

AUDIT COMMITTEE

MINUTES OF THE COMMITTEE MEETING No. KA - 106 OAO IDGC of Urals

30 August 2019
Meeting form: Yekaterinburg
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 Tikhonov OAO IDGC of Urals' Head of Corporate Events Section of Corporate Governance and Stockholder Relations Department.

Agenda:

1. Preliminary examination of the Internal Audit's CY2018-2019 report regarding evaluation of the efficiency of corporate governance.
2. Revisions to the action plan of the Company's Internal Audit Department for 2019.
3. Preliminary examination of revisions to the action plan regarding development and improvement of OAO IDGC of Urals' Internal Audit for 2017-2019.

Agenda item No.1: Preliminary examination of the Internal Audit's CY2018-2019 report regarding evaluation of the efficiency of corporate governance.

Resolution:

To recommend the Board of Directors of the Company to take note of the Internal Audit's CY2018-2019 report regarding evaluation of the efficiency of corporate governance, as stated in Appendix 1 hereof.

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.

Agenda item No.2: Revisions to the action plan of the Company's Internal Audit Department for 2019.

Resolution:

1. To approve the revisions to the action plan of the Company's Internal Audit Department for 2019, as stated in Appendix 2 hereof.
2. To recommend the Board of Directors of the Company to adopt the following resolution:
"To approve the revisions to the action plan of the Company's Internal Audit Department for 2019, as stated in Appendix No.__ hereof".

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: Preliminary examination of revisions to the action plan regarding development and improvement of OAO IDGC of Urals' Internal Audit for 2017-2019.

Resolution:

1. To approve the revisions to the action plan regarding development and improvement of OAO IDGC of Urals' Internal Audit for 2017-2019, as stated in Appendix 3 hereof.
2. To recommend the Board of Directors of the Company to adopt the following resolution:
"To approve the revisions to the action plan regarding development and improvement of OAO IDGC of Urals' Internal Audit for 2017-2019, as stated in Appendix No.__ hereof".

Voting results:

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

"AGAINST" - 0 (Zero) votes.

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

PASSED BY THE MAJORITY.

Appendix No.1	Internal Audit's CY2018-2019 report regarding evaluation of the efficiency of corporate governance.
Appendix No.2	Revisions to the action plan of the Company's Internal Audit Department for 2019.
Appendix No.3	Revisions to the action plan regarding development and improvement of OAO IDGC of Urals' Internal Audit for 2017-2019.
Appendix No.4	Special opinion of A.V. Shevchuk, the Chair of the Committee.

The Chair **A.V. Shevchuk**

The Secretary **D.V. Tikhanov**