

AUDIT COMMITTEE

MEETING PROTOCOL #KA – 51

IDGC of Urals (OAO)

26 February 2016

Ekaterinburg

Meeting form:

in-absentia (by ballots)

Members who attended the meeting:

Yulia Vitalyevna	Director of Economic Planning and Budgeting
Yascheritsyna	Department at Rosseti (PAO), the Chair;
Sergey Mikhailovich	Director of Production Asset Management
Kataev	Department at Rosseti (PAO);
Evgeny Rudolfovich	Project director at GK Renova (ZAO).
Villevald	

3 out of 3 members have participated in the meeting. A quorum for decision-making on agenda issues is duly constituted.

Agenda:

1. Preview of a Company's bylaw: Amended and Restated Regulations on the Audit Committee.
2. Preview of a Company's bylaw: Amended and Restated Regulations on the Company's Internal Audit Policy.
3. Preview of a Company's bylaw: Amended and Restated Regulations on the Company's Internal Control Policy.

Issue 1: Preview of a Company's bylaw: Amended and Restated Regulations on the Audit Committee.

Resolution:

To recommend the Company's Board of Directors to adopt the following resolution:

1. To adopt the Amended and Restated Regulations on the Audit Committee according to Appendix #1 hereof.
2. To revoke the Regulations on the Audit Committee of IDGC of Urals (OAO), approved by the Board resolution dd. 23.04.2015 (Protocol #166), since the resolution date.

Voting results:

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

"AGAINST" - 0 (Zero) votes.

"ABSTAIN" - 1 (One) vote: E.R. Villevald.

PASSED BY THE MAJORITY.

Issue 2: Preview of a Company's bylaw: Amended and Restated Regulations on the Company's Internal Audit Policy.

Resolution:

To recommend the Company's Board of Directors to adopt the following resolution:

1. To adopt the Amended and Restated Regulations on the Company's Internal Audit Policy according to Appendix #2 hereof.
2. To revoke the Internal Audit Policy of IDGC of Urals (OAO), approved by the Board resolution dd. 28.08.2014 (Protocol #151), since the resolution date.

Voting results:

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

"AGAINST" - 0 (Zero) votes.

"ABSTAIN" - 1 (One) vote: E.R. Villevald.

PASSED BY THE MAJORITY.

Issue 3: Preview of a Company's bylaw: Amended and Restated Regulations on the Company's Internal Control Policy.

Resolution:

To recommend the Company's Board of Directors to adopt the following resolution:

1. To adopt Amended and Restated Regulations on the Company's Internal Control Policy according to Appendix #3 hereof.
2. To revoke the Internal Control Policy of IDGC of Urals (OAO), approved by the Board resolution dd. 28.08.2014 (Protocol #151), since the resolution date.

Voting results:

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

"AGAINST" - 0 (Zero) votes.

"ABSTAIN" - 1 (One) vote: E.R. Villevald.

PASSED BY THE MAJORITY.

Appendix #1	Amended and Restated Regulations on the Audit Committee;
Appendix #2	Amended and Restated Regulations on the Company's Internal Audit Policy;
Appendix #3	Amended and Restated Regulations on the Company's Internal Control Policy.

The Chair

Y.V. Yascheritsyna

The Secretary

D.V. Tikhanov

Protocol date: 29.02.2016