

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

29 March 2021

Moscow

No. 04/21

Form of the meeting: absent voting.

Total number of members of the Audit Committee: 3 persons.

Participants of the voting: A.I. Kazakov, L.A. Romanovskaya, 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 was taken into account at drawing up of the minutes.

Date of the minutes: 29.03.2021.

AGENDA:

1. On preliminary consideration of the report of General Director of the Company «On the execution in 2020 of the Anti-Corruption Policy of the Company».
2. On preliminary consideration of the report of General Director of the Company «On the results of implementation in IDGC of Centre, PJSC of measures to comply with the requirements of the legislation on countering the misuse of insider information and market manipulation following the results of 2020».
3. On consideration of the information of the Company's management «On the implementation of the Corrective Action Plans to eliminate deficiencies identified by the Audit Commission of the Company, the internal audit of the Company, external control (supervision) bodies, on the implementation of measures taken on facts of informing about potential cases of unfair actions of employees, as well as results of investigations for 2020».
4. On consideration of the Management and governance letter, presented by the external auditor on the main problems of the financial statements of the Company for 2020, prepared under RAS, and information of the Company's management on material adjustments made as a result of the external audit of the statements.
5. On preliminary consideration of the draft of the financial statements of the Company for 2020, prepared under RAS.
6. On consideration of the information of the Company's management for non-standard transactions and events, as well as the formation of provision for doubtful debts and estimated liabilities.
7. On consideration of the Plan for maintaining the efficiency and development of the internal control system and the risk management system of IDGC of Centre, PJSC.

Item 1. On preliminary consideration of the report of General Director of the Company «On the execution in 2020 of the Anti-Corruption Policy of the Company».

Decision:

To recommend that the Board of Directors of IDGC of Centre, PJSC take the following decision:
«*To take into consideration the report of General Director of the Company «On the execution in 2020 of the Anti-Corruption Policy of the Company» as part of the report of General Director of the Company on implementation in 4Q 2020 of decisions taken at the meetings of the Board of Directors of the Company in accordance with the Appendix».*»

Voting results:

Alexander Ivanovich Kazakov	- «FOR»
Larisa Anatolievna Romanovskaya	- «FOR»
Alexander Viktorovich Shevchuk	- «FOR»

Total:

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

Decision is taken.

Item 2. On preliminary consideration of the report of General Director of the Company «On the results of implementation in IDGC of Centre, PJSC of measures to comply with the requirements of the legislation on countering the misuse of insider information and market manipulation following the results of 2020».

Decision:

To recommend that the Board of Directors of IDGC of Centre, PJSC take the following decision: «To take into consideration the report of General Director of the Company «On the results of implementation in IDGC of Centre, PJSC of measures to comply with the requirements of the legislation on countering the misuse of insider information and market manipulation following the results of 2020» as part of the report of General Director of the Company on implementation in 4Q 2020 of decisions taken at the meetings of the Board of Directors of the Company in accordance with the Appendix».

Voting results:

Alexander Ivanovich Kazakov	- «FOR»
Larisa Anatolievna Romanovskaya	- «FOR»
Alexander Viktorovich Shevchuk	- «FOR»

Total:

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

Decision is taken.

Item 3. On consideration of the information of the Company's management «On the implementation of the Corrective Action Plans to eliminate deficiencies identified by the Audit Commission of the Company, the internal audit of the Company, external control (supervision) bodies, on the implementation of measures taken on facts of informing about potential cases of unfair actions of employees, as well as results of investigations for 2020».

Decision:

1. To take into consideration the information of IDGC of Centre's management on the implementation of the Corrective Action Plans to eliminate deficiencies identified by the Audit Commission of the Company, the internal audit of the Company, external control (supervision) bodies, on the implementation of measures taken on facts of informing about potential cases of unfair actions of employees, as well as results of investigations for 2020 in accordance with Appendix # 1 to this decision of the Audit Committee.

2. To note the low quality of preparation of the information of the Company's management submitted for consideration by the Audit Committee of IDGC of Centre, PJSC «On the implementation of the corrective action plans to eliminate deficiencies identified by the Audit Commission of the Company, the internal audit of the Company, external control (supervision) bodies, on the implementation of measures taken on facts of informing about potential cases of unfair actions of employees, as well as results of investigations for 2020» in terms of information on the implementation of measures taken on the facts of informing about potential cases of unfair actions of employees, as well as the results of investigations.

Voting results:

Alexander Ivanovich Kazakov	- «FOR»
Larisa Anatolievna Romanovskaya	- «FOR»
Alexander Viktorovich Shevchuk	- «ABSTAINED»

Total:

«FOR»	- «2»
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«AGAINST»	- «0»
«ABSTAINED»	- «1»

Decision is taken.

Item 4. On consideration of the Management and governance letter, presented by the external auditor on the main problems of the financial statements of the Company for 2020, prepared under RAS, and information of the Company's management on material adjustments made as a result of the external audit of the statements.

Decision:

To take into consideration the Management and governance letter (auditor's report) to the management and the Audit Committee of the Board of Directors of IDGC of Centre, PJSC based on the results of the audit of financial statements prepared under RAS for 2020 and the information of the Company's management on the absence of adjustments based on the audit results of the statements.

Voting results:

Alexander Ivanovich Kazakov - «FOR»

Larisa Anatolievna Romanovskaya - «FOR»

Alexander Viktorovich Shevchuk - «FOR»

Total:

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

Decision is taken.

Item 5. On preliminary consideration of the draft of the financial statements of the Company for 2020, prepared under RAS.

Decision:

1. To take into consideration the draft of the financial statements of the Company for 2020, prepared under RAS, in accordance with Appendix # 2 to this decision of the Audit Committee.
2. To recommend that the Board of Directors of IDGC of Centre, PJSC submit for approval by the Annual General Meeting of Shareholders of the Company the annual financial statements of the Company for 2020, prepared under RAS.

Voting results:

Alexander Ivanovich Kazakov - «FOR»

Larisa Anatolievna Romanovskaya - «FOR»

Alexander Viktorovich Shevchuk - «ABSTAINED»

Total:

«FOR»	- «2»
«AGAINST»	- «0»
«ABSTAINED»	- «1»

Decision is taken.

Item 6. On consideration of the information of the Company's management for non-standard transactions and events, as well as the formation of provision for doubtful debts and estimated liabilities.

Decision:

To take into consideration IDGC of Centre's management's information for non-standard transactions and events, as well as the formation of provision for doubtful debts and estimated liabilities for 2020 in accordance with Appendix # 3 to this decision of the Audit Committee.

Voting results:

Alexander Ivanovich Kazakov - «FOR»

Larisa Anatolievna Romanovskaya - «FOR»

Alexander Viktorovich Shevchuk - «ABSTAINED»

Total:

«FOR»	- «2»
«AGAINST»	- «0»
«ABSTAINED»	- «1»

Decision is taken.

Item 7. On consideration of the Plan for maintaining the efficiency and development of the internal control system and the risk management system of IDGC of Centre, PJSC.

Decision:

1. To approve the Plan for maintaining the efficiency and development of the internal control system and the risk management system of IDGC of Centre, PJSC (hereinafter – the Plan) in terms of measures to improve the internal control system in accordance with Appendix # 4 to this decision of the Audit Committee.

2. Subject to the approval of the Plan by the Strategy Committee of the Board of Directors of IDGC of Centre, PJSC, to recommend that the Board of Directors of the Company take the following decisions:

«1. To approve the Plan for maintaining the efficiency and development of the internal control system and the risk management system of IDGC of Centre, PJSC in accordance with the Appendix.

2. To recognize as invalid the decisions of the Board of Directors of IDGC of Centre, PJSC on item # 3 «On approval of the Action Plan to maintain the efficiency and development of the internal control system of IDGC of Centre, PJSC» (Minutes # 30/19 of 16.09.2019) and on item # 5 «On approval of the Plan for development and improvement of the risk management system of IDGC of Centre, PJSC» (Minutes # 48/19 of 30.12.2019) from the date of this decision.

3. To instruct General Director of IDGC of Centre, PJSC to ensure that the Board of Directors of IDGC of Centre, PJSC is informed annually about the implementation of the Plan for maintaining the efficiency and development of the internal control system and risk management system of IDGC of Centre, PJSC as part of reports of the executive bodies on the organization, operation and effectiveness of the internal control system and risk management system».

Voting results:

Alexander Ivanovich Kazakov	- «FOR»
Larisa Anatolievna Romanovskaya	- «FOR»
Alexander Viktorovich Shevchuk	- «ABSTAINED»

Total:

«FOR»	- «2»
«AGAINST»	- «0»
«ABSTAINED»	- «1»

Decision is taken.

Appendices:

1. The information of IDGC of Centre's management on the implementation of the Corrective Action Plans to eliminate deficiencies identified by the Audit Commission of the Company, the internal audit of the Company, external control (supervision) bodies, on the implementation of measures taken on facts of informing about potential cases of unfair actions of employees, as well as results of investigations for 2020 (Appendix # 1).

2. The draft of the financial statements of the Company for 2020, prepared under RAS (Appendix # 2).

3. IDGC of Centre's management's information for non-standard transactions and events, as well as the formation of provision for doubtful debts and estimated liabilities for 2020 (Appendix # 3).

4. The Plan for maintaining the efficiency and development of the internal control system and the risk management system of IDGC of Centre, PJSC in terms of measures to improve the internal control system (Appendix # 4).

Chairperson of the Audit Committee

A.I. Kazakov

Secretary of the Audit Committee

S.V. Lapinskaya