

AUDIT COMMITTEE**Protocol # КА - 47
Audit Committee
IDGC of Urals (OAO)**

20 August 2015

Meeting form:

Ekaterinburg

in-absentia

The following Committee members attended the meeting: Y.V. Yascheritsyna, S.M. Kataev.
The number of the Committee members that participated in the meeting: 2 out of 2. E.R. Villevald has not participated in the meeting. A quorum for decision-taking is present.

Agenda:

1. Election of the Deputy Chair of the Committee.
2. Election of the Committee Secretary.
3. Engagement of an expert in the Committee's activities.
4. Approval of the Committee's activity plan for 2015-2016 corporate year.
5. Preview of the Committee budget.
6. Review of a contract with an outside auditor and auditor fee recommendation for the Board of Directors.

Issue #1: Election of the Deputy Chair of the Committee.**Resolution:**

To elect Sergey Mikhailovich Kataev, Director of Production Asset Management Department at Rosseti (PAO), as the Deputy Chairperson of the Committee.

Voting results:

"FOR" – 2 (Two) votes: Y.V. Yascheritsyna, S.M. Kataev.

"AGAINST" - 0 (Zero) votes.

"ABSTAIN" - 0 (Zero) votes.

The resolution is adopted unanimously.

Issue #2: Election of the Committee Secretary.**Resolution:**

To elect Dmitry Vyacheslavovich Tikhanov, Head of Corporate Events Section of Corporate Governance and Shareholder Relations Department at IDGC of Urals (OAO), as the Committee Secretary.

Voting results:

"FOR" – 2 (Two) votes: Y.V. Yascheritsyna, S.M. Kataev.

"AGAINST" - 0 (Zero) votes.

"ABSTAIN" - 0 (Zero) votes.

The resolution is adopted unanimously.

Issue #3: Engagement of an expert in the Committee's activities.**Resolution:**

To elect Elena Borisovna Sinitsyna, Head of Control and Risk Directorate of Control Activities Department at Rosseti (PAO) as the Committee's expert.

Voting results:

“FOR” – 2 (Two) votes: Y.V. Yascheritsyna, S.M. Kataev.

“AGAINST” - 0 (Zero) votes.

“ABSTAIN” - 0 (Zero) votes.

The resolution is adopted unanimously.

Issue #4: Approval of the Committee’s activity plan for 2015-2016 corporate year.

Resolution:

To approve the Committee’s activity plan for 2015-2016 corporate year according to Appendix #1 hereof.

Voting results:

“FOR” – 2 (Two) votes: Y.V. Yascheritsyna, S.M. Kataev.

“AGAINST” - 0 (Zero) votes.

“ABSTAIN” - 0 (Zero) votes.

The resolution is adopted unanimously.

Issue #5: Preview of the Committee budget.

Resolution:

To recommend the Board of Directors to approve the Committee budget for 2015-2016 corporate year according to Appendix #2 hereof.

Voting results:

“FOR” – 2 (Two) votes: Y.V. Yascheritsyna, S.M. Kataev.

“AGAINST” - 0 (Zero) votes.

“ABSTAIN” - 0 (Zero) votes.

The resolution is adopted unanimously.

Issue #6: Review of a contract with an outside auditor and auditor fee recommendation for the Board of Directors.

Resolution:

1. To note that the contract draft complies with:

- Conditions, approved by the Audit Committee and set for a procurement dealing with the selection of outside auditor to perform obligatory annual audit of the 2015-2017 Company’s financials;
- a decision of the Annual General Meeting of Shareholders that selected RSM RUS (OOO) to serve as the Company’s auditor;
- conditions of the offer of RSM RUS (OOO) that ensured its victory during the tender.

2. To recommend the Board of Directors to determine that the value of the contract between IDGC of Urals (OAO) and RSM RUS (OOO) dealing with the audit of 2015 IDGC of Urals’ financials is RUB 2,611,251.52, incl. VAT.

Voting results:

“FOR” – 2 (Two) votes: Y.V. Yascheritsyna, S.M. Kataev.

“AGAINST” - 0 (Zero) votes.

“ABSTAIN” - 0 (Zero) votes.

The resolution is adopted unanimously.

Appendices:

Appendix #1: Committee’s activity plan for 2015-2016 corporate year.

Appendix #2: A Committee budget draft for 2015-2016 corporate year.

Appendices #3-4: Ballots of the Committee members.

The Chair

Y.V. Yascheritsyna

The Secretary

D.V. Tikhanov

Protocol date: 21.08.2015.