



Interregional Distribution Grid Company of Centre,  
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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)

07 February 2017

Moscow

No. 01/17

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

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

**Participants of the voting:** O.V. Shatokhina, 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:** 07.02.2017.

**AGENDA:**

1. On preliminary consideration of the Anti-corruption policy of PJSC «Rosseti» and SDCs of PJSC «Rosseti» in a new edition.
2. On recommendations to the Board of Directors of the Company regarding the item «On amending the Internal Audit Policy of the Company».

**Item 1: On preliminary consideration of the Anti-corruption policy of PJSC «Rosseti» and SDCs of PJSC «Rosseti» 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 Anti-corruption policy in a new edition as an internal document of IDGC of Centre, PJSC (hereinafter – the Company) in accordance with the Appendix.*

*2. To recognize the Anti-corruption policy of PJSC «Rosseti» and SDCs of PJSC «Rosseti», approved by the decision of the Board of Directors of the Company on 30.12.2014 (Minutes dated 30.12.2014 # 30/14) to have lost force from the date of adoption of this decision.*

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

*3.1. To ensure the implementation of the Anti-corruption policy in a new edition in the Company and SDCs.*

*3.2. To develop and approve by the Company's administrative document the Program of anti-corruption activities of the Company for 2017.*

*Deadline: within 1 month from the date of adoption of this decision.*

*3.3. To present to the Board of Directors of the Company information on implementation of items 3.1 and 3.2 of this decision within the framework of a report on implementation of decisions of the Board of Directors of the Company».*

**Voting results:**

**Oxana Vladimirovna Shatokhina** - «FOR»

**Maxim Mikhailovich Saukh** - «FOR»

**Roman Alexeyevich Filkin** - «FOR»

**Alexander Viktorovich Shevchuk** - «ABSTAINED»  
**Natalia Ilyinichna Erpsher** - «FOR»

**Total:**

«FOR»	- «4»
«AGAINST»	- «0»
«ABSTAINED»	- «1»

**Decision is taken.**

**Item 2: On recommendations to the Board of Directors of the Company regarding the item «On amending the Internal Audit Policy of the Company».**

**Decision:**

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

*«To approve the amendments to the Internal Audit Policy of IDGC of Centre, PJSC in accordance with the Appendix».*

**Voting results:**

**Oxana Vladimirovna Shatokhina** - «FOR»  
**Maxim Mikhailovich Saukh** - «FOR»  
**Roman Alexeyevich Filkin** - «ABSTAINED»  
**Alexander Viktorovich Shevchuk** - «FOR»  
**Natalia Ilyinichna Erpsher** - «FOR»

**Total:**

«FOR»	- «4»
«AGAINST»	- «0»
«ABSTAINED»	- «1»

**Decision is taken.**

**Chairperson of the Audit Committee**

**O.V. Shatokhina**

**Secretary of the Audit Committee**

**S.V. Lapinskaya**