



“INTERREGIONAL DISTRIBUTION GRID COMPANY OF CENTRE”, PUBLIC JOINT-STOCK COMPANY

2nd Yamskaya, 4, Moscow, Russia, 127018,
Tel: Contact Centre +7 (495) 747-92-92, Fax: +7 (495) 747-92-95,
Power Engineers' Direct Line: 8-800-50-50-115, Trust Line: +7 (495) 747-92-99,
e-mail: posta@mrsk-1.ru; <http://www.mrsk-1.ru>
PSRN 1046900099498 TIN 6901067107

MINUTES
of the meeting of the Audit Committee
of the Board of Directors of IDGC of Centre, PJSC
(in the form of absent voting)

11 July 2017

Moscow

No. 08/17

Form of the meeting: absent voting.

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

Participants of the voting: A.V. Shevchuk, O.V. Shatokhina, T.P. Dronova, A.I. Pavlov, M.M. Saukh.

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: 11.07.2017.

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 2017-2018 corporate year.
5. On preliminary consideration of the budget of the Audit Committee for 2H 2017 and 1H 2018.
6. On preliminary consideration of the payment of the auditor for the audit of accounting (financial) statements of the Company for 2017.

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

Decision:

To elect Oxana Vladimirovna Shatokhina – Deputy General Director for Economy of PJSC «Rosseti» as Deputy Chairperson of the Audit Committee of the Board of Directors of IDGC of Centre, PJSC.

Voting results:

Alexander Viktorovich Shevchuk - «FOR»
Oxana Vladimirovna Shatokhina - «FOR»

Tatiana Petrovna Dronova - «FOR»
Alexey Igorevich Pavlov - «FOR»
Maxim Mikhailovich Saukh - «FOR»

Total:

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

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 – 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:

Alexander Viktorovich Shevchuk - «FOR»
Oxana Vladimirovna Shatokhina - «FOR»
Tatiana Petrovna Dronova - «FOR»
Alexey Igorevich Pavlov - «FOR»
Maxim Mikhailovich Saukh - «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:

Alexander Viktorovich Shevchuk - «FOR»
Oxana Vladimirovna Shatokhina - «FOR»
Tatiana Petrovna Dronova - «FOR»
Alexey Igorevich Pavlov - «FOR»
Maxim Mikhailovich Saukh - «FOR»

Total:

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

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 2017-2018 corporate year.

Decision:

To approve the Work Plan of the Audit Committee of the Board of Directors of IDGC of Centre, PJSC for 2017-2018 corporate year in accordance with Appendix # 1 to this

decision of the Audit Committee.

Voting results:

Alexander Viktorovich Shevchuk	- «FOR»
Oxana Vladimirovna Shatokhina	- «FOR»
Tatiana Petrovna Dronova	- «FOR»
Alexey Igorevich Pavlov	- «FOR»
Maxim Mikhailovich Saukh	- «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 2017 and 1H 2018.

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 2017 and 1H 2018 in accordance with Appendix # 2 to this decision of the Audit Committee.

Voting results:

Alexander Viktorovich Shevchuk	- «FOR»
Oxana Vladimirovna Shatokhina	- «FOR»
Tatiana Petrovna Dronova	- «FOR»
Alexey Igorevich Pavlov	- «FOR»
Maxim Mikhailovich Saukh	- «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 2017.

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 2017, prepared under RAS, and for the audit of consolidated financial statements, prepared under IFRS, for the year ended 31.12.2017, in the amount of 2 856 352,90 (Two million eight hundred fifty-six thousand three hundred fifty-two) rubles 90 kopecks, including VAT (18%).

Voting results:

Alexander Viktorovich Shevchuk	- «FOR»
Oxana Vladimirovna Shatokhina	- «FOR»
Tatiana Petrovna Dronova	- «FOR»
Alexey Igorevich Pavlov	- «FOR»
Maxim Mikhailovich Saukh	- «FOR»

Total:

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

Decision is taken.

Appendices:

1. The Work Plan of the Audit Committee of the Board of Directors of the Company for 2017-2018 corporate year (Appendix # 1).
2. The Budget of the Audit Committee of the Board of Directors of IDGC of Centre, PJSC for 2H 2017 and 1H 2018 (Appendix # 2).

Chairperson of the Audit Committee

A.V. Shevchuk

Secretary of the Audit Committee

S.V. Lapinskaya