



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)

03 April 2019

Moscow

No. 07/19

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: 03.04.2019.

AGENDA:

1. On preliminary consideration of the nomination of the external auditor of the Company to audit the accounting (financial) statements of the Company for 2019.
2. On consideration and coordination of the contents of the section of the Annual Report of the Company on the Internal Control System.
3. On preliminary consideration of the Methodology for calculating and evaluating the implementation of key performance indicators of the head of the internal audit division of IDGC of Centre, PJSC in a new edition.

Item 1. On preliminary consideration of the nomination of the external auditor of the Company to audit the accounting (financial) statements of the Company for 2019.

Decision:

To recommend to the Board of Directors of IDGC of Centre, PJSC to propose the Annual General Meeting of Shareholders of IDGC of Centre, PJSC to approve Ernst & Young LLC (Sadovnicheskaya nab. 77, bld. 1, 115035, Moscow) as the Company's Auditor, recognized as the winner of an open tender without prequalification of bidders (Minutes of the Procurement Commission from 16.04.2018 № 13/595r).

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 and coordination of the contents of the section of the Annual Report of the Company on the Internal Control System.

Decision:

1. 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.

2. Based on the results of consideration by the Board of Directors of IDGC of Centre, PJSC, of the internal audit evaluation and external independent assessment of the effectiveness of the Company's internal control system, to update the data of the section of the Annual Report «Internal Control System» by the level of maturity of the internal control system and assessment of its effectiveness, as well as disclose information on management measures on the further development of the Company's internal control system.

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 3. On preliminary consideration of the Methodology for calculating and evaluating the implementation of key performance indicators of the head of the internal audit division of IDGC of Centre, PJSC in a new edition.

Decision:

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

«1. To approve the Methodology for calculating and evaluating the implementation of key performance indicators of the head of the internal audit division of IDGC of Centre, PJSC in a new edition in accordance with the Appendix.

2. To instruct General Director of the Company to approve the Methodology for calculating and evaluating the implementation of key performance indicators of the head of the internal audit division of IDGC of Centre, PJSC in a new edition in accordance with the procedure established by IDGC of Centre, PJSC».

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 section of the Annual Report of the Company «Internal Control System» (Appendix #1).

Chairperson of the Audit Committee

A.V. Varvarin

Secretary of the Audit Committee

S.V. Lapinskaya