

APPROVED:

by the Resolution of the General Meeting of  
Shareholders of Rosseti Centre, PJSC  
dated 11.06.2025 (Minutes # 01/25 of 11.06.2025)

**REGULATION  
on the Audit Commission  
of Public Joint stock company  
«Rosseti Centre»**

Moscow  
2025

## **1. General provisions**

1.1. This Regulation on the Audit Commission of Rosseti Centre, PJSC (hereinafter referred to as the Regulation) is an internal document of Public Joint stock company «Rosseti Centre» (hereinafter referred to as the Company), defining the tasks and operating procedures of the Company's Audit Commission, including issues of interaction between the Company's Audit Commission and the Company's management bodies and heads of structural and separate divisions of the Company and issues of conducting audits (inspections), as well as defining the procedure for preparing and holding meetings of the Company's Audit Commission (hereinafter referred to as the meeting) and absentee voting for decision-making by the Company's Audit Commission (hereinafter referred to as absentee voting).

1.2. This Regulation has been developed in accordance with the Federal Law of 26.12.1995 No. 208-FZ “On Joint-Stock Companies” (hereinafter referred to as the Federal Law “On Joint Stock Companies”) and the Articles of Association of the Company.

1.3. The Audit Commission of the Company acts in the interests of the Company and its shareholders. The Audit Commission of the Company is accountable to the General Meeting of Shareholders of the Company and reports annually to the General Meeting of Shareholders of the Company.

1.4. In carrying out its activities, the Audit Commission of the Company is independent of the Board of Directors of the Company, the executive bodies of the Company and the officials of the Company.

1.5. The Audit Commission of the Company is responsible to the General Meeting of Shareholders of the Company for the reliability and objectivity of the results of inspections (audits) carried out.

1.6. In its activities, the Audit Commission of the Company is guided by the legislation of the Russian Federation, the Articles of Association of the Company, this Regulation and other internal documents of the Company approved by the General Meeting of Shareholders of the Company, as well as individual instructions of the management bodies of the Company.

## **2. Tasks of the Company’s Audit Commission**

2.1. The Audit Commission of the Company is a permanent elected body for control over the financial and economic activities of the Company.

2.2. Tasks of the Company’s Audit Commission are:

- 1) control over the Company’s financial and economic activity;
- 2) realisation of an independent estimation of reliability of the data contained in the annual report of the Company, annual financial statements of the Company.
- 3) confirmation of the reliability of the data contained in the Company's report on related party transactions.

2.3. The Audit Commission of the Company exercises periodic control over the financial and economic activities of the Company, the activities of its structural and separate divisions, the Company's bodies by conducting documentary and on-site inspections (audits):

- 1) the legality and economic feasibility of business and financial transactions performed by the Company in the audited period;
- 2) completeness and correctness of reflection of business and financial transactions in the Company's documents.

### **3. The election procedure, members and terms of appointment of the Company's Audit Commission**

3.1. The members of the Audit Commission of the Company are elected by the General Meeting of Shareholders of the Company for a term until the next annual meeting of the General Meeting of Shareholders of the Company in the manner prescribed by the Federal Law "On Joint Stock Companies" and the Articles of Association of the Company.

In the event that members of the Audit Commission of the Company are elected at an extraordinary meeting of the General Meeting of Shareholders of the Company, they shall be deemed elected for a term until the date of the next annual meeting of the General Meeting of Shareholders of the Company.

3.2. The number of members of the Audit Commission of the Company is 5 (Five) people.

3.3. By decision of the General Meeting of Shareholders of the Company, the powers of members of the Audit Commission of the Company may be terminated early.

In the event of early termination of the powers of a member of the Company's Audit Commission or his/her withdrawal from the Company's Audit Commission, the powers of the other members of the Company's Audit Commission shall not be terminated.

3.4. In the event of the withdrawal of a member of the Audit Commission of the Company from the composition of the Audit Commission of the Company, the powers of the remaining members of the Audit Commission of the Company shall not be terminated.

3.5. A retired member of the Audit Commission of the Company is a deceased member of the Audit Commission of the Company or a member of the Audit Commission of the Company who has been limited in legal capacity, recognized as incompetent or disqualified by a court decision, a member of the Audit Commission of the Company who has notified the Company of his/her resignation from his/her powers, as well as a member of the Audit Commission of the Company who is considered to have resigned on other grounds stipulated by federal law. The resignation of a member of the Audit Commission of the Company from his/her powers must be made in writing in advance of the date of the meeting or the deadline for accepting documents containing information on the expression of will of the members of the Audit Commission of the Company, when conducting absentee voting.

A member of the Company's Audit Commission shall be deemed to have withdrawn from its membership from the day following the day of receipt by the Company's Audit Commission of his application or from the day of death or receipt by the Company of documents confirming the impossibility for the member of the Company's Audit Commission to exercise his powers.

### **4. The Chairman, Deputy Chairman and Secretary of the Audit Commission of the Company**

4.1. The activities of the Audit Commission of the Company are organized by its Chairman, who is elected with his consent by the members of the Audit Commission of the Company from among them by a simple majority of votes from the total number of its members during the first meeting or absentee voting.

Such a meeting or absentee voting must be held no later than one month from the date of election of the new composition of the Audit Commission of the Company by the General Meeting of Shareholders of the Company.

4.2. The members of the Audit Commission of the Company have the right to terminate the powers of the Chairman of the Audit Commission of the Company at any time, including upon his written application sent to the members of the Audit Commission of the Company and the Secretary of the Audit Commission of the Company, and to elect a new Chairman of the Audit Commission of the Company in the manner specified in the first paragraph of clause 4.1 of this Regulation, within 10 (Ten) working days from the date of receipt of the said application by the Secretary of the Audit Commission of the Company.

4.3. During the absence of the Chairman of the Audit Commission of the Company or upon the occurrence of circumstances stipulated by paragraph 4.2 of this Regulation, the functions of the Chairman of the Audit Commission of the Company shall be performed by the Deputy Chairman of the Audit Commission of the Company, elected by the Audit Commission of the Company by a simple majority of votes from the total number of elected members of the Audit Commission of the Company at the first meeting or by absentee voting.

4.4. The Secretary of the Audit Commission of the Company shall be elected by the members of the Audit Commission of the Company from among their number by a simple majority of votes of the total number of its members during the first meeting or by absentee voting.

The members of the Audit Commission of the Company have the right at any time to terminate the powers of the Secretary of the Audit Commission of the Company and elect a new Secretary of the Audit Commission of the Company in the manner specified in the first paragraph of this clause.

4.5. The Chairman of the Audit Commission of the Company:

- 1) makes a decision to hold a meeting or absentee voting;
- 2) forms, approves the agenda, determines the method of decision-making by the Audit Commission of the Company (meeting or absentee voting), and also resolves all necessary issues related to the preparation and holding of a meeting or absentee voting;
- 3) organizes current work of the Company's Audit Commission;
- 4) represents the Audit Commission of the Company to the General Meeting of Shareholders of the Company, the Board of Directors of the Company and the executive bodies of the Company;
- 5) signs the minutes of the meeting or absentee voting (hereinafter referred to as the minutes of the Audit Commission of the Company) and other documents issued on behalf of the Audit Commission of the Company.

4.6. The Secretary of the Company's Audit Commission:

- 1) organizes the keeping of minutes of the Audit Commission of the Company;
- 2) ensures timely notification of the Company's management bodies on the results of the audits (inspections) carried out by providing the report of the Company's Audit Commission and the conclusion of the Company's Audit Commission in accordance with the requirements of this Regulation;
- 3) draws up and signs, together with the Chairman of the Audit Commission of the Company, the minutes of the Audit Commission of the Company;
- 4) organizes the management of office work, document flow and storage of documents of the Audit Commission of the Company;
- 5) sends notifications to members of the Audit Commission of the Company about holding a meeting or absentee voting, scheduled and unscheduled inspections (audits) of the Company's activities;

6) interacts with the Corporate Secretary of the Company in the framework of the exercise of his powers;

7) accomplishes other functions provided for by this Regulation.

## **5. The rights and obligations of the Company's Audit Commission**

5.1. The Company's Audit Commission has the right to:

1) independently determine the methods and forms of inspections (audits), guided by the legislation of the Russian Federation and this Regulation;

2) fully verify the documentation on the financial and economic activities of the Company, the availability of cash and securities of the Company;

3) receive unimpeded access to all office premises of the Company during audits (inspections);

4) request documents necessary for conducting an audit (inspection) of the financial and economic activities of the Company by sending a written request to the sole executive body;

5) receive, upon written request, the necessary information from third parties, including with the assistance of the Company's management bodies and shareholders of the Company who have requested an audit (inspection);

6) demand from officials of the Company's bodies, managers and employees of the Company's structural and separate divisions written explanations on issues arising during the course of audits (inspections);

7) seal cash depositories, material warehouses, archives and other office accommodations of the Company at carrying out of inspection (audit) for safety of values and documents in them;

8) in the event of erasures or other signs of forgery on documents, as well as in the event of reasonable doubts about the authenticity of documents, for the purpose of additional study and analysis, make copies of such documents and require officials of the Company to confirm the authenticity of copies of documents by certifying them with the signature of an official and the seal of the Company;

9) demand the holding of an extraordinary meeting of the General Meeting of Shareholders of the Company or absentee voting for the adoption of decisions by the General Meeting of Shareholders of the Company, a meeting of the Board of Directors of the Company or absentee voting for the adoption of decisions by the Board of Directors of the Company in the manner established by the legislation of the Russian Federation, the Articles of Association of the Company;

10) in accordance with the internal documents of the Company, attend meetings of the Board of Directors of the Company and meetings of the General Meeting of Shareholders of the Company;

11) interact with the Company's audit organization;

12) interact with the structural divisions of the Company that perform internal audit and internal control functions.

13) contact authorized persons with a proposal to apply liability measures provided for by the legislation of the Russian Federation in the event that the Audit Commission of the Company identifies facts of violation of the legislation of the Russian Federation and the internal documents of the Company;

14) if necessary, involve in their work specialists (experts) in the relevant fields (law,

economics, finance, accounting, management, economic security and other branches of knowledge) who do not hold positions in the Company, as well as specialized organizations, and petition the Company to conclude civil law contracts with the said specialists (experts) and organizations.

5.2. The Company's Audit Commission is obliged to:

1) conduct audits (inspections) of financial and economic activities of the Company based on the results of activities for the year, as well as at any time on its own initiative, by decision of the General Meeting of Shareholders of the Company, the Board of Directors of the Company or at the request of a shareholder (shareholders) of the Company who own in total at least 10 (Ten) percent of the voting shares of the Company;

2) promptly notify the sole executive body of the commencement of an audit (inspection);

3) promptly inform the Company's bodies of the results of the audits (inspections) carried out;

4) in the manner established by the Articles of Association of the Company, demand the holding of a meeting of the General Meeting of Shareholders of the Company or absentee voting for the adoption of decisions by the General Meeting of Shareholders of the Company in the event of a real threat to the interests of the Company;

5) submit to the Board of Directors of the Company, before the date of the annual meeting of the General Meeting of Shareholders of the Company, a conclusion on the results of the annual audit (inspection) of the Company's activities, including information on confirmation of the reliability of the data contained in the annual report and annual financial statements of the Company, a report on related party transactions concluded by the Company in the reporting year.

5.3. Members of the Audit Commission of the Company are obliged to:

1) personally participate in a meeting and absentee voting, in audits (inspections) of the financial and economic activities of the Company;

2) ensure compliance with the confidentiality regime of information received, including information constituting state, commercial and (or) other secrets protected by law, insider information that became known to them in the process of conducting audits (inspections).

3) exercise control over the elimination by the Company of violations identified during inspections (audits);

4) take all possible measures to identify possible violations of the legislation of the Russian Federation, the Articles of Association of the Company in the implementation of the Company's financial and economic activities and assist in their elimination, acting in good faith and reasonably in the interests of the Company;

5) promptly communicate to the management bodies of the Company the results of audits and inspections of the Company's activities, the conclusions (acts) of the Audit Commission of the Company, proposals for eliminating the causes and conditions that contribute to violations of financial and economic discipline.

5.4. Members of the Audit Commission of the Company shall bear responsibility in accordance with the procedure established by the legislation of the Russian Federation:

1) for failure to perform or improper performance of their duties;

2) for failure to ensure the safety of information that became known to them in the performance of their duties and that constitutes a state, official, and (or) other secret protected

by law, personal data, or other confidential information in accordance with the requirements of the legislation of the Russian Federation;

3) in other cases established by the legislation of the Russian Federation and this Regulation.

5.5. By decision of the General Meeting of Shareholders of the Company, members of the Audit Commission of the Company may be paid remuneration and (or) compensation for expenses related to the performance of their duties during the period of their performance of their duties. The amounts of such remuneration and compensation shall be established by the decision of the General Meeting of Shareholders of the Company upon the recommendation of the Board of Directors of the Company, including within the framework of approval of an internal document regulating the procedure for payment of remuneration and compensation to members of the Audit Commission of the Company.

## **6. Organization of the activities of the Audit Commission of the Company**

6.1. The Audit Commission of the Company carries out its activities on the basis of an approved work plan, which is formed, among other things, taking into account the proposals of the members of the Audit Commission of the Company.

6.2. The work plan of the Audit Commission of the Company must be approved by the Audit Commission of the Company no later than 45 (Forty-five) days from the date of election of the new composition of the Audit Commission of the Company.

6.3. The work plan of the Audit Commission of the Company must include the following information:

1) deadlines for conducting an audit of the financial and economic activities of the Company;

2) the date of the meeting or absentee voting and the list of issues to be considered.

6.4. The audit program of the Company's Audit Commission includes:

1) a form of conducting an audit (inspection) for each of the objects (documentary, audit (inspection) at the location of the auditee of inspection (audit) (field);

2) a list of auditees (audits) (types of financial and economic activities of the Company, individual areas of the Company's activities;

3) the period of the audit (inspection) (annual, quarterly), approximate timeframes for the audit (inspection);

4) determination of the members of the Audit Commission of the Company responsible for preparation for the inspection (audit), collection of information and necessary documents and materials;

5) other issues related to the organization of inspections (audits) by the Audit Commission of the Company.

## **7. Procedure for holding a meeting or absentee voting**

7.1. Decisions of the Audit Commission of the Company may be taken at a meeting, including at a meeting where voting is combined with absentee voting, or without holding a meeting (absentee voting).

The decision to hold a meeting, including a meeting that is combined with absentee voting, or absentee voting of the Audit Commission of the Company shall be made by the Chairman of the Audit Commission of the Company in accordance with the work plan of the Audit Commission of the Company, as well as when necessary.

A meeting or absentee voting is mandatory to hold:

- before conducting an audit (inspection);
- following the results of the inspection (audit).

7.2. A meeting or absentee voting on conducting an audit (inspection) of the financial and economic activities of the Company is organized by the Chairman of the Audit Commission of the Company on his own initiative or on the initiative of a member of the Audit Commission of the Company, as well as on the basis of a decision of the General Meeting of Shareholders of the Company, the Board of Directors of the Company or the request of a shareholder (shareholders) of the Company owning in total not less than 10 (Ten) percent of the voting shares of the Company.

7.3. The Chairman of the Audit Commission of the Company, when preparing for a meeting or absentee voting:

1) determines the method of decision-making by the Company's Audit Commission (a meeting or absentee voting);

2) determines the date and time of the meeting, and if voting at the meeting is combined with absentee voting, also the time on the date of the meeting or another earlier date for the end of acceptance of documents containing information on the expression of will of the members of the Audit Commission of the Company who voted in absentia (hereinafter referred to as the questionnaire), the place of the meeting or, in the case of absentee voting, the end date for acceptance of the questionnaires;

3) forms and approves the agenda;

4) determines the list of materials and documents (information) necessary for consideration of agenda items;

5) determines the list of persons invited to the meeting;

6) resolves other issues related to preparation for holding a meeting or absentee voting.

7.4. When holding a meeting or absentee voting, members of the Audit Commission of the Company must be notified of its holding no later than 2 (Two) business days before the date of the meeting or before the end date of acceptance of questionnaires when holding absentee voting by sending by the Secretary of the Audit Commission of the Company a notice signed by the Chairman of the Audit Commission of the Company, a questionnaire drawn up in accordance with Appendix 1 to this Regulation, draft decisions, as well as materials and documents (information) on the agenda items.

By decision of the Chairman of the Audit Commission of the Company, the period for sending notification to members of the Audit Commission of the Company and submitting accompanying materials on agenda items may be shortened.

7.5. The notification, questionnaires and materials stipulated by paragraph 7.4 of this Regulation shall be sent by the Secretary of the Audit Commission of the Company to the members of the Audit Commission of the Company in a manner that ensures its prompt receipt, including by sending it to the email addresses of the members of the Audit Commission of the Company that are available to the Secretary of the Audit Commission of the Company.

7.6. A member of the Audit Commission of the Company shall be considered notified from the date of receipt of the notification by him/her to the e-mail address specified in paragraph 7.5 of this Regulation.

7.7. External specialists (experts), representatives of the audit organization, and other



persons may be invited to meetings of the Company's Audit Commission.

7.8. By decision of the Chairman of the Audit Commission of the Company, members of the Audit Commission of the Company who are absent from the place where the meeting of the Audit Commission of the Company is held may be given the opportunity to participate in the discussion of agenda items and voting on agenda items put to a vote remotely - via conference and video conference calls. Participation of a member of the Audit Commission of the Company in a meeting via the specified means of communication is equivalent to personal presence at the meeting.

7.9. A meeting of the Audit Commission of the Company includes the following stages:

- 1) opening of the meeting by the Chairman of the Audit Commission of the Company;
- 2) determining the quorum of the meeting;
- 3) announcement of items on the agenda of the meeting;
- 4) presentations with reports, messages and reports on agenda items, their discussion;
- 5) formulation by the Chairman of the Audit Commission of the Company of a draft resolution on agenda items;
- 6) voting on issues on the agenda of the meeting;
- 7) summing up the results (summary) of voting;
- 8) announcement of decisions of the Audit Commission of the Company on agenda items.

7.10. By decision of the Chairman of the Audit Commission of the Company, voting at a meeting of the Audit Commission of the Company may be combined with absentee voting.

7.11. When voting at a meeting is combined with absentee voting, the acceptance of questionnaires from members of the Company's Audit Commission who voted in absentia shall be completed at the time specified in the notice of the meeting on the date of the meeting, unless an earlier date for completing the acceptance of questionnaires is specified in this notice.

7.12. In order to promptly make decisions, the approval of draft decisions may be carried out prior to the holding of a meeting or absentee voting of the Company's Audit Commission by exchanging information transmitted via e-mail or other methods agreed upon by members of the Company's Audit Commission.

7.13. The quorum for making decisions by the Audit Commission of the Company shall be no less than half of the total number of members of the Audit Commission of the Company.

When determining the quorum for issues on the agenda of a meeting, voting at which is combined with absentee voting, the questionnaires of the members of the Audit Commission of the Company who are absent from the meeting, received by the Secretary of the Audit Commission of the Company within the time period specified in the notice of the meeting, shall be taken into account.

To determine the quorum for the adoption of decisions by the Company's Audit Commission by means of absentee voting, the questionnaires of the members of the Company's Audit Commission received no later than the deadline specified in the notice of absentee voting shall be taken into account.

The questionnaire may be submitted by a member of the Audit Commission of the Company to the e-mail address specified therein, with subsequent submission of the original.

Ballot papers received in violation of the specified procedure are not taken into account when determining the quorum and summing up the results (summary) of voting on issues on the

agenda of the meeting or absentee voting.

7.14. The decision on the agenda items of the meeting or absentee voting is taken by a simple majority of votes of the total number of members of the Audit Commission of the Company.

When deciding issues, each member of the Audit Commission of the Company has one vote.

In case of a tie, the vote of the Chairman of the Audit Commission of the Company shall be decisive.

7.15. In order for the Audit Commission of the Company to make decisions before the start of each audit (inspection), the following issues of preparation and conduct of the upcoming audit (inspection) are considered:

- 1) determination of the auditee (inspection object) (accounting and statistical reporting, etc.);
- 2) the procedure, timing and scope of the inspection (audit);
- 3) approval of the audit program;
- 4) determination of the list of information and materials necessary for conducting an audit (inspection), methods and sources for obtaining them;
- 5) determining the list of persons who must be involved in conducting an audit (inspection) (to provide explanations, to clarify individual issues);
- 6) resolution of other issues.

7.16. In order for the Audit Commission of the Company to make decisions based on the results of each audit (inspection), the following issues are considered:

- 1) discussion of information obtained during the audit and its sources;
- 2) summing up the results of the inspection (audit);
- 3) summarizing conclusions and formulating proposals based on the results of the audit;
- 4) approval and signing of the report of the Audit Commission of the Company and the conclusion of the Audit Commission of the Company based on the results of the inspection (audit);
- 5) establishing and analyzing the causes of violations of the legislation of the Russian Federation and the Articles of Association of the Company, and discussing possible options for their elimination and prevention in the future;
- 6) making a decision to contact the Company's management bodies, Company officials and heads of structural divisions of the executive office regarding the need to eliminate violations identified by the inspection (audit); recommendations for applying responsibilities to persons who have committed violations;
- 7) other issues related to summing up the results of the inspection (audit).

7.17. A member of the Audit Commission of the Company has the right to present a dissenting opinion on issues submitted for consideration to the Audit Commission of the Company, which must be drawn up in writing, signed by the member of the Audit Commission of the Company with his own signature indicating his last name, first name and patronymic (if any).

A dissenting opinion must be submitted by a member of the Audit Commission of the Company to the Secretary of the Audit Commission of the Company:

- no later than the date of the meeting of the Audit Commission of the Company - when the meeting is held;

- together with the questionnaire - when holding a meeting, voting at which is combined with absentee voting, as well as when conducting absentee voting.

7.18. A member of the Audit Commission of the Company, upon identifying violations of the legislation of the Russian Federation, the Articles of Association of the Company and the internal documents of the Company in the course of the Company's activities, is obliged to send to the Chairman of the Audit Commission of the Company a written statement describing the nature of the violations and the persons who committed them, no later than 3 (Three) working days from the date of their identification.

In this case, the Chairman of the Audit Commission of the Company is obliged to make a decision to hold an emergency meeting or absentee voting within 10 (Ten) working days from the date of receiving information about the identified violations.

7.19. The holding of a meeting of the Audit Commission of the Company and the results of voting at the meeting, as well as the results of absentee voting, are confirmed by the minutes of the Audit Commission of the Company, which indicate:

- 1) the date and time of the meeting, and if voting at the meeting was combined with absentee voting, also the date and time of the end of the receipt of questionnaires, the place of the meeting or (in the case of absentee voting) the end date of receipt of questionnaires;
- 2) persons who took part in the meeting or absentee voting, as well as invited persons;
- 3) information about the quorum of the meeting or absentee voting;
- 4) agenda items put to a vote and the results (summary) of voting on each agenda item, indicating the voting option of each member of the Company's Audit Commission or information that he did not take part in the voting, decisions taken on each agenda item;
- 5) the main points of speeches, reports and reports on the issues on the agenda of the meeting;
- 6) information on the presence of dissenting opinions of members of the Company's Audit Commission;
- 7) information about the persons who signed the minutes of the Audit Commission of the Company.

7.20. The minutes of the Audit Commission of the Company shall be drawn up in 2 (Two) copies no later than 5 (Five) working days from the date of the meeting or the end date of acceptance of questionnaires during absentee voting and shall be signed by the Chairman of the Audit Commission of the Company and the Secretary of the Audit Commission of the Company.

7.21. The following documents are attached to the minutes of the Audit Commission of the Company:

- 1) documents approved by the Audit Commission of the Company when making decisions on agenda items;
- 2) dissenting opinions of members of the Audit Commission of the Company (if any);
- 3) questionnaires.

7.22. Copies of the minutes of the Audit Commission of the Company shall be submitted (sent) to all members of the Audit Commission of the Company.

7.23. The Company shall ensure the storage of the minutes of the Company's Audit Commission in the manner and within the timeframes established by the legislation of the Russian Federation.

## **8. Procedure for conducting inspections (audits)**

8.1. Inspection (audit) of the Company's financial and economic activity is performed following the results of the Company's activity for a year, and also at any time under the initiative of the Company's Audit Commission, the decision of the Shareholders general meeting of the Company, the Board of Directors of the Company or on request of the shareholder (shareholders) of the Company owning in aggregate not less than 10 (Ten) percent of voting shares of the Company.

8.2. Planned inspection (audit) of the Company's financial and economic activity is conducted according to the confirmed annual work plan of the Company's Audit Commission.

8.3. Off-schedule inspection (audit) of the Company's financial and economic activity is conducted:

- 1) on the basis of the decision of the Company's Audit Commission;
- 2) on the basis of the decision of the Shareholders general meeting of the Company, the Board of Directors of the Company;
- 3) on request of the shareholders (shareholder) of the Company owning in aggregate not less than 10 (Ten) percent of voting shares of the Company.

8.4. Unless otherwise provided for by the decision of the Company's Audit Commission, Company's Shareholders general meeting about carrying out off-schedule inspection (audit), a session of the Company's Audit Commission, subject to carrying out according to paragraph 8.16 of the Regulation, shall be conducted not later than 30 (Thirty) working days from the date of receipt of the written requirement or the decision.

8.5. Inspection (audit) of the Company's financial and economic activity is performed according to the program of inspection (audit) and the decisions accepted at sessions of the Company's Audit Commission.

8.6. At carrying out of inspection (audit) the Company's Audit Commission performs:

- 1) inspection (audit) of financial, accounting, payment and settlement and other documentation of the Company, connected with realization of the Company's financial and economic activity, about its conformity to the legislation of the Russian Federation, to the Articles of Association of the Company, internal documents of the Company;
- 2) inspection (audit) and analysis of the Company's financial condition, its ability to meet payments, functioning of the internal control system and risk management system, liquidities of assets, ratio of own and borrowed funds, correctness and timeliness of charge and payment of interest under bonds, yield under other securities;
- 3) control over expenditure of money funds of the Company according to the confirmed business plan and budget of the Company;
- 4) control over formation and use of reserve and other special funds of the Company;
- 5) inspection (audit) of timeliness and correctness of conducting settlement operations with counterparts and the budget, and also settlement operations on remuneration, social insurance, charge and payout of dividend and other settlement operations;
- 6) control over observance of the established order of write-off on losses of the Company of indebtedness of insolvent creditors;
- 7) inspection (audit) of economic operations of the Company performed according to concluded contracts;
- 8) inspection (audit) of observance at use of material, labour and financial resources in financial and economic activity of acting contracts, rates and specifications, confirmed estimates and other documents regulating the Company's activity;

- 9) control over preservation and use of fixed assets;
- 10) inspection (audit) of cash accounts and property of the Company, efficiency of use of assets and other resources of the Company, revealing of reasons of non-productive losses and expenses, revealing of reserves of improvement of the Company's financial condition;
- 11) development of recommendations to the Company's management bodies;
- 12) other actions (measures) connected with inspection (audit) of the Company's financial and economic activity.

8.7. Within the limits of the available competence employees of the Company are obliged:

1) to create to members of the Company's Audit Commission and employed by the Audit Commission specialists (experts) the conditions providing effective carrying out of an inspection (audit), to give the necessary information and documentation, and also to give by their inquiry (oral or written) explanations and clarifications in the oral and written form. Required documents and materials shall be presented to members of the Company's Audit Commission within 2 (Two) working days from the moment of inquiry receipt;

2) expeditiously to eliminate all infringements revealed by the Company's Audit Commission, including on conducting the business accounting and drawing up of financial statements and other financial reporting;

3) not to allow any actions at carrying out of an inspection (audit), directed on restriction of a circle of questions which are subject to finding out at carrying out of the inspection (audit);

4) to promote observance of the rights of the Company's Audit Commission;

5) timely to develop and implement measures of a compensatory and preventive nature aimed at eliminating and preventing the occurrence of violations and shortcomings identified by the Audit Commission. At the same time, the developed action plans should contain the planned effect from the implementation of each activity;

6) to submit to the Audit Commission a report on the implementation of action plans aimed at eliminating and preventing the occurrence of violations and shortcomings identified by the Audit Commission, with an assessment of the effect of the implementation of measures taken by the Company.

8.8. The Chief Executive Officer of the Company has the right:

- 1) in due time to receive the information on the beginning of inspections (audits);
- 2) to get acquainted with results of the inspections (audits), which are conducted by the Company's Audit Commission;
- 3) to get acquainted with decisions of the Company's Audit Commission.

## **9. Involvement of experts to inspections (audits)**

9.1. The Company's Audit Commission has the right to involve specialists (experts) in the work on the basis of concluded contracts between them and the Company. Conditions of contracts with the involved specialists (experts), who are not members of the Company's Audit Commission, are approved by a decision of the Board of Directors of the Company.

9.2. Both natural and legal bodies (specialized organizations) can act as specialists (experts). Attraction of specialized organizations is performed in the order established by the current legislation and internal documents of the Company, regulating the purchasing activity.

9.3. The decision on necessity of attraction of specialists (experts) is accepted by the Company's Audit Commission.

9.4. The decision is arranged by minutes of the session of the Company's Audit Commission in which grounds for attraction of specialists (experts) shall be reflected.

9.5. Following the results of the decision by the Company's Audit Commission on the need to involve specialists (experts), the Chair of the Company's Audit Commission, in the manner prescribed by the Company's internal documents, initiates the inclusion of the relevant issue in the agenda of the meeting or absentee voting.

## **10. Documents generated based on the results of the inspection (audit) of the Audit Commission of the Company**

10.1. Summary documents formed by the Audit Commission following the results of inspections (audits) are the report of the Company's Audit Commission, the conclusion of the Company's Audit Commission.

10.2. Following the results of each inspection (audit) of the Company's financial and economic activity the Report of the Company's Audit Commission is drawn up. The Report of the Company's Audit Commission shall consist of three parts: introduction, analytical and summary.

10.2.1. The introduction of the Report of the Company's Audit Commission shall include:

1) the document name as a whole - «the Report of the Audit Commission of Public Joint stock company «Rosseti Centre»»;

2) date and place of drawing up the Report of the Company's Audit Commission;

3) date (period) and venue of the inspection (audit);

4) the inspection (audit) basis (the decision of the Company's Audit Commission, the Company's Shareholders general meeting, the Company's Board of Directors, shareholders (the shareholder) of the Company);

5) the inspection (audit) purpose (determination of legality of the Company's activity, identification of reliability of accounting and other documentation, its conformity to the legislation of the Russian Federation, etc.);

6) an inspected (audited) entity (a certain activity of the Company, the financial and economic documentation, including the financial statements and statistical reporting, etc.);

7) the list of requirements about provision of the information, declared during inspection (audit) to management bodies, heads of structural units and subdivisions, branches and representations of the Company;

8) received refusals in provision of the information and reasons of its failure to submit;

9) data on written explanations from the executive body of the Company, members of the Board of Directors of the Company and employees of the Company;

10) data on attraction to the work of the Company's Audit Commission of specialists (experts) on individual questions of the financial and economic activity, not occupying posts in the Company, and also the information on the conclusion of contracts with them and execution of contracts by them;

11) the list of standard legal acts and other documents regulating the Company's activity, which have been used at inspection (audit) carrying out.

10.2.2. The analytical part of the Report of the Company's Audit Commission shall contain an objective estimation of a condition of the audited entity and include:

1) general results of inspection (audit) of the documentation of the business accounting and reporting and other documentation of the Company's financial and economic activity;

2) the description of the infringements of requirements of internal documents of the Company committed by the Company, conditions of the concluded contracts and performed transactions, non-execution of decisions of the Company's management bodies;

3) the information on the facts of infringement of the order of conducting the business accounting and financial reporting preparation, and also operations of the Company's financial and economic activity.

10.2.3. The summary part of the Report of the Company's Audit Commission represents the reasoned conclusions of the Company's Audit Commission by results of inspection (audit) carrying out.

10.3. Based on the results of the assessment of the reliability of the data contained in the annual report of the Company, the annual financial statements of the Company, as well as based on the results of confirmation of the reliability of the data contained in the report of the Company on related party transactions, the conclusion of the Audit Commission of the Company is formed, which must consist of two parts: introductory and final.

10.3.1. The introduction of the Conclusion of the Company's Audit Commission shall include:

1) the document name as a whole - «the Conclusion of the Audit Commission of Public Joint stock company «Rosseti Centre»»;

2) date and place of drawing up the Conclusion of the Audit Commission of the Company;

3) date (period) and venue of the inspection (audit);

4) the inspection (audit) basis (the decision of the Company's Audit Commission);

5) the inspection (audit) purpose (identification of reliability of accounting and other documentation, its conformity to the legislation of the Russian Federation, etc.);

6) an inspected (audited) entity (the financial and economic documentation, including the financial statements and statistical reporting, etc.).

10.3.2. The final part of the Conclusion of the Company's Audit Commission shall contain:

1) confirmation of reliability of the data contained in the annual report of the Company, the annual financial statements of the Company and in the Company's report on related party transactions;

2) information on violations of the procedure for maintaining accounting records and submitting financial statements, as well as the implementation of financial and economic activities.

10.4. By decision of the Audit Commission of the Company, based on the results of the audit (inspection), only the conclusion of the Audit Commission of the Company may be prepared.

10.5. The report of the Audit Commission of the Company, the conclusion of the Audit Commission of the Company shall be drawn up in 3 (Three) copies no later than 10 (Ten) business days from the date of the inspection (audit) and signed by all members of the Audit Commission of the Company participating in the inspection (audit), at a meeting or by absentee voting based on the results of the inspection (audit).

10.6. The specialists (experts) involved in the audit (inspection) do not sign the report of the Audit Commission of the Company, the conclusion of the Audit Commission of the

Company. The available expert materials are attached to the report of the Audit Commission of the Company, the conclusion of the Audit Commission of the Company.

10.7. One copy of the report of the Audit Commission of the Company, the conclusion of the Audit Commission of the Company is kept by the Secretary of the Audit Commission of the Company, the second copy is sent to the Chairman of the Board of Directors of the Company, the third one to the sole executive body.

10.8. The Company is obliged to store reports of the Company's Audit Commission and conclusions of the Company's Audit Commission and to provide access to them in the order established by the legislation and internal documents of the Company.