



IDGC OF CENTRE

“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)

15 July 2016

Moscow

No. 08/16

**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:** 15.07.2016.

**AGENDA:**

1. On election of Deputy Chairperson of the Audit Committee of the Board of Directors of IDGC of Centre, PJSC.
2. On election of Secretary of the Audit Committee of the Board of Directors of IDGC of Centre, PJSC.
3. On involvement of an expert to participate in the activity of the Audit Committee of the Board of Directors of IDGC of Centre, PJSC.
4. On approval of the Work Plan of the Audit Committee of the Board of Directors of IDGC of Centre, PJSC for 2016-2017 corporate year.
5. On preliminary consideration of the budget of the Audit Committee for 2H 2016 and 1H 2017.
6. On preliminary consideration of the payment of the auditor for the audit of accounting (financial) statements of the Company for 2016.

**Item 1: On election of Deputy Chairperson of the Audit Committee of the Board of Directors of IDGC of Centre, PJSC.**

**Decision:**

To elect Natalia Ilyinichna Erpsher – Head of Organizational Development Office of Personnel Policy and Organizational Development Department of PJSC «Rosseti» as Deputy Chairperson of the Audit Committee of the Board of Directors of IDGC of Centre, PJSC.

**Voting results:**

**Oxana Vladimirovna Shatokhina** - «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.**

**Item 2: On election of Secretary of the Audit Committee of the Board of Directors of IDGC of Centre, PJSC.**

**Decision:**

To elect Svetlana Vladimirovna Lapinskaya - Corporate Secretary, Head of Corporate Events Office of Corporate Governance and Shareholder Relations Department of IDGC of Centre, PJSC as Secretary 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>	- «FOR»
<b>Natalia Ilyinichna Erpsher</b>	- «FOR»

**Total:**

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

**Decision is taken.**

**Item 3: On involvement of an expert to participate in the activity of the Audit Committee of the Board of Directors of IDGC of Centre, PJSC.**

**Decision:**

To involve Marina Alexeyevna Lelekova - Director of Internal Audit and Control Department of PJSC «Rosseti», to participate in the activity of the Audit Committee of the Board of Directors of IDGC of Centre, PJSC as an expert.

**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>	- «FOR»
<b>Natalia Ilyinichna Erpsher</b>	- «FOR»

**Total:**

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

**Decision is taken.**

**Item 4: On approval of the Work Plan of the Audit Committee of the Board of Directors of IDGC of Centre, PJSC for 2016-2017 corporate year.**

**Decision:**

To approve the Work Plan of the Audit Committee of the Board of Directors of the Company for 2016-2017 corporate year in accordance with Appendix # 1 to this decision of the Audit Committee.

**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>	- «FOR»
<b>Natalia Ilyinichna Erpsher</b>	- «FOR»

**Total:**

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

**Decision is taken.**

**Item 5: On preliminary consideration of the budget of the Audit Committee for 2H 2016 and 1H 2017.**

**Decision:**

To recommend to the Board of Directors of IDGC of Centre, PJSC to approve the Budget of the Audit Committee of the Board of Directors of IDGC of Centre, PJSC for 2H 2016 and 1H 2017 in accordance with Appendix # 2 to this decision of the Audit Committee.

**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>	- «FOR»
<b>Natalia Ilyinichna Erpsher</b>	- «FOR»

**Total:**

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

**Decision is taken.**

**Item 6: On preliminary consideration of the payment of the auditor for the audit of accounting (financial) statements of the Company for 2016.**

**Decision:**

To recommend to the Board of Directors of the Company to determine the price of services of the Company's auditor - RSM RUS Ltd. - for the audit of accounting (financial) statements for 2016, prepared under RAS, and for the audit of consolidated financial statements, prepared under IFRS, for the year ended 31.12.2016, in the amount of 2 856 352,91 (Two million eight hundred fifty-six thousand three hundred fifty-two) rubles 91 kopecks, including VAT (18%).

**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>	- «FOR»
<b>Natalia Ilyinichna Erpsher</b>	- «FOR»

**Total:**

«FOR»	- «4»
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«AGAINST»

- «0»

«ABSTAINED»

- «1»

**Decision is taken.**

**Appendices:**

1. The Work Plan of the Audit Committee of the Board of Directors of the Company for 2016-2017 corporate year (Appendix # 1).
2. The Budget of the Audit Committee of the Board of Directors of IDGC of Centre, PJSC for 2H 2016 and 1H 2017 (Appendix # 2).

**Chairperson of the Audit Committee**

**O.V. Shatokhina**

**Secretary of the Audit Committee**

**S.V. Lapinskaya**