

## AUDIT COMMITTEE

### MINUTES OF THE COMMITTEE MEETING No. KA-116 OAO IDGC of Urals

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15 April 2020  
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 Tikhanov OAO IDGC of Urals' Head of Corporate Events Section of Corporate Governance and Stockholder Relations Department.

#### Agenda:

1. Examination of the written information from the external auditor on key problems of the Company's FY2019 accounting (financial) statements, prepared under RAS, and FY2019 consolidated financial statements, prepared under IFRS, and management information on post-external-audit adjustments.
2. Preliminary review of the Company's FY2019 accounting (financial) statements, prepared under RAS.
3. Review of the Company's FY2019 consolidated financial statements, prepared under IFRS.
4. Evaluation of the efficiency of the external audit of the Company's FY2019 accounting (financial) statements.
5. Preliminary examination of the external auditor candidate to audit the Company's FY2020 accounting (financial) statements.
6. Review and approval of the Annual Report's Section "Internal Control System".

**Agenda item No.1:** Examination of the written information from the external auditor on key problems of the Company's FY2019 accounting (financial) statements, prepared under RAS, and FY2019 consolidated financial statements, prepared under IFRS, and management information on post-external-audit adjustments.

#### Resolution:

With the OOO Ernst & Young's written information (auditor report) for Company's management regarding key problems of reporting after the audit of the FY2019 RAS accounting (financial) statements and FY2019 IFRS consolidated financial statements scrutinized, to note that the external auditor has no substantial comments impacting the statements' integrity.

#### Voting results:

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

"AGAINST" - 0 (Zero) votes.

"ABSTAIN" - 0 (Zero) votes.

**PASSED UNANIMOUSLY.**

**Agenda item No.2:** Preliminary review of the Company's FY2019 accounting (financial) statements, prepared under RAS.

**Resolution:**

To recommend the Board of Directors to submit the Company's FY2019 accounting (financial) statements, prepared under RAS, to the Annual General Meeting for approval.

**Voting results:**

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

"AGAINST" - 0 (Zero) votes.

"ABSTAIN" - 0 (Zero) votes.

**PASSED UNANIMOUSLY.**

**Agenda item No.3: Review of the Company's FY2019 consolidated financial statements, prepared under IFRS.**

**Resolution:**

To take note of the Company's FY2019 consolidated financial statements, prepared under IFRS.

**Voting results:**

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

"AGAINST" - 0 (Zero) votes.

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

**PASSED BY THE MAJORITY.**

**Agenda item No.4: Evaluation of the efficiency of the external audit of the Company's FY2019 accounting (financial) statements.**

**Resolution:**

1. To approve the Committee's opinion regarding evaluation of the external audit and OOO Ernst & Young's auditor report on the Company's FY2019 accounting (financial) statements (hereinafter referred to as the Audit Committee's opinion), as stated in Appendix 1 hereof.
2. To recommend to add the Audit Committee's opinion to the list of the AGSM materials.

**Voting results:**

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

"AGAINST" - 0 (Zero) votes.

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

**PASSED BY THE MAJORITY.**

**Agenda item No.5: Preliminary examination of the external auditor candidate to audit the Company's FY2020 accounting (financial) statements.**

**Resolution:**

To recommend the Board of Directors to propose the OAO IDGC of Urals' Annual General Meeting to approve OOO Ernst & Young (77, building 1, Sadovnicheskaya Naberezhnaya, Moscow, 115035, Russia), acknowledged as the winning bidder (Minutes of the Tender Commission meeting dd. 16.04.2018 No.13/595).

**Voting results:**

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

"AGAINST" - 0 (Zero) votes.

"ABSTAIN" - 1 (One) vote: R.A. Dmitrik.

**PASSED BY THE MAJORITY.**

**Agenda item No.6: Review and approval of the Annual Report's Section "Internal Control System".**

**Resolution:**

1. To approve the Annual Report's Section "Internal Control System", as stated in Appendix 2 hereof.

2. With the internal audit's evaluation of the efficiency of the internal control system reviewed by the Board of Directors, to update the Annual Report's Section "Internal Control System" in terms of inserting the record details of the Board of Directors resolution.

**Voting results:**

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

"AGAINST" - 0 (Zero) votes.

"ABSTAIN" - 1 (One) vote: R.A. Dmitrik.

**PASSED BY THE MAJORITY.**

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| Appendix No.1 | Committee's opinion regarding evaluation of the external audit and OOO Ernst & Young's auditor report on the Company's FY2019 accounting (financial) statements (hereinafter referred to as the Audit Committee's opinion). |
| Appendix No.2 | Annual Report's Section "Internal Control System".  |
| Appendix No.3 | Special opinion of A.V. Shevchuk on agenda items No.3-4.  |

**The Chair**

**A.V. Shevchuk**

**The Secretary**

**D.V. Tikhanov**