

## AUDIT COMMITTEE

### MINUTES OF THE COMMITTEE MEETING No. KA - 92 OAO IDGC of Urals

12 September 2018  
Meeting form:

Yekaterinburg  
in-absentia (by ballots)

#### Participants:

Aleksandr Viktorovich Shevchuk	Association of Institutional Investors' Executive Director, Chair of the Committee;
Sergey Ivanovich Miromanov	PAO Rosseti's Head of Grid Asset Consolidation Directorate of Network Perspective Development and Connection Department;
Yury Kazbekovich Zafesov	PAO Rosseti's Procurement Department Director;
Roman Avgustovich Dmitrik	OOO ESIH's General Director;
Aleksey Yuryevich Serov	PAO Rosseti's Finance Department 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 report on elimination of violations/weaknesses exposed by the Ministry of Energy's field check with regard to progress of OAO IDGC of Urals' investment project "Reconstruction of 110-kV "Sverdlovskaya" substation (80 MVA)" and on measures taken to prevent similar violations/weaknesses/problems in future (pursuant to the May 25, 2018 Board of Directors' resolution on agenda item No. 10, Minutes No.272).
2. Preliminary examination of the revised 2018 Internal Audit's action plan.

**Agenda item No.1: Examination of the report on elimination of violations/weaknesses exposed by the Ministry of Energy's field check with regard to progress of OAO IDGC of Urals' investment project "Reconstruction of 110-kV "Sverdlovskaya" substation (80 MVA)" and on measures taken to prevent similar violations/weaknesses/problems in future (pursuant to the May 25, 2018 Board of Directors' resolution on agenda item No. 10, Minutes No.272).**

#### Resolution:

1. To note that the Company failed to execute clause 2.2 of the May 25, 2018 Board of Directors' resolution on agenda item No.10 (Minutes No. 272) in terms of the deadline, set for filing with the Audit Committee the progress report on elimination of violations/weaknesses/problems exposed by the Ministry of Energy's field check with regard to progress of OAO IDGC of Urals' investment project "Reconstruction of 110-kV "Sverdlovskaya" substation (80 MVA)".

2. To recommend the Company's General Director:

2.1. To arrange finalization of the action plan to eliminate weaknesses exposed by the Ministry of Energy's field check with regard to progress of OAO IDGC of Urals' investment project "Reconstruction of 110-kV "Sverdlovskaya" substation (80 MVA)", factoring in comments stipulated in Appendix No.1 hereof.

2.2. To enforce filing with the Strategy and Development Committee the report on measures taken to prevent violations/weaknesses/problems in future, similar to those exposed by the Ministry of Energy's field check with regard to progress of OAO IDGC of Urals' investment project "Reconstruction of 110-kV "Sverdlovskaya" substation (80 MVA)".

Deadline: 15.10.2018.

**Voting results:**

"FOR" - 5 (Five) votes: A.V. Shevchuk, S.I. Miromanov, Y.K. Zafesov, A.Y. Serov, R.A. Dmitrik.

"AGAINST" - 0 (Zero) votes.

"ABSTAIN" - 0 (Zero) votes.

**PASSED UNANIMOUSLY.**

**Agenda item No.2: Preliminary examination of the revised 2018 Internal Audit's action plan.**

**Resolution:**

1. To adopt the revised 2018 Internal Audit's action plan, as stated in Appendix No. 2 hereof.

2. To recommend the Board of Directors to adopt the following resolution on the agenda item:

"1. To adopt the revised 2018 Internal Audit's action plan, as stated in the Appendix hereof".

**Voting results:**

"FOR" - 5 (Five) votes: A.V. Shevchuk, S.I. Miromanov, Y.K. Zafesov, A.Y. Serov, R.A. Dmitrik.

"AGAINST" - 0 (Zero) votes.

"ABSTAIN" - 0 (Zero) votes.

**PASSED UNANIMOUSLY.**

Appendix No.1      Comments to the action plan to eliminate weaknesses exposed by the Ministry of Energy's field check with regard to progress of OAO IDGC of Urals' investment project "Reconstruction of 110-kV "Sverdlovskaya" substation (80 MVA)".

Appendix No.2      Revised 2018 Internal Audit's action plan, as stated in Appendix 2 hereof.

The Chair

**A.V. Shevchuk**

The Secretary

**D.V. Tikhanov**