

**MINUTES**  
of the meeting of the Audit Committee  
of the Board of Directors of IDGC of Centre, PJSC  
(in the form of absent voting)

22 March 2019

Moscow

No. 06/19

**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:** 22.03.2019.

**AGENDA:**

1. On consideration of the Management and governance letter, presented by the external auditor on the main problems of the financial statements of the Company for 2018, prepared under IFRS, and the Company's management information about material adjustments made on the results of the external audit of the statements.
2. On consideration of the financial statements of the Company for 2018, prepared under IFRS.
3. On evaluation of the effectiveness of the external audit process of the Company's accounting (financial) statements for 2018.

**Item 1. On consideration of the Management and governance letter, presented by the external auditor on the main problems of the financial statements of the Company for 2018, prepared under IFRS, and the Company's management information about material adjustments made on the results of the external audit of the statements.**

**Decision:**

Based on the results of the consideration of the Management and governance letter (auditor's report) of the auditor Ernst & Young LLC to the management and the Audit Committee of the Board of Directors of IDGC of Centre, PJSC on the main problems of accounting and reporting on the results of audits of the consolidated financial statements prepared in accordance with IFRS, for 2018, to note the absence of significant remarks with the external auditor affecting the reliability of the statements.

**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 2. On consideration of the financial statements of the Company for 2018, prepared under IFRS.**

**Decision:**

To take into consideration the consolidated financial statements of IDGC of Centre, PJSC for the year ended 31.12.2018.

**Voting results:**

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

**Total:**

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

**Decision is taken.**

**Item 3. On evaluation of the effectiveness of the external audit process of the Company's accounting (financial) statements for 2018.**

**Decision:**

1. To recognize the Auditor's report and procedures, conducted by Ernst & Young LLC during the audit of the Company's accounting (financial) statements, prepared under RAS, for 2018, in compliance with the terms and conditions of the contract and the requirements of the legislation of the Russian Federation.

2. To recommend to the Board of Directors of the Company to include the Conclusion of the Audit Committee of the Board of Directors of IDGC of Centre, PJSC on the level of efficiency and quality of the external audit process in the list of materials provided to persons entitled to participate in the Annual General Meeting of Shareholders of the Company, 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 Conclusion of the Audit Committee of the Board of Directors of IDGC of Centre, PJSC on the level of efficiency and quality of the external audit process (Appendix # 1).

**Chairperson of the Audit Committee**

**A.V. Varvarin**

**Secretary of the Audit Committee**

**S.V. Lapinskaya**