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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 joint presence)

16 November 2017

Moscow

No. 13/17

**Form of the meeting:** joint presence.

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

**Place of the meeting:** Moscow, 2nd Yamskaya, 4, floor 5, office 507.

**Time of the meeting:** 10 hours 00 minutes – 11 hours 00 minutes.

**Participants of the meeting:** A.I. Pavlov, M.M. Saukh, A.V. Shevchuk.

**The written opinion of the following members was taken into account while defining the results:** T.P. Dronova, O.V. Shatokhina.

**Members who neither participated nor provided questionnaires:** none.

**The quorum** is present.

**Date of the minutes:** 16.11.2017.

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.

The meeting of the Audit Committee of the Board of Directors of IDGC of Centre, PJSC was opened by Chairperson of the Audit Committee of the Board of Directors of IDGC of Centre, Alexander Viktorovich Shevchuk.

**The following invited persons of PJSC «Rosseti» were present:**

M.A. Lelekova - Director of Internal Audit and Control Department (Expert of the Audit Committee of the Board of Directors of IDGC of Centre, PJSC)

**The following invited persons were present – IDGC of Centre's management:**

A.K. Akhmedova - Deputy General Director for Legal Provision

V.A. Gorev - Deputy General Director for Capital Construction

I.V. Gromova – Deputy General Director for Human Resources and Organizational Design

E.V. Kabanova – Deputy General Director for Development and Sale of Services

A.V. Inozemtsev – Acting Deputy General Director for Economy and Finance

A.V. Pilyugin - First Deputy General Director - Chief Engineer

D.V. Sklyarov – Deputy General Director for Investment

L.A. Sklyarova - Chief Accountant - Head of Financial and Tax Accounting and Reporting Department

S.N. Sharapov - Deputy General Director for Corporate Governance

S.V. Shpakova – Head of Internal Audit Department.

After the announcement of a quorum regarding the agenda items, the meeting of the Audit Committee was called to order.

## **AGENDA:**

1. On consideration of the report of the Internal Audit Department of the Company «On execution of the Work Plan for 9 months of 2017 and results of the internal audit activity».
2. On preliminary consideration of the Work Plan of the Internal Audit Department of the Company for 2018.
3. On preliminary consideration of the budget of the Internal Audit Department of the Company for 2018.
4. On preliminary consideration of KPI of the head of the Internal Audit Department of the Company for 2018.

### **Item 1. On consideration of the report of the Internal Audit Department of the Company «On execution of the Work Plan for 9 months of 2017 and results of the internal audit activity».**

**Speaker** – Svetlana Valeryevna Shpakova.

**In discussing the report the questions and comments were received from M.M. Saukh, M.A. Lelekova, A.V. Shevchuk.**

**After the discussion the members of the Audit Committee of the Board of Directors proceeded to vote.**

#### **Decision taken at the meeting:**

To approve the Report of the Internal Audit Department of IDGC of Centre, PJSC «On execution of the Work Plan for 9 months of 2017 and results of the internal audit activity» in accordance with Appendix # 1 to this decision of the Audit Committee of the Board of Directors of the Company.

#### **Voting results under the decision draft, announced at the meeting:**

**Alexey Igorevich Pavlov** - «FOR»

**Maxim Mikhailovich Saukh** - «FOR»

**Alexander Viktorovich Shevchuk** - «FOR»

#### **Voting results by expression in writing:**

**Tatiana Petrovna Dronova** - «FOR»

**Oxana Vladimirovna Shatokhina** - «FOR»

#### **Total:**

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

**Decision is taken.**

### **Item 2. On preliminary consideration of the Work Plan of the Internal Audit Department of the Company for 2018.**

**Speaker** – Svetlana Valeryevna Shpakova.

**In discussing the report the questions and comments were received from A.V. Shevchuk, M.A. Lelekova.**

**After the discussion the members of the Audit Committee of the Board of Directors proceeded to vote.**

#### **Decision taken at the meeting:**

1. To agree upon the Work Plan of the Internal Audit Department of the Company for 2018 in accordance with Appendix # 2 to this decision of the Audit Committee of the Board of Directors of the Company.

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

*«To approve the Work Plan of the Internal Audit Department of IDGC of Centre, PJSC for*

2018 in accordance with Appendix #\_ to this decision of Board of Directors of the Company».

**Voting results under the decision draft, announced at the meeting:**

**Alexey Igorevich Pavlov** - «FOR»

**Maxim Mikhailovich Saukh** - «FOR»

**Alexander Viktorovich Shevchuk** - «FOR»

**Voting results by expression in writing:**

**Tatiana Petrovna Dronova** - «FOR»

**Oxana Vladimirovna Shatokhina** - «FOR»

**Total:**

«FOR» - «5»

«AGAINST» - «0»

«ABSTAINED» - «0»

**Decision is taken.**

**Item 3. On preliminary consideration of the budget of the Internal Audit Department of the Company for 2018.**

**Speaker** – Svetlana Valeryevna Shpakova.

**In discussing the report the questions and comments were received from A.V. Shevchuk.**

**After the discussion the members of the Audit Committee of the Board of Directors proceeded to vote.**

**Decision taken at the meeting:**

1. To agree upon the Budget of the Internal Audit Department of IDGC of Centre, PJSC for 2018 in accordance with Appendix # 3 to this decision of the Audit Committee of the Board of Directors of the Company.

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

*«To approve the Budget of the Internal Audit Department of IDGC of Centre, PJSC for 2018 in accordance with Appendix #\_ to this decision of Board of Directors of the Company».*

**Voting results under the decision draft, announced at the meeting:**

**Alexey Igorevich Pavlov** - «FOR»

**Maxim Mikhailovich Saukh** - «FOR»

**Alexander Viktorovich Shevchuk** - «FOR»

**Voting results by expression in writing:**

**Tatiana Petrovna Dronova** - «FOR»

**Oxana Vladimirovna Shatokhina** - «FOR»

**Total:**

«FOR» - «5»

«AGAINST» - «0»

«ABSTAINED» - «0»

**Decision is taken.**

**Item 4. On preliminary consideration of KPI of the head of the Internal Audit Department of the Company for 2018.**

**Speaker** – Svetlana Valeryevna Shpakova.

**In discussing the report the questions and comments were received from A.V. Shevchuk, M.A. Lelekova, A.I. Pavlov.**

**After the discussion the members of the Audit Committee of the Board of Directors proceeded to vote.**

**Decision taken at the meeting:**

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 performance of key performance indicators of the head of the internal audit department of IDGC of Centre, PJSC in accordance with Appendix #\_ to this decision of Board of Directors of the Company.*

*2. To determine the target values of the key performance indicators of Director of the Internal Audit Department of IDGC of Centre, PJSC in accordance with Appendix #\_ to this decision of the Board of Directors of the Company.*

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

*3.1. To approve the Methodology for calculating and evaluating the performance of the key performance indicators of the head of the internal audit department of IDGC of Centre, PJSC, specified in paragraphs 1 and 2 of this decision, the target values of the key performance indicators of Director of the Internal Audit Department of the Company, in the order established in IDGC of Centre, PJSC.*

*3.2. To ensure the adaptation and inclusion of the KPI of the head of the internal audit department in the current incentive system for employees of IDGC of Centre, PJSC in relation to the heads of organizational and structural units within the Internal Audit Department of the Company».*

**Voting results under the decision draft, announced at the meeting:**

**Alexey Igorevich Pavlov** - «FOR»

**Maxim Mikhailovich Saukh** - «FOR»

**Alexander Viktorovich Shevchuk** - «FOR»

**Voting results by expression in writing:**

**Tatiana Petrovna Dronova** - «FOR»

**Oxana Vladimirovna Shatokhina** - «FOR»

**Total:**

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

**Decision is taken.****Appendices:**

1. The Report of the Internal Audit Department of IDGC of Centre, PJSC «On execution of the Work Plan for 9 months of 2017 and results of the internal audit activity» (Appendix # 1).

2. The Work Plan of the Internal Audit Department of IDGC of Centre, PJSC for 2018 (Appendix # 2).

3. The budget of the Internal Audit Department of IDGC of Centre, PJSC for 2018 (Appendix # 3).

**Chairperson of the Audit Committee**

**A.V. Shevchuk**

**Secretary of the Audit Committee**

**S.V. Lapinskaya**