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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 joint presence)

11 March 2019

Moscow

No. 05/19

**Form of the meeting:** joint presence.

**Time of the meeting:** 10 hours 00 minutes – 10 hours 55 minutes.

**Place of the meeting:** Moscow, 2nd Yamskaya, 4, Floor 5, Room 507.

Video conference A5-048 at the address: Moscow, Belovezhskaya str. 4 (PJSC «Rosseti»)

**Total number of members of the Audit Committee:** 3 persons.

**Participants of the meeting:** A.V. Varvarin, M.M. Saukh (Video conference).

**The written opinion of the following members was taken into account while defining the results:** A.V. Shevchuk.

**Members who neither participated nor provided questionnaires:** none.

**The quorum** is present.

**Date of the minutes:** 11.03.2019.

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.

The meeting of the Audit Committee was audiotaped (hereinafter – the Committee), which is stored in the materials to the meeting of the Committee.

The meeting of the Committee was opened by Chairperson of the Committee, Alexander Viktorovich Varvarin.

**The following persons from IDGC of Centre were present:**

V.O. Akulichhev - Acting First Deputy General Director

S.V. Shpakova - Head of Internal Audit Department

**The following persons from ROSSETI were present:**

S.V. Kiryukhin - Top Advisor

M.A. Lelekova - Director of Internal Audit and Control Department

After the announcement of a quorum regarding the agenda items, the meeting of the Audit Committee was called to order.

**AGENDA:**

1. On preliminary consideration of the report of General Director and the Management Board of the Company «On the organization and functioning of the internal control system in 2018, including information on the implementation of measures to improve the internal control system».

2. On preliminary consideration of the report of the Internal Audit Division of the Company «Evaluation of the effectiveness of the internal control and risk management systems of the Company in 2018».

**Item 1. On preliminary consideration of the report of General Director and the Management Board of the Company «On the organization and functioning of the internal control system in 2018, including information on the implementation of measures to improve the internal control system».**

**Speaker** – Vitaly Olegovich Akulichev.

**When discussing the report, questions-comments on the report came from A.V. Varvarin, M.M. Saukh, M.A. Lelekova.**

**After the discussion the members of the Audit Committee proceeded to vote.**

**Decision taken at the meeting:**

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

*«1. To take into consideration the report of General Director and the Management Board of the Company «On the organization and functioning of the internal control system in 2018, including information on the implementation of measures to improve the internal control system» in accordance with the Appendix.*

*2. To formulate instructions to the Company's management regarding the further development strategy of the internal control system after considering the results of the external independent assessment of the internal control system of IDGC of Centre, PJSC».*

**Voting results under the decision draft, announced at the meeting:**

**Alexander Viktorovich Varvarin** - «FOR»

**Maxim Mikhailovich Saukh** - «FOR»

**Voting results by filling in the questionnaires:**

**Alexander Viktorovich Shevchuk** - «FOR»

**Total:**

«FOR» - «3»

«AGAINST» - «0»

«ABSTAINED» - «0»

**Decision is taken.**

**Item 2. On preliminary consideration of the report of the Internal Audit Division of the Company «Evaluation of the effectiveness of the internal control and risk management systems of the Company in 2018».**

**Speaker** – Svetlana Valeryevna Shpakova.

**When discussing the report, questions-comments on the report came from A.V. Varvarin, M.A. Lelekova.**

**After the discussion the members of the Audit Committee proceeded to vote.**

**Decision taken at the meeting:**

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

*«To take into consideration the Report of the Internal Auditor of the Company «Evaluation of the effectiveness of the internal control and risk management systems following the results of 2018» in accordance with the Appendix».*

**Voting results under the decision draft, announced at the meeting:**

**Alexander Viktorovich Varvarin** - «FOR»

**Maxim Mikhailovich Saukh** - «FOR»

**Voting results by filling in the questionnaires:**

**Alexander Viktorovich Shevchuk** - «FOR»

**Total:**

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

**Decision is taken.**

**Chairperson of the Audit Committee**

**A.V. Varvarin**

**Secretary of the Audit Committee**

**S.V. Lapinskaya**