

APPROVED:

by the Resolution of the Annual Meeting of Shareholders  
of IDGC of Centre, PJSC  
08.06.2017 (Minutes #01/17 of 09.06.2017)

**REGULATION**  
**on the Audit Commission**  
**of Interregional Distribution Grid Company of Centre, Public Joint Stock Company**  
**(new edition)**

Moscow  
2017

## **1. General provisions**

1.1. The Regulation on the Audit Commission of Interregional Distribution Grid Company of Centre, Public Joint Stock Company (hereinafter – the Regulation), is an internal document of IDGC of Centre, PJSC (hereinafter - the Company), is developed according to the Federal law «On Joint Stock Companies» and the Company's Articles of Association, determines tasks and an activity order of the Company's Audit Commission, regulates questions of interaction with management bodies of the Company and heads of structural units and subdivisions of the Company.

1.2. The Company's Audit Commission is a constantly acting elected body of the internal control of the Company, performing the periodic control of financial and economic activity of the Company, its subdivisions, officials of management bodies of the Company and structural divisions of the executive office of the Company by documentary and actual audits of:

1) legality, economic validity and efficiency (expediency) of economic and financial operations made by the Company in the checked period;

2) completeness and correctness of reflecting the economic and financial operations in the Company's documents.

1.3. The Company's Audit Commission acts in interests of shareholders of the Company and in its activity it reports to the Company's Shareholders general meeting.

1.4. At realisation of the activity the Company's Audit Commission is independent from officials of management bodies of the Company.

1.5. The Company's Audit Commission bears responsibility before Shareholders general meeting for reliability and objectivity of results of conducted audits.

1.6. In its activity the Company's Audit Commission is guided by the legislation of the Russian Federation, the Company's Articles of Association and the Regulation and other internal documents of the Company confirmed by the Company's Shareholders general meeting.

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

2.1. 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 accounting statements.

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

3.1. The Company's Audit Commission is elected by Shareholders general meeting for the term up to the following annual Shareholders general meeting of the Company in the order provided by the Federal law «On Joint Stock Companies» and the Company's Articles of Association.

In case of election of the Company's Audit Commission at extraordinary Shareholders general meeting of the Company, members of the Company's Audit Commission are considered elected for the period till the date of conducting annual Shareholders general meeting.

3.2. According to the Company's Articles of Association the Company's Audit Commission consists of 5 (five) persons (members of the Audit Commission).

3.3. Shareholders of the Company by preparation of offers on nominations for election in the Audit Commission aspire to consider that nominees offered by them to be Members of the Company's Audit Commission could be elected consistently no more than for 3 (three) terms successively if other restrictions for election are not established by the legislation of the Russian Federation, the Company's Articles of Association and the Regulation.

3.4. A member of the Company's Audit Commission has the right to resign voluntarily at any time, having informed of it the Chair of the Company's Audit Commission in writing.

3.5. Powers of separate members or all members of the Company's Audit Commission can be ahead of schedule ceased under the Shareholders general meeting decision.

3.6. The Chair of the Audit Commission without fail shall initiate a question on the termination of powers of a member of the Company's Audit Commission in case of fulfilment of unfair actions by him or her or causing damage to the Company, expressed in:

- 1) destruction, deliberate damage or falsification of documents and materials;
- 2) concealment of information on revealed abusings of officials or other employees of the Company;
- 3) conscious deception of officials or other employees of the Company, shareholders concerning the Company's activity;
- 4) disclosure of a state secret and confidential information on the Company's activity;
- 5) other actions harming the Company.

3.7. In case of the early termination of powers of a member of the Company's Audit Commission the powers of other members of the Company's Audit Commission do not stop.

3.8. In case when the quantity of members of the Company's Audit Commission becomes fewer than half of the members of the Company's Audit Commission from the total number of its members established by the Company's Articles of Association, the Chair of the Company's Audit Commission has the right to address to the Board of Directors of the Company for initiation under the decision of the Board of Directors of convocation of extraordinary Shareholders general meeting of the Company for election of members of the Company's Audit Commission.

3.9. At nomination for members of the Company's Audit Commission the following requirements to expertise and knowledge of nominees shall be observed:

- 1) availability of the higher economic, financial or juridical education;
- 2) experience in a division of internal audit, control and auditing bodies;
- 3) knowledge in the field of economy, finance, business accounting, knowledge of the economic law, knowledge of specificity of the Company's activity.

3.10. Shareholders of the Company by preparation of offers on nominations for election as members of the Company's Audit Commission aspire to consider the following principles of forming lists of nominees:

- 1) not to include in the list the nominees whose powers have been ahead of schedule ceased on the bases specified in item 3.6 of the Regulation, including at work in audit commissions of other legal bodies;
- 2) not to include in the list the nominees who are employees of the Company.

3.11. Nominees for members of the Company's Audit Commission shall confirm in writing the consent to election as members of the Company's Audit Commission.

3.12. Members of the Company's Audit Commission cannot be simultaneously members of the Board of Directors of the Company, and also occupy other posts in the Company's management bodies.

#### **4. The Chair and the Secretary of the Company's Audit Commission**

4.1. The Chair of the Company's Audit Commission is elected by members of the Company's Audit Commission by a majority of votes from the total number of the elected members of the Company's Audit Commission. Members of the Company's Audit Commission have the right to re-elect at any time the Chair of the Company's Audit Commission by a majority of votes from the total number of the elected members of the Company's Audit Commission.

4.2. The Secretary of the Company's Audit Commission is elected by members of the Company's Audit Commission by a majority of votes from the total number of the elected members of the Company's Audit Commission. Members of the Audit Commission have the right to re-elect at any time the Secretary of the Company's Audit Commission by a majority of votes from the total number of the elected members of the Company's Audit Commission.

4.3. The Chair and the Secretary of the Company's Audit Commission, newly elected, shall be elected not later than 15 (fifteen) working days from the moment of election of corresponding new members of the Company's Audit Commission.

4.4. The Chair of the Company's Audit Commission:

- 1) convenes and holds sessions of the Company's Audit Commission;
- 2) confirms the session agenda of the Company's Audit Commission, and also solves all necessary questions connected with preparation and carrying out of a session of the Company's Audit Commission;
- 3) organises current work of the Company's Audit Commission;
- 4) represents the Company's Audit Commission at Shareholders general meeting and sessions of the Board of Directors;
- 5) signs the session Minutes of the Audit Commission and other documents proceeding on behalf of the Company's Audit Commission.

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

- 1) takes Minutes of sessions of the Company's Audit Commission;
- 2) provides timely informing of management bodies of the Company on results of the conducted audits by provision of the Report, Conclusion of the Company's Audit Commission according to requirements of the Regulation;
- 3) arranges and signs Minutes of sessions of the Company's Audit Commission;
- 4) organises conducting clerical work, document circulation and storage of documents of the Company's Audit Commission;
- 5) organises the notification of members of the Company's Audit Commission about conducting sessions of the Company's Audit Commission, planned and off-schedule audits of the Company's activity;
- 6) accomplishment of other functions provided by the Regulation.

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

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

- 1) independently to determine methods and forms of audit, being guided by the current legislation of the Russian Federation and the Regulation;
- 2) to check in full force and effect the documentation about financial and economic activity of the Company, availability of sums of money and the Company's securities;
- 3) to have at carrying out of auditing activities unobstructed admission in all office

accommodations of the Company;

4) to demand within the competence from officials of management bodies of the Company, heads of structural units and subdivisions of the Company provision of all information (documents and materials) necessary for conducting audit;

5) to receive on request the necessary information from the third parties, including with assistance of management bodies and shareholders of the Company, charged to inspect;

6) to demand from officials of management bodies, heads and employees of structural units and subdivisions of the Company written explanations on the questions arising at carrying out of audits;

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

8) in case of availability on documents of erasures and other signs of a fake, and also at origin of reasonable doubts in authenticity of documents for the purpose of additional studying and analysis to make copies of such documents and to demand from officials of the Company of confirmation of authenticity of copies of documents by signature of the official and the Company's corporate seal;

9) to issue instructions to the Chief Executive Officer of the Company about taking immediate measures by him in connection with the revealed infringements if nonacceptance of such measures can entail loss of values, documents or promote further abusings;

10) to demand convocation of extraordinary Shareholders general meeting of the Company, a session of the Board of Directors of the Company in the order established by the legislation of the Russian Federation, the Company's Articles of Association and the Regulation;

11) to address to the authorised persons with an offer to bring to responsibility provided by the legislation of the Russian Federation, in case of revealing by the Company's Audit Commission facts of infringement of the legislation of the Russian Federation and internal documents of the Company;

12) in case of need to involve in the work of specialists in corresponding areas (legal, economy, finance, business accounting, management, economic security and other areas of knowledge), not occupying posts in the Company, and also specialised organizations, to request the Company for the conclusion of civil-law contracts with the specified specialists and organisations.

5.2. The Company's Audit Commission is obliged:

1) to conduct audits of financial and economic activity of the Company following the results of activity for a year, and also at any time under the initiative, under the decision of Shareholders general meeting of the Company, Board of Directors of the Company or on request of the shareholder (shareholders) of the Company owning in aggregate not less than 10 percent of voting shares;

2) in due time to notify the Chief Executive Officer of the Company on the audit start;

3) in due time to inform the Company's management bodies on results of conducted audits;

4) in the order established by the Company's Articles of Association to demand convocation of Shareholders general meeting of the Company in case of origin of real threat to interests of the Company;

5) to represent to the Board of Directors not later than for 45 (forty five) days before date

of conducting annual Shareholders general meeting of the Company the Report following the results of annual audit of the Company's activity, including an estimation of the annual report of the Company.

5.3. The Chair of the Company's Audit Commission together with members (a member) of the Company's Audit Commission under the invitation of Shareholders general meeting of the Company or the Company's Board of Directors is obliged to be present at the Company's Shareholders general meeting, sessions of the Board of Directors of the Company at consideration of results of audits (checks) of the Company's activity.

5.4. Members of the Company's Audit Commission cannot delegate the responsibility to other persons, including by proxy.

5.5. Members of the Company's Audit Commission are obliged:

1) personally to participate in sessions of the Company's Audit Commission, in carrying out of audits of the Company's financial and economic activities;

2) to provide observance of a mode of confidentiality of received data and not to allow unauthorized disclosure of the information, which they have become aware of in the course of conducting auditing activities.

5.6. Members of the Company's Audit Commission bear responsibility in the order established by the legislation of the Russian Federation:

1) for a failure to perform or inadequate execution of the obligations;

2) for non protection of the information, which they have become aware of at execution of the obligations, and which constitutes a state, office, and (or) commercial secret, personal data, other confidential information according to requirements of the current legislation of the Russian Federation;

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

## **6. The Company's rights and obligations**

6.1. 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 check, 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 accounting statements and other financial reporting;

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

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.

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

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

## **7. The work organisation of the Company's Audit Commission**

7.1. The Company's Audit Commission makes decisions at sessions.

7.2. The first session of the Company's Audit Commission after election of its members is conducted not later than 15 working days from the date of decision-making by the Company's Shareholders general meeting at the initiative of any member of the Company's Audit Commission. At the first session of the Company's Audit Commission questions on election of the Chair and the Secretary of the Company's Audit Commission shall be considered.

7.3. At a session of the Company's Audit Commission, which carrying out shall take place not later than 45 (forty five) days from the moment of election of new members of the Company's Audit Commission at annual Shareholders general meeting, the Work Plan of the Company's Audit Commission is approved.

7.4. Further sessions of the Company's Audit Commission and realisation of audits of the Company's activity are performed according to the confirmed annual plan of work of the Company's Audit Commission.

7.5. The Work Plan of the Company's Audit Commission includes:

- 1) audited entities (kinds of financial and economic activities of the Company, separate areas of the Company's activity);
- 2) determination of the form of check on each of entities (documentary, check in the location of the audited entity (visiting));
- 3) the time schedule of conducting audits of the Company's activity (annual, quarterly), approximate terms of conducting audits;
- 4) the time schedule of conducting sessions of the Company's Audit Commission to solve questions on preparation and carrying out of audits of the Company's activity, on summarising of audits of the Company's activity;
- 5) the list of financial and (or) economic documentation necessary for realisation of check of the audited entities;
- 6) determination of members of the Company's Audit Commission, responsible for preparation for carrying out of audits, information and necessary documents and materials collection;
- 7) other questions connected with the organisation of conducting sessions and audits by the Audit Commission of the Company.

7.6. At the initiative of the Chair of the Company's Audit Commission or under an offer of members of the Company's Audit Commission off-schedule sessions of the Company's Audit Commission, convened by the Chair, can be held by the Company's Audit

Commission.

## **8. The order of organisation and carrying out of sessions of the Company's Audit Commission**

8.1. Sessions of the Company's Audit Commission are held to solve organizational questions of the Company's Audit Commission's activity, and also each time before the beginning of conducting check and following the results of its carrying out.

8.2. The Chair of the Company's Audit Commission convenes a session of the Company's Audit Commission according to the confirmed plan of work of the Company's Audit Commission, under own initiative or at the initiative of a member of the Company's Audit Commission, and also on the basis of the decision of Shareholders general meeting, Board of Directors of the Company or the requirement of shareholders of the Company (owning not less than 10 (Ten) percent of voting shares of the Company) about carrying out of check of the Company's financial and economic activity.

8.3. The Chair of the Company's Audit Commission at preparation for carrying out a session of the Company's Audit Commission:

- 1) determines date, time and a session venue (summarising of correspondence voting);
- 2) the form of conducting a session (joint presence, correspondence voting);
- 3) confirms (signs) the session agenda;
- 4) determines the list of materials and documents (information) necessary for consideration of questions of the agenda of a session of the Company's Audit Commission;
- 5) determines the list of persons invited for participation in a session of the Company's Audit Commission (at joint presence);
- 6) solves other questions connected with preparation for carrying out a session of the Company's Audit Commission.

8.4. The notification of members of the Company's Audit Commission about carrying out a session of the Company's Audit Commission is made by the Secretary of the Company's Audit Commission in writing not later than 10 (ten) working days prior to date of conducting a session.

At carrying out of correspondence voting in the cases provided by the Regulation, members of the Company's Audit Commission together with the notification of conducting correspondence voting materials concerning the agenda and questionnaires not later than 15 (fifteen) working days prior to date of summarising of voting are sent to.

8.5. The notification of members of the Company's Audit Commission is made at the address specified by a member of the Company's Audit Commission, including by e-mail.

8.6. A member of the Company's Audit Commission is considered notified from the date of the notification receipt at the address stipulated in item 8.5 of the Regulation.

8.7. Under the decision of members of the Company's Audit Commission invited persons and involved specialists (experts) may participate in sessions.

8.8. A session of the Company's Audit Commission is considered competent if more than half from the total number of members of the Company's Audit Commission participate in it or prior to the beginning of a session written opinions concerning the session agenda of the Company's Audit Commission are received.

8.9. With a view of efficiency of decision-making, the coordination of drafts of decisions of the Company's Audit Commission can be made till the moment of conducting a

session of the Company's Audit Commission by an exchange of the data transferred by means of a fax communication, e-mail or other as agreed by the members of the Audit Commission communication means.

8.10. The decision concerning the session agenda of the Company's Audit Commission is accepted by simple majority of votes from the total number of members of the Company's Audit Commission.

At the solution of questions at a session of the Company's Audit Commission each member of the Company's Audit Commission possesses one vote.

In case of equality of votes the vote of the Chair of the Company's Audit Commission is solving.

8.11. A session of the Company's Audit Commission is conducted in the form of joint presence of members of the Company's Audit Commission. Carrying out of a session in the form of correspondence voting is allowed.

8.12. In case of impossibility of participation in a session of the Company's Audit Commission in person a member of the Company's Audit Commission can express the opinion by sending a written vote to the Chair of the Audit Commission of the Company on all issues on the agenda of the meeting. The written vote must be received by the Chair of the Audit Commission of the Company no later than the date and time of the in-person meeting of the Audit Commission.

8.13. The opinion of absent members of the Company's Audit Commission, expressed by sending written votes, is disclosed by the Chair of the Company's Audit Commission at the session and recorded in the minutes.

8.14. A session of the Company's Audit Commission, conducted in the form of joint presence, includes the following stages:

- 1) opening of a session by the Chair of the Company's Audit Commission;
- 2) determination of quorum of a session;
- 3) announcement of questions of the agenda of a session;
- 4) presenting reports, messages and statements concerning the session agenda, their discussion;
- 5) formulation by the Chair of the Company's Audit Commission of the draft of the decision concerning the agenda;
- 6) voting by questions of the agenda of a session;
- 7) voting summarising;
- 8) announcement of decisions of the Company's Audit Commission concerning the agenda.

8.15. A session of the Company's Audit Commission, conducted by poll, includes the following stages:

- 1) acceptance and counting of questionnaires which have been received from members of the Audit Commission in time, established in the questionnaire for correspondence voting;
- 2) determination of quorum of a session of the Company's Audit Commission;
- 3) counting of votes, presented by questionnaires and voting summarising;
- 4) registration of the Minutes of a session of the Company's Audit Commission.

8.16. At a session of the Company's Audit Commission, conducted before the beginning of conducting each audit, the following questions of preparation and carrying out of forthcoming check are considered:

- 1) determination of an audited entity (the accounting and statistical reporting, etc.);

- 2) procedure, terms and volume of conducting check;
- 3) approval of the program of audit;
- 4) determination of the list of information and materials necessary for carrying out of check, methods and sources of their obtaining;
- 5) determination of the list of persons who it is necessary to involve for check carrying out (for provision of explanations, clarification of individual questions);
- 6) appointment of date of conducting a session of the Company's Audit Commission on check summarising;
- 7) determination of a member of the Company's Audit Commission, responsible for preparation of the draft of the Report of the Company's Audit Commission to a session of the Company's Audit Commission on check summarising;
- 8) solution of other questions.

A session of the Company's Audit Commission concerning preparation and check carrying out can be conducted without joint presence of members of the Company's Audit Commission by means of conducting correspondence voting (by poll).

8.17. At a session of the Company's Audit Commission, conducted following the results of each check, the below questions are considered:

- 1) discussion of the information received during carrying out of check and sources of its obtaining;
- 2) check summarising;
- 3) generalisation of conclusions and forming offers on the basis of check results;
- 4) approval and signing of the Report, Conclusion of the Company's Audit Commission following the results of check;
- 5) solving a question on issue of the Instruction of the Audit Commission;
- 6) identification and analysis of causes of infringement of the legislation of the Russian Federation and the Company Articles of Association, and discussion of possible variants of their elimination and prevention in the future;
- 7) decision-making on addressing to management bodies of the Company, their officials and heads of structural divisions of the executive office about necessity of elimination of the infringements revealed by check; recommendations on bringing the persons who have violated to responsibility;
- 8) other questions connected with summarising of audit.

8.18. Members of the Company's Audit Commission, taking part in a session and having the opinion which is different from the accepted one at the session, conducted based on the results of audit, have the right to generate their separate opinion. The separate opinion is an integral part of the Minutes of the session of the Company's Audit Commission.

8.19. A member of the Company's Audit Commission at revealing of infringements of the legislation of the Russian Federation, the Articles of Association of the Company and other internal documents of the Company at realisation of the Company's activity is obliged to send to the Chair of the Company's Audit Commission a written statement with the description of character of infringements and persons, who violated, not later than 3 (three) working days from the moment of their revealing.

Thus, the Chair of the Company's Audit Commission is obliged to convene an extraordinary session of the Company's Audit Commission in the form of joint presence within 10 (ten) working days from the moment of obtaining the information on the revealed infringements.

8.20. At a session of the Company's Audit Commission the Secretary of the Company's Audit Commission keeps minutes.

8.21. The session Minutes of the Company's Audit Commission shall contain:

- 1) date, time and venue of the session (voting summarising);
- 2) the list of members of the Company's Audit Commission and persons who are present at the session;
- 3) the list of members of the Company's Audit Commission, voting by sending written votes;
- 4) the information on quorum of the session;
- 5) questions included in the agenda of the session;
- 6) substantive provisions of presentations, reports and statements concerning the agenda (only for a session in the form of joint presence);
- 7) the information on availability of separate opinions of members of the Company's Audit Commission;
- 8) questions put on voting, and results of voting by them;
- 9) decisions accepted by the Audit Commission of the Company.

8.22. The Minutes of a session of the Company's Audit Commission is constituted in duplicate not later than 5 (five) working days from the moment of the session carrying out (summarising of correspondence voting) and signed by the Chair and the Secretary of the Company's Audit Commission.

8.23. Materials (conclusions, reports and other documents), formed a basis for decision-making, are attached to the session minutes.

8.24. In case if the coordination of discussed questions occurred by poll, the questionnaires, received from members of the Company's Audit Commission, are attached to the minutes.

8.25. Copies of minutes of the Company's Audit Commission are given (sent) to all members of the Company's Audit Commission.

8.26. Storage of the first copy of the minutes is ensured by the Secretary of the Company's Audit Commission.

The second copy of the minutes is transferred to storage in the Company. The Company is obliged to store minutes of sessions of the Company's Audit Commission and to provide their presentation on request of shareholders of the Company.

## **9. The order of conducting auditing activities**

9.1. Check (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 Shareholders general meeting, Board of Directors of the Company or on request of the shareholder (shareholders) of the Company owning in aggregate not less than 10 percent of voting shares of the Company.

9.2. Planned check of the Company's financial and economic activity is conducted according to the confirmed annual Work Plan of the Company's Audit Commission.

9.3. Off-schedule check 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 Shareholders general meeting, Board of Directors;

3) on request of the shareholders (shareholder) of the Company owning in aggregate not less in 10 (Ten) percent of voting shares of the Company.

9.4. Unless otherwise provided for by the decision of the Company's Audit Commission, Company's Shareholders general meeting about carrying out off-schedule check, a session of the Company's Audit Commission, subject to carrying out according to item 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, specified in item 9.3 of the Regulation.

9.5. Check of the Company's financial and economic activity is performed according to the program of audit and the decisions accepted at sessions of the Company's Audit Commission.

9.6. At carrying out of check the Company's Audit Commission performs:

1) check of financial, accounting, payment and settlement and other documentation of the Company connected with realisation of the Company's financial and economic activity, about its conformity to the legislation of the Russian Federation, to these Articles of Association, internal and other documents of the Company;

2) check 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) check 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) check of economic operations of the Company performed according to concluded contracts;

8) observance check 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) check 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) check of accomplishment of instructions on elimination of infringements and drawbacks, previously revealed by the Company's Audit Commission;

12) development of recommendations to the Company's management bodies;

13) other actions (measures) connected with check of the Company's financial and economic activity.

## **10. Involvement of experts to audits**

10.1. 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 Audit Commission, are approved by a decision of the Board of Directors of the Company.

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

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

10.4. 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.

10.5. Following the results of the made decision the Chair of the Audit Commission provides inclusion of a corresponding question into the agenda of a session of the Board of Directors of the Company.

### **11. The documents formed following the results of audit by the Company's Audit Commission**

11.1. Summary documents of the Audit Commission following the results of audits are the Report of the Audit Commission, the Conclusion of the Audit Commission, and the Instruction of the Audit Commission.

11.2. Following the results of each check of the Company's financial and economic activity the Company's Audit Commission draws up the Report. The Report of the Company's Audit Commission shall consist of three parts: introduction, analytical and summary.

11.2.1 The prologue 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 Interregional Distribution Grid Company of Centre, Public Joint Stock Company»;

2) date and place of drawing up the Report;

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

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

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

7) the list of requirements about provision of the information, declared during check 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 Chief Executive Officer, members of the Board of Directors and employees of the Company;

10) data on attraction to the work of the Company's Audit Commission of 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 audit carrying out.

11.2.2 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 check 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 local statutory acts committed by the Company, conditions of the concluded contracts and performed transactions, non-execution of decisions of 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.

11.2.3 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 audit carrying out.

11.3. By results of an estimation of reliability of the data contained in the annual report of the Company, accounting statements the Conclusion of the Company's Audit Commission is formed, which shall consist of two parts: introduction and summary.

11.3.1. The prologue 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 Interregional Distribution Grid Company of Centre, Public Joint Stock Company»;

2) date and place of drawing up the Conclusion;

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

4) The audit basis (the decision of the Audit Commission);

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

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

11.3.2. Summary 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 accounting (financial) statements;

2) the information on the facts of infringement of the order of conducting the business accounting and financial reporting preparation, and also realisation of the financial and economic activity.

11.4. At revealing of infringements and drawbacks, the Company's Audit Commission forms the Instruction to the Chief Executive Officer of the Company, which contains recommendations and offers on elimination of the reasons and consequences revealed during the audit of infringements of the current legislation of the Russian Federation, the Articles of Association and internal documents of the Company, conditions of the concluded contracts and performed transactions, carrying out of economically unreasonable and inefficient (inexpedient) economic and financial operations, non-executions of decisions of management bodies of the Company.

11.5. The Report, Conclusion of the Company's Audit Commission are constituted in 3 (three) copies not later than 10 (ten) working days from the moment of conducting the audit and signed by all members of the Company's Audit Commission, participating in the check

(audit), at a session of the Company's Audit Commission following the results of check.

11.6. The experts involved in the check do not sign the Report, Conclusion, available expert materials are attached to the Report, Conclusion.

11.7. One copy of the Report, Conclusion is stored at the Secretary of the Company's Audit Commission, one is sent to the Chair of the Board of Directors of the Company, one - to the Chief Executive Officer of the Company.

11.8. The Instruction of the Company's Audit Commission is constituted in 2 (two) copies in the terms established by the decision of the Audit Commission at a session of the Company's Audit Commission following the results of check, and signed by the Chair of the Audit Commission.

11.9. One copy of the Instruction is stored at the Secretary of the Company's Audit Commission, one is sent to the Chief Executive Officer of the Company.

11.10. The Company is obliged to store Reports, Conclusions and Instructions 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.