



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 April 2017

Moscow

No. 05/17

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

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

**Participants of the voting:** O.V. Shatokhina, 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:** 18.04.2017.

**AGENDA:**

1. On preliminary consideration of the Code of Corporate Ethics and Official Conduct of Employees of IDGC of Centre, PJSC.
2. On consideration and coordination of the contents of the section of the Annual Report of the Company «Internal Control System».

**Item 1. On preliminary consideration of the Code of Corporate Ethics and Official Conduct of Employees of IDGC of Centre, PJSC.**

**Decision:**

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

*«1. To approve the internal document of the Company: The Code of Corporate Ethics and Official Conduct of Employees of IDGC of Centre, PJSC in accordance with the Appendix.*

*2. To instruct General Director of the Company to ensure (with the necessary corporate procedures) the adoption of the Code of Corporate Ethics and Official Conduct in the Company's SDCs as a single internal document that defines the basic norms and rules for the conduct of employees of the Company and SDCs.*

*3. To recognize the Code of Conduct of the Company, approved by the decision of the Company's Board of Directors 28.02.2013 (Minutes of 01.03.2013 # 03/13) to have lost its force from the adoption date of this decision».*

**Voting results:**

<b>Oxana Vladimirovna Shatokhina</b>	- «FOR»
<b>Maxim Mikhailovich Saukh</b>	- «FOR»
<b>Roman Alexeyevich Filkin</b>	- «ABSTAINED»
<b>Alexander Viktorovich Shevchuk</b>	- «ABSTAINED»
<b>Natalia Ilyinichna Erpsher</b>	- «FOR»

**Total:**

«FOR»	- «3»
«AGAINST»	- «0»
«ABSTAINED»	- «2»

**Decision is taken.**

**Item 2. On consideration and coordination of the contents of the section of the Annual Report of the Company «Internal Control System».**

**Decision:**

To agree upon the contents of the section of the Annual Report of the Company «Internal Control System» in accordance with Appendix # 1 to this decision of the Audit Committee of the Board of Directors of IDGC of Centre, PJSC».

**Voting results:**

<b>Oxana Vladimirovna Shatokhina</b>	- «FOR»
<b>Maxim Mikhailovich Saukh</b>	- «FOR»
<b>Roman Alexeyevich Filkin</b>	- «FOR»
<b>Alexander Viktorovich Shevchuk</b>	- «ABSTAINED»
<b>Natalia Ilyinichna Erpsher</b>	- «FOR»

**Total:**

«FOR»	- «4»
«AGAINST»	- «0»
«ABSTAINED»	- «1»

**Decision is taken.**

**Appendix:**

The draft of the section of the Annual Report of the Company «Internal Control System».

**Chairperson of the Audit Committee**

**O.V. Shatokhina**

**Secretary of the Audit Committee**

**S.V. Lapinskaya**