



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)

23 March 2016

Moscow

No. 03/16

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

**Total number of members of the Audit Committee:** 7 persons.

**Participants of the voting:** Y.N. Pankstyanov, T.P. Dronova, D.A. Malkov, 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:** 24.03.2016.

**AGENDA:**

1. On preliminary consideration of the Internal Audit Report of the Company «On the effectiveness of the internal control and risk management systems for 2015».

**Item 1. On preliminary consideration of the Internal Audit Report of the Company «On the effectiveness of the internal control and risk management systems for 2015».**

**Decision:**

1. To note the increase of the level of maturity of the internal control system of the Company from the level "Moderate" following the results of evaluation in 2014 to an intermediate level of maturity between "Moderate" and "Optimal" following the results of evaluation of the internal control and risk management systems of the Company for 2015.

2. To recommend to the Board of Directors of the Company:

*«1. To approve the Report on the effectiveness of the internal control and risk management systems of IDGC of Centre, PJSC for 2015.»*

*2. To instruct General Director of the Company:*

*2.1. To develop and no later than 15.04.2016 to implement a set of measures to improve the internal control and risk management systems, ensuring the improvement of the maturity of the internal control and risk management system following the results of 2016.*

*2.2. To submit to the Board of Directors the Report on the implementation of these measures together with the Internal Audit Report of the Company on the effectiveness of the internal control and risk management system in 2016.*

*Deadline: not later than 01.04.2017».*

**Voting results:**

<b>Tatiana Petrovna Dronova</b>	- «FOR»
<b>Denis Alexandrovich Malkov</b>	- «FOR»
<b>Yury Nikolayevich Pankstyanov</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»	- «6»
«AGAINST»	- «0»
«ABSTAINED»	- «1»

**Decision is taken.**

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

**Y.N. Pankstyanov**

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

**S.V. Lapinskaya**