



Interregional Distribution Grid Company of Centre,
Public Joint-Stock Company
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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)

20 April 2018

Moscow

No. 05/18

Form of the meeting: absent voting.

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

Participants of the voting: T.P. Dronova, A.I. Pavlov, M.M. Saukh, O.V. Shatokhina, 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 M.A. Lelekova was taken into account at drawing up of the minutes.

Date of the minutes: 20.04.2018.

AGENDA:

1. Preliminary consideration of the nomination of the external auditor of the Company to audit the accounting (financial) statements of the Company for 2018.
2. On consideration and coordination of the contents of the section of the Annual Report of the Company on the Internal Control System.

Item 1. Preliminary consideration of the nomination of the external auditor of the Company to audit the accounting (financial) statements of the Company for 2018.

Decision:

1. To take into consideration the decision of the Procurement Commission on holding with the Winner of the open tender of pre-contract negotiations to reduce the cost of the bid (Minutes from 16.04.2018 № 13/595r).
2. Management of IDGC of Centre, PJSC, to inform the members of the Audit Committee of the Board of Directors of the Company about the results of pre-contract negotiations with the Winner of the open tender for reducing the cost of the bid.

Deadline: no later than 30.04.2018.

3. To recommend to the Board of Directors of IDGC of Centre, PJSC to propose the Annual General Meeting of Shareholders of IDGC of Centre, PJSC to approve Ernst & Young LLC (Sadovnicheskaya nab. 77, bld. 1, 115035, Moscow) as the Company's Auditor, recognized as the winner of an open tender without prequalification of bidders (Minutes of the Procurement Commission from 16.04.2018 № 13/595r).

Voting results:

Alexander Viktorovich Shevchuk	- «ABSTAINED»
Oxana Vladimirovna Shatokhina	- «FOR»
Tatiana Petrovna Dronova	- «FOR»

Alexey Igorevich Pavlov - «FOR»
Maxim Mikhailovich Saukh - «FOR»

Total:

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

Decision is taken.

The following dissenting opinion on this item was received from Chairperson of the Audit Committee, A.V. Shevchuk: *«The price has not been approved yet, the tender was held not by the company, but by Rosseti, while assignments are given to the company's management. If there is a question of rebidding, then why there is no rebidding with other participants who are not inferior to the qualitative characteristics of E&Y».*

Item 2. On consideration and coordination of the contents of the section of the Annual Report of the Company on the Internal Control System.

Decision:

1. To agree upon the contents of the section of the Annual Report of the Company «Internal Control System» in accordance with Appendix # 1 to this decision of the Audit Committee of the Board of Directors of IDGC of Centre, PJSC.
2. Based on the results of consideration by the Board of Directors of IDGC of Centre, PJSC of the internal audit evaluation of the effectiveness of the internal control system for 2017, to update the data of the section «Internal Control System» regarding the level of maturity of the internal control system.

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.

Appendix: The section of the Annual Report of the Company «Internal Control System» (Appendix # 1).

Chairperson of the Audit Committee

A.V. Shevchuk

Secretary of the Audit Committee

S.V. Lapinskaya