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## AUDIT COMMITTEE

### Protocol # KA - 23 Of Audit Committee session IDGC of Urals, OAO

December 12, 2012  
Session form:

Ekaterinburg  
absentee voting (by questionnaires)

The following Committee members took part in the session: A.V. Demidov, I.V. Khvalin, K.M. Yushkov, D.S. Fedorov.

Quorum for decision-taking on all agenda issues reached.

#### **Agenda:**

1. Adjustment of the IA&RMD working plan for 2012.
2. Review of a report prepared by IA&RM Department as of 3Q 2012.
3. Review of a report prepared by IA&RM Department on the control of protection and circulation of insider information as of 3Q 2012.
4. Review of a progress report dealing with the implementation of documents aimed at the perfection and development of internal control, audit and risk management in IDGC of Urals in 3Q 2012.
5. Review of a candidate for the position of external auditor dealing with the preparation of IAS 2012 financial statements.
6. Review of 9M 2012 RAS financial statements.
7. Appraisal of the market value of the property – uncompleted facility, type: non-residential, inventory number: 38245, located at: 6 Brodokalmakskyi, Chelyabinsk, the Chelyabinsk region, - owned by IDGC of Urals.

#### **Issue 1: Adjustment of the IA&RMD working plan for 2012.**

##### **Resolution:**

To approve the adjusted working plan of IA&RM Department for 2012 according to the Appendix hereof.

##### **Voting results:**

“FOR” – 4 (Four) votes: A.V. Demidov, I.V. Khvalin, K.M. Yushkov, D.S. Fedorov.

“AGAINST” - 0 (Zero) votes.

“ABSTAIN” - 0 (Zero) votes.

**The resolution is adopted unanimously.**

#### **Issue 2: Review of a report prepared by IA&RM Department as of 3Q 2012.**

##### **Resolution:**

To take into account a report prepared by IA&RM Department as of 3Q 2012 according to the Appendix hereof.

##### **Voting results:**

“FOR” – 4 (Four) votes: A.V. Demidov, I.V. Khvalin, K.M. Yushkov, D.S. Fedorov.

“AGAINST” - 0 (Zero) votes.

“ABSTAIN” - 0 (Zero) votes.

**The resolution is adopted unanimously.**

**Issue 3: Review of a report prepared by IA&RM Department on the control of protection and circulation of insider information as of 3Q 2012.**

**Resolution:**

To take into account a report prepared by IA&RM Department on the control of protection and circulation of insider information as of 3Q 2012 according to the Appendix hereof.

**Voting results:**

“FOR” – 4 (Four) votes: A.V. Demidov, I.V. Khvalin, K.M. Yushkov, D.S. Fedorov.

“AGAINST” - 0 (Zero) votes.

“ABSTAIN” - 0 (Zero) votes.

**The resolution is adopted unanimously.**

**Issue 4: Review of a progress report dealing with the implementation of documents aimed at the perfection and development of internal control, audit and risk management in IDGC of Urals in 3Q 2012.**

**Resolution:**

1. To take into account a progress report prepared by IA&RM Department dealing with the implementation of integrated system of internal control and risk management as of 3Q 2012.
2. To take into account a report prepared by IA&RM Department on the significant risks of IDGC of Urals in 3Q 2012.

**Voting results:**

“FOR” – 4 (Four) votes: A.V. Demidov, I.V. Khvalin, K.M. Yushkov, D.S. Fedorov.

“AGAINST” - 0 (Zero) votes.

“ABSTAIN” - 0 (Zero) votes.

**The resolution is adopted unanimously.**

**Issue 5: Review of a candidate for the position of external auditor dealing with the preparation of IAS 2012 financial statements.**

**Resolution:**

To approve a candidate for the position of external auditor dealing with the preparation of IAS 2012 financial statements.

**Voting results:**

“FOR” – 3 (Three) votes: A.V. Demidov, I.V. Khvalin, K.M. Yushkov.

“AGAINST” - 0 (Zero) votes.

“ABSTAIN” - 1 (One) vote: D.S. Fedorov.

**The resolution is adopted by the majority of votes.**

**Issue 6: Review of 9M 2012 RAS financial statements.**

**Resolution:**

To take into account 9M 2012 RAS financial statements.

**Voting results:**

“FOR” – 4 (Four) votes: A.V. Demidov, I.V. Khvalin, K.M. Yushkov, D.S. Fedorov.

“AGAINST” - 0 (Zero) votes.

“ABSTAIN” - 0 (Zero) votes.

**The resolution is adopted unanimously.**

**Issue 7: Appraisal of the market value of the property – uncompleted facility, type: non-residential, inventory number: 38245, located at: 6 Brodokalmakskiy, Chelyabinsk, the Chelyabinsk region, - owned by IDGC of Urals.**

**Resolution:**

1. To take into account a report #3482-N prepared by Professional Center for Appraisal and Expertise, ZAO (Moscow) on the appraisal of uncompleted facility, type: non-residential, inventory number: 38245, located at: 6 Brodokalmakskiy, Chelyabinsk, the Chelyabinsk region, - owned by IDGC of Urals.
2. To recommend to approve for sale the usage of the appraisal results of market value of the following property – uncompleted facility, type: non-residential, inventory number: 38245, located at: 6 Brodokalmakskiy, Chelyabinsk, the Chelyabinsk region.

**Voting results:**

“FOR” – 3 (Three) votes: A.V. Demidov, I.V. Khvalin, D.S. Fedorov.

“AGAINST” - 0 (Zero) votes.

“ABSTAIN” - 1 (One) vote: K.M. Yushkov.

**The resolution is adopted by the majority of votes.**

**The Committee Chairperson**

**A.V. Demidov**

**The Committee Secretary**

**D.V. Tikhanov**

The Protocol was compiled on: 14.12. 2012.