2015 and the internal audit activity results» (Appendix # 1).
2. The Report of the Audit Committee «On the work performed in 2014-2015 corporate year» (Appendix # 2).

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

**O.V. Shatokhina**

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

**S.V. Lapinskaya**