

AUDIT COMMITTEE

MINUTES OF THE COMMITTEE MEETING No.KA-64 IDGC of Urals (OAO)

30 January 2017
Meeting form:

Yekaterinburg
in-absentia (by ballots)

Attending members:

Aleksandr Viktorovich Shevchuk	Executive Director of Association of Institutional Investors, Chair of the Committee;
Yulia Vitalyevna Yascheritsyna	Director of Economic Planning and Budgeting Department at Rosseti (PAO);
Vladimir Vladimirovich Sofyin	Director of Technological Development and Innovations Department at Rosseti (PAO);
Roman Avgustovich Dmitrik	General Director at RRSK (OOO).

4 out of 4 members have participated in the meeting. A quorum for decision-making on agenda issues is duly constituted.

The Committee Secretary:

Dmitry Vyacheslavovich Tikhonov	Head of Corporate Events Section of Corporate Governance and Stockholder Relations Department at IDGC of Urals (OAO)
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Agenda:

1. Involvement of an expert in the Board of Directors' Audit Committee activities.
2. Preview of the Amended and Restated Anti-Corruption Policy of Ressti (PAO) and Rosseti's affiliates.

Agenda item No. 1: Involvement of an expert in the Board of Directors' Audit Committee activities.

Решение:

1. To terminate the powers of Elena Borisovna Sinitsyna as the Board of Directors' Audit Committee expert.
2. To involve Anzhelika Aleksandrovna Zadorozhnaya, Head of Oversight and Analysis Directorate of Oversight and Audit Department at Rosseti (PAO), in the Board of Directors' Audit Committee activities.

Voting results:

"FOR" - 3 (Three) votes: Y.V. Yascheritsyna, V.V. Sofyin, A.V. Shevchuk.

"AGAINST" - 0 (Zero) votes.

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

PASSED BY THE MAJORITY.

Agenda item No. 2: Preview of the Amended and Restated Anti-Corruption Policy of Ressti (PAO) and Rosseti's affiliates.

Решение:

1. To recommend the Company's Board of Directors to adopt the following resolution:
"1. To adopt the Amended and Restated Anticorruption Policy of Rosseti (PAO) and its SACs as the bylaw of IDGC of Urals (hereinafter referred to as the Company), as stated in Appendix No.1 hereof.
2. To repeal the Anticorruption Policy of Rosseti (PAO) and its SACs enforced by the Board of Directors on 26.12.2014 (Minutes of the Board of Directors meeting dated as of 29.12.2014 No.159), effective since the resolution date.
3. To entrust the Sole Executive Body of the Company:
 - 3.1. To oversee that the Amended and Restated Anticorruption Policy of Rosseti (PAO) and its SACs is implemented.
 - 3.2. To prepare the Company's 2017 Anti-Corruption Action Plan Program to be subsequently adopted by the administrative regulatory order.
Deadline: within 1 month following the resolution.
 - 3.3. To file with the Board of Directors information regarding completion of clauses 3.1 and 3.2. hereof as a part of the report disclosing completion of the Board of Directors' assignments.

Voting results:

"FOR" - 3 (Three) votes: Y.V. Yascheritsyna, V.V. Sofyin, R.A. Dmitrik.

"AGAINST" - 0 (Zero) votes.

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

PASSED BY THE MAJORITY.

Appendix No.1	Amended and Restated Anti-Corruption Policy of Ressti (PAO) and Rosseti's affiliates.
Appendix No.2	Special opinion of A.V. Shevchuk, the Board of Directors' Audit Committee Chair.

The Chair A.V. Shevchuk

The Secretary D.V. Tikhanov

Minutes date: 30.01.2017.