

## AUDIT COMMITTEE

### MINUTES OF THE COMMITTEE MEETING No.KA – 53 IDGC of Urals (OAO)

25 April 2016  
Meeting form:

Ekaterinburg  
in-absentia (by ballots)

#### Attending members:

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

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

#### The Committee Secretary:

Dmitry Vyacheslavovich Tikhanov	Head of Corporate Events Section of Corporate Governance and Shareholder Relations Department
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#### Agenda:

1. Evaluation of efficiency of external audit of the Company's FY2015 financial statements.
2. Preview of a nominee to conduct the audit of the Company' FY2016 financial statements.

#### **Issue 1: Evaluation of efficiency of external audit of the Company's FY2015 financial statements.**

##### **Resolution:**

1. To deem that the auditor report and procedures of RSM RUS (OOO) during the audit of Company's FY2015 financial statements comply with the contract conditions and laws of Russia.
2. To recommend the Board of Directors to include the Audit Committee's statement with regard to efficiency and quality of external audit into the list of materials for the persons entitled to participate in the Annual General Meeting, in line with Appendix No.1 hereof.

##### **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 nominee to conduct the audit of the Company’ FY2016 financial statements**

**Resolution:**

To recommend the Board of Directors to propose the Annual General Meeting to approve RSM RUS (4 Ulitsa Pudovkina, Moscow, Russia, 119285), the winner of open 1-stage preselection-free tender (minutes of procurement commission meeting No.5//552r dated as of 14.04.2014), as the Company’s auditor.

**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 No.1      Audit Committee’s statement with regard to efficiency and quality of external audit.

**The Chair**

**Y.V. Yascheritsyna**

**The Secretary**

**D.V. Tikhanov**

Minutes date: 25.04.2016.