

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

18 March 2020

Moscow

No. 03/20

**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 T.V. Zaitseva was taken into account at drawing up of the minutes.

**Date of the minutes:** 18.03.2020.

**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 2019, including information on the implementation of measures to improve the internal control system».
2. On preliminary consideration of the report of the Company's internal audit «Evaluation of the effectiveness of the internal control and risk management systems of the Company in 2019».

**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 2019, including information on the implementation of measures to improve the internal control system».**

**Decision:**

1. To finalize the Report of General Director of IDGC of Centre, PJSC «On the organization and functioning of the internal control system in 2019, including information on the implementation of measures to improve the internal control system» (hereinafter – the Report) in accordance with the proposals according to Appendix # 1 to this decision of the Audit Committee, as well as the inclusion in the Report of information on the performance of the internal control system and information on the achievement of goals at which the implementation of the internal control system is aimed in accordance with the Internal Control Policy.
2. To re-submit the Report to the Audit Committee of IDGC of Centre, PJSC.  
Deadline: no later than 15 calendar days from the date of adoption of this decision.

**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 preliminary consideration of the report of the Company's internal audit «Evaluation of the effectiveness of the internal control and risk management systems of the Company in 2019».**

**Decision:**

To recommend that the Board of Directors of the Company 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 2019» in accordance with Appendix # 2 to this decision of the Audit Committee.

**Voting results:**

<b>Alexander Viktorovich Varvarin</b>	- «FOR»
<b>Maxim Mikhailovich Saukh</b>	- «FOR»
<b>Alexander Viktorovich Shevchuk</b>	- «FOR»

**Total:**

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

**Decision is taken.**

**Appendices:**

1. The proposals to form the Report «On the organization and functioning of the internal control system in 2019, including information on the implementation of measures to improve the internal control system» (Appendix # 1).
2. 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 2019» (Appendix # 2).

**Chairperson of the Audit Committee**

**A.V. Varvarin**

**Secretary of the Audit Committee**

**S.V. Lapinskaya**