



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)

30 January 2019

Moscow

No. 01/19

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 E.B. Sinitsyna was taken into account at drawing up of the minutes.

Date of the minutes: 30.01.2019.

AGENDA:

1. On consideration of the internal audit information on the results of the audit of identification and sale of non-core assets of the Company in 2018.
2. On preliminary consideration of the budget of the Audit Committee of the Board of Directors of the Company for 1H 2019.
3. On consideration of the candidacy of an independent organization for provision of services for independent evaluation of the effectiveness of the internal control system.

Item 1: On consideration of the internal audit information on the results of the audit of identification and sale of non-core assets of the Company in 2018.

Decision:

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

«1. To take into consideration Auditor's report № 01-2019-«IDGC of Centre» of 15.01.2019 «Evaluation of the implementation of the non-core asset disposal program and the action plan for the sale of non-core assets at IDGC of Centre, PJSC» in accordance with the Appendix.

2. To recommend to the Company's management:

2.1. To ensure the implementation of the recommendations of the internal audit based on the results of the audit.

2.2. To ensure an increase in the effectiveness of the implementation of the non-core asset disposal program and the plan for the sale of non-core assets».

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 budget of the Audit Committee of the Board of Directors of the Company for 1H 2019.

Decision:

To recommend to the Board of Directors of IDGC of Centre, PJSC to approve the Budget of the Audit Committee of the Board of Directors of IDGC of Centre, PJSC for 1H 2019 in accordance with Appendix # 1 to this decision of the Audit Committee.

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 3: On consideration of the candidacy of an independent organization for provision of services for independent evaluation of the effectiveness of the internal control system.

Decision:

To take into consideration the information of the Company on holding of independent evaluation of the effectiveness of the internal control system of IDGC of Centre, PJSC by the Consortium of Ernst & Young LLC - evaluation and consulting services and RSM RUS LLC.

Voting results:

Alexander Viktorovich Varvarin - «FOR»

Maxim Mikhailovich Saukh - «FOR»

Alexander Viktorovich Shevchuk - «ABSTAINED»

Total:

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

Decision is taken.

A dissenting opinion on this agenda item was received from a member of the Audit Committee of the Board of Directors of the Company, A.V. Shevchuk (Appendix #2).

Appendices:

1. The Budget of the Audit Committee of the Board of Directors of IDGC of Centre, PJSC for 1H 2019 (Appendix # 1).

2. The dissenting opinion of the member of the Audit Committee of the Board of Directors of the Company, A.V. Shevchuk, regarding item # 3 of the meeting agenda of the Audit Committee of the Board of Directors of the Company (Appendix # 2).

Chairperson of the Audit Committee

A.V. Varvarin

Secretary of the Audit Committee

S.V. Lapinskaya