

AUDIT COMMITTEE

MINUTES OF THE COMMITTEE MEETING No. KA -105 OAO IDGC of Urals

15 August 2019

Yekaterinburg

Meeting form:

in-absentia (by ballots)

Participants:

Aleksandr Viktorovich Shevchuk	Association of Institutional Investors' Executive Director, Chair of the Committee;
Yury Kazbekovich Zafesov	PAO Rosseti's Procurement Department Director;
Roman Avgustovich Dmitrik	OOO ESIH's General Director;
Yuri Vladimirovich Goncharov	PAO Rosseti's Chief Advisor;
Tatyana Aleksandrovna Ivanova	PAO Rosseti's Tariff Department Deputy Director

Meeting attendance: 5 / 5. A quorum for decision-making on agenda issues is duly constituted.

Committee Secretary:

Dmitry Vyacheslavovich Tikhanov	OAO IDGC of Urals' Head of Corporate Events Section of Corporate Governance and Stockholder Relations Department.
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Agenda:

1. Election of the Deputy Chair of the Committee.
2. Election of the Committee Secretary.
3. Engagement of an expert into activities of the Committee.
4. Adoption of the Committee action plan for CY2019-2020.
5. Preliminary examination of the Committee budget for 2H2019 and 1H2020.
6. Preliminary examination of the action plan regarding maintenance of efficiency and development of the Company's internal control system.

Agenda item No.1: Election of the Deputy Chair of the Committee.

Resolution:

To elect OOO ESIH's General Director Roman Avgustovich Dmitrik to serve as the Deputy Chair of the Committee.

Voting results:

"FOR" - 5 (Five) votes: T.A. Ivanova, Y.K. Zafesov, Y.V. Goncharov, A.V. Shevchuk, R.A. Dmitrik.

"AGAINST" - 0 (Zero) votes.

"ABSTAIN" - 0 (Zero) votes.

PASSED UNANIMOUSLY.

Agenda item No.2: Election of the Committee Secretary.

Resolution:

To elect Dmitry Vyacheslavovich Tikhanov, OAO IDGC of Urals' Head of Corporate Events Section of Corporate Governance and Stockholder Relations Department, to serve as the Committee Secretary.

Voting results:

"FOR" - 5 (Five) votes: T.A. Ivanova, Y.K. Zafesov, Y.V. Goncharov, A.V. Shevchuk, R.A. Dmitrik.

"AGAINST" - 0 (Zero) votes.

"ABSTAIN" - 0 (Zero) votes.

PASSED UNANIMOUSLY.

Agenda item No.3: Engagement of an expert into activities of the Committee.

Resolution:

To engage PAO Rosseti's Deputy Head of Internal Audit Directorate Tatyana Viktorovna Zaytseva into activities of the Committee as a Committee expert.

Voting results:

"FOR" - 5 (Five) votes: T.A. Ivanova, Y.K. Zafesov, Y.V. Goncharov, A.V. Shevchuk, R.A. Dmitrik.

"AGAINST" - 0 (Zero) votes.

"ABSTAIN" - 0 (Zero) votes.

PASSED UNANIMOUSLY.

Agenda item No.4: Adoption of the Committee action plan for CY2019-2020.

Resolution:

To adopt the Committee action plan for CY2019-2020, as stated in Appendix 1.

Voting results:

"FOR" - 5 (Five) votes: T.A. Ivanova, Y.K. Zafesov, Y.V. Goncharov, A.V. Shevchuk, R.A. Dmitrik.

"AGAINST" - 0 (Zero) votes.

"ABSTAIN" - 0 (Zero) votes.

PASSED UNANIMOUSLY.

Agenda item No.5: Preliminary examination of the Committee budget for 2H2019 and 1H2020.

Resolution:

To recommend the Board of Directors to adopt the Committee budget for 2H2019 and 1H2020, as stated in Appendix 2.

Voting results:

"FOR" - 5 (Five) votes: T.A. Ivanova, Y.K. Zafesov, Y.V. Goncharov, A.V. Shevchuk, R.A. Dmitrik.

"AGAINST" - 0 (Zero) votes.

"ABSTAIN" - 0 (Zero) votes.

PASSED UNANIMOUSLY.

Agenda item No.6: Preliminary examination of the action plan regarding maintenance of efficiency and development of the Company's internal control system.

Resolution:

To recommend the Board of Directors to adopt the following resolution:

1.1. To adopt the action plan regarding maintenance of efficiency and development of the Company's internal control system (hereinafter referred to as the action plan), as stated in Appendix 3.

1.2. The Company's Sole Executive Body should enforce annual reporting to the Board of Directors on the progress of the action plan as a component of the report by the Sole Executive Body and Executive Board on the roll-out and functioning of the internal control system (hereinafter referred to as the report) for a corresponding year, starting with 2019 report.

Voting results:

"FOR" - 4 (Four) votes: T.A. Ivanova, Y.K. Zafesov, Y.V. Goncharov, R.A. Dmitrik.

"AGAINST" - 1 (One) vote: A.V. Shevchuk.

"ABSTAIN" - 0 (Zero) votes.

PASSED BY THE MAJORITY.

Appendix No.1

Committee action plan for CY2019-2020.

Appendix No.2

Committee budget for 2H2019 and 1H2020.

Appendix No.3

Special opinion of A.V. Shevchuk, Chair of the Audit Committee.

The Chair

A.V. Shevchuk

The Secretary

D.V. Tikhanov