

APPROVED

by resolution of the Board of Directors of
PJSC Moscow United Electric Grid
Company

dated April 29, 2016

(Minutes No. 287

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PJSC Moscow United Electric Grid
Company

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PROVISION ON THE AUDIT COMMITTEE
OF THE BOARD OF DIRECTORS OF PJSC MOSCOW UNITED
ELECTRIC GRID COMPANY

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1. Basic definitions and abbreviations used in the Provision

Company	- PJSC Moscow United Electric Grid Company
Subsidiaries and Associates (SAA) of the Company	- SUBSIDIARIES of the company PJSC Moscow United Electric Grid Company
Board of Directors of the Company:	- Board of Directors of PJSC Moscow United Electric Grid Company
Provision on the Board of Directors of the Company	- Provision on preliminary independent assessment on the effectiveness of the internal control system, risk management system, corporate governance for 20 years the Board of Directors of PJSC Moscow United Electric Grid Company
Provision on the Audit Committee, Provision	- Provision on the Audit Committee of the Board of Directors of PJSC Moscow United Electric Grid Company
Audit Committee, Committee	- Audit Committee of the Board of Directors of PJSC Moscow United Electric Grid Company
Chairman of the Audit Committee	- Chairman of the Audit Committee of the Board of Directors of PJSC Moscow United Electric Grid Company
Chairman of the Committee	- Chairman of the Committee
Deputy Chairman of the Audit Committee, Deputy Chairman of the Committee	- Deputy Chairman of the Audit Committee of the Board of Directors of PJSC Moscow United Electric Grid Company
Secretary of the Committee	- Secretary of the Audit Committee of the Board of Directors of PJSC Moscow United Electric Grid Company
Member of the Audit	- Member of the Audit Committee of the Board of Directors Committee of the PJSC Moscow United Electric Grid Company
Audit Committee Expert, Committee Expert	- Audit Committee Expert of the Board of Directors of PJSC Moscow United Electric Grid Company
Executive Body of the Company	- Collegial Executive Body - Company Board The Sole Executive Body - the General Director of the Company, the managing organization or the manager - carries out management of the current activities of the Company, reports to the Board of Directors of the Company
Top managers (top management)	- Officers of the Company recognized as the Top Managers of the company in accordance with the resolution of the Board of Directors of the Company.

Internal audit	<p>Activities at: provision of independent and objective guarantees and consultations aimed to improve the Company's performance.</p> <p>The internal audit is designed to help achieve the Company's goals in the most efficient and economically feasible way using a systematic and consistent approach to assessing and improving the effectiveness of risk management, internal control and corporate governance systems.</p>
Competence	<ul style="list-style-type: none"> - The totality of legally established powers, functions, rights and obligations of a particular body or an official
External Auditor, Auditor	<ul style="list-style-type: none"> - An organization that is a member of one of the self-regulatory organizations auditors, that independently audits the accounting (financial) statements of the audited entity in order to express an opinion on the International Financial Reporting Standards
IFRS	
RAS	<ul style="list-style-type: none"> - Russian accounting standards

2. General provisions

2.1. The Provision on the Audit Committee of the Board of Directors of PJSC Moscow United Electric Grid Company is an internal document of the Company that regulates the activities of the Committee and determines issues of its competence, the procedure for the formation of its composition and functioning, the rights and obligations of the members of the Committee, the procedure for the interaction of the Committee with the management and control bodies of PJSC Moscow United Electric Grid Company.

2.2. This Provision on the Audit Committee has been elaborated in accordance with the laws of the Russian Federation, the Charter of the Company, its internal regulatory documents, as well as in accordance with the requirements of the stock exchanges on which the Company's securities are quoted and which are a condition for inclusion of shares in the quotation lists of stock exchanges.

2.3. In the preparation of this Provision the following documents were used:

- Federal law of the Russian Federation No. 208-FL dated 26.12.1995 "On Joint Stock Companies";
- Federal Law of the Russian Federation No. 402-FL dated 06.12.2011 "On Accounting";
- Federal Law of the Russian Federation No. 307-FL dated 30.12.2008 "On Auditing Activities";
- Corporate Governance Code approved on March 21, 2014 by the Board of Directors of the Bank of Russia;
- Guidelines on the functioning of the Board of Directors in a joint-stock company, approved by order No. 357 of the Federal Agency for State Property Management dated November 21, 2013;
- Guidelines on the functioning of audit committees of the Board of Directors in a joint-stock company with the participation of the Russian Federation approved by order No. 86 of the Federal Agency for State Property Management dated 20.03.2014;
- Provision No. 437-P on organized trading activities approved by the Bank of Russia on 17.10.2014;
- Guidelines on the functioning of internal audit in joint-stock companies with the participation of the Russian Federation, approved by order No.249 of the Federal Agency for State Property Management dated 04.07.2014;
- Guidelines on the construction of the internal audit in holding structures with the participation of the Russian Federation, approved by order No.330 of the Federal Agency for State Property Management dated 03.09.2014;
- Listing rules approved by the stock exchange governing bodies and registered in the prescribed manner by the Bank of Russia.

2.4. The Audit Committee is created by resolution of the Board of Directors of the Company for preliminary in-depth consideration of the most important issues and preparation of recommendations to the Board of Directors for making decisions on issues within the competence of the Committee, as well as for solving other issues delegated to the Committee by the Board of Directors of the Company.

2.5. When considering issues assigned by the Board of Directors of the

Company for consideration at a meeting of the Committee that do not require further consideration by the Board of Directors, the Committee has the right to make decisions and recommendations to the executive bodies of the Company and the Internal Audit. The Audit Committee reports to the Board of Directors of the Company and is independent in its assessments from the executive bodies of the Company.

2.6. The Committee is a subsidiary advisory body of the Board of Directors of the Company. The Committee is not a management and control body of the Company and may not act on behalf of the Company.

2.7. In carrying out its activities, the Committee is guided by the legislation of the Russian Federation, the Charter of the Company, internal regulatory documents of the Company, resolutions of the Board of Directors of the Company and this Provision.

3. Goals and main objectives of the Committee

3.1. The goal of the Committee is to facilitate the effective fulfillment of the functions of the Board of Directors of the Company in terms of preliminary consideration of issues related to control over the financial and economic activities of the Company.

3.2. Main objectives of the Committee:

- consideration of the accounting (financial) statements of the Company and supervision of the process of its preparation;
- control over the reliability and efficiency of the internal control system, risk management system, corporate governance practices;
- control over the external audit and the choice of auditor;
- ensuring the independence and objectivity of the internal audit function;
- supervision of the effectiveness of the system for counteracting unfair actions of the Company employees and third parties.

The Committee is not intended to perform as a guarantor of achieving the goals of the Company to ensure the reliability of reporting, the effectiveness of internal control systems, risk management, corporate governance practices, independence and objectivity of the internal audit, compliance with the law, but controls the fulfillment by the executive bodies of the Company of their responsibilities to ensure the achievement of these goals of the Company.

Many of the functions of the Committee are set forth in this Provision in terms of implementing “supervision”, “control”, “assessment”, “analysis”, “organization”, “development” in relation to particular business functions. At the same time, the Committee is not obligated to perform functions in respect of which it carries out the actions of “supervision”, “control”, “assessment”, “analysis”, “organization” and “development”. The Committee does not participate in direct implementation of this functions. In fulfilling its supervision responsibilities, members of the Committee rely on the good faith of the executive bodies and employees of the Company who provide information to the Committee. In case of doubt about the accuracy of the information, the Committee is obliged to inform the Board of Directors of the Company about this.

4. Competence of the Committee

4.1. The competence of the Committee includes consideration of issues related to the accounting (financial) statements of the Company, control over the reliability and efficiency of the internal control system, risk management system, corporate governance practice, conducting an external audit and selecting an auditor, ensuring the independence and objectivity of the internal audit, the functioning of the system of counteracting unfair actions of the Company employees and third parties as well as other issues on behalf of the Board of Directors of the Company. Within its competence, the Committee performs the following functions:

4.1.1. In the field of accounting (financial) statements of the Company:

4.1.1.1. Control over ensuring the completeness, accuracy, and reliability of the annual and interim accounting (financial) statements:

a) analysis of the features of the process of preparing the accounting (financial) statements adopted by the Company, and significant changes in the principles and procedures for its preparation;

b) analysis of compliance of accounting (financial) statements with legislation and regulatory requirements for the disclosure of financial information;

c) consideration of the compliance of the information systems used for accounting and preparation of accounting (financial) statements with the requirements for processing accounting (financial) information, the nature of the business, the volume and complexity of the processed information;

d) consideration, together with the Executive Body of the Company and the external auditor, of the results of the external audit, significant adjustments based on the results of the external audit, and the comments contained in the report and the written information of the external auditor;

e) discussion with the external auditor and the Internal Audit of the justification and acceptability of the methods used by the Company for accounting for areas most at risk of misstatement, their consistent use in accounting and the preparation of accounting (financial) statements;

f) analysis of the level and causes of errors identified during the external and internal audit, obtaining explanations from the Executive Body on the identified errors, including measures taken by the Company on the results of the audit and/or on the implementation of the recommendations of the Company's auditor;

g) analysis of significant fluctuations in results over a number of years, unusual changes in indicators/ trends, differences in actual results from those projected or included in the business plan of the Company (in accordance with Appendix 3 to this Provision).

4.1.1.2. Analysis of essential aspects of the accounting policy of the Company:

a) checking the compliance of the accounting policy with the norms and requirements of the legislation, accounting rules (standards), recommendations of the external auditor, consideration of the validity and acceptability of the accounting methods used;

b) analysis of the occurred and upcoming changes in accounting policies, discussion with the Executive Body and the external auditor of their causes and

impact on the accounting (financial) statements of the Company in the current and subsequent reporting periods.

4.1.1.3. Participation in the consideration of significant issues and judgments in relation to the accounting (financial) statements of the Company:

a) analysis of the information provided by the top management of the Company about operations and events that are most subject to value judgments when reflected in the accounting (financial) statements and the accompanying transcripts or are material and non-standard, taking into account the comments of the external auditor;

b) discussion with the top management of the Company and the external auditor of the most significant assumptions used by the Company in preparing the accounting (financial) statements, the conformity of the adopted significant assumptions and estimates with accounting rules (standards);

c) discussion with the external auditor and the Internal Audit of the issue of using by the Company of any significant assumptions and estimates that could be aimed at achieving the projected financial result of the Company or increasing the amount of remuneration to the Sole Executive Body and top managers of the Company.

4.1.1.4. Analysis of the Company's press releases on financial matters, any public statements regarding the external and internal audit, the Company's internal control system, as well as published financial information.

4.1.1.5. Consideration of the interim accounting (financial) statements of the Company, preliminary, prior to submission for consideration by the Board of Directors of the Company, consideration of the annual accounting (financial) statements of the Company.

4.1.1.6. Consideration of any other issues that, in the opinion of the Committee, may affect the reliability and completeness of the company's accounting (financial) statements.

4.1.2. In the field of monitoring the reliability and efficiency of the internal control system, risk management system, corporate governance practices:

4.1.2.1. Review, prior to determining by the Board of Directors of the Company, approaches to the organization of the internal control system, analysis and evaluation of the implementation of the Company's policy in the field of internal control:

a) preliminary consideration, before approval by the Board of Directors, of the Company's internal regulatory documents defining the strategy, organization and development of the internal control system and subsequent amendments to them;

b) discussion with the Executive Body and the Internal Audit of the implementation of the Company's policy in the field of internal control.

4.1.2.2. Control for the reliability and efficiency of the internal control system, risk management system, corporate governance practices:

a) holding at least 1 time per quarter meetings with the top management of the Company to discuss the presence/creation in the Company of an appropriate control environment, the effectiveness of the internal control procedures, the consideration of significant deficiencies in the internal control system and plans for their

elimination;

b) carrying out, at least once a year, an analysis of the measures developed by the executive bodies of the Company to improve the internal control system, as well as the results of their implementation, including based on the results of self-assessment carried out by the heads of units/departments of the Company, and on the basis of the assessment carried out by the Internal Audit;

c) consideration, discussion, with the Executive Body and the Internal Audit, before submission of the Annual Report of the Company for preliminary approval to the Board of Directors of the Company, the text of the section “Internal Control System” of the Annual Report of the Company;

d) analysis of the reliability and effectiveness of the internal control system according to the reports of the Management Board of the Company on the organization and functioning of the internal control system, materials of internal audit reviews, as well as the conclusions of the external auditor of the Company;

e) preliminary consideration, at least once a year, of the Internal audit report on the effectiveness of the internal control system, risk management system, corporate governance, as well as preliminary consideration of the reports of external independent evaluation of the effectiveness of the internal control system, risk management system, corporate governance;

f) preparation of proposals to improve risk management systems, internal control, corporate governance practices.

4.1.2.3. Compliance control by the Company with regulatory requirements:

a) consideration of matters relating to the procedures to ensure Society compliance with the legislation of the Russian Federation, Bank of Russia, stock exchanges, and ethical rules embodied in internal normative documents of Companies;

b) analysis of response measures taken by the Company to eliminate violations identified by the Audit Commission of the Company, the internal audit of the Company, external control (supervision) bodies.

4.1.3. In the field of control over the conduct of an external audit and the selection of an auditor:

4.1.3.1. Consideration and elaboration of recommendations for the Board of Directors of the Company, which should be provided to shareholders for approval at the annual General Meeting of shareholders of the Company, regarding the re-election and removal of the external auditor.

4.1.3.2. Elaboration of recommendations for the Board of Directors of the Company to determine the term of rotation of the external auditor.

4.1.3.3. General supervision of the selection of the external auditor:

a) participation in the development and harmonization of procurement procedures for the selection of the external auditor, in particular, the definition of a set and the importance of the evaluation criteria of tenders' participants and evaluation of bids of tender participants;

b) supervision over the compliance of the procedure for selecting the company's auditor with the legislation and internal regulatory documents of the Company by the participation of a representative of the Audit Committee in the work of the procurement commission for the selection of the external auditor as a

member of the Commission or an independent observer;

c) c) assessment of independence, objectivity and absence of conflict of interest of the external auditor of the Company, including analysis of all relations between the external auditor and the Company (provision of services other than audit, remuneration for the provision of audit and non-audit services, etc.), in order to determine the circumstances that may affect the independence of the external auditor;

d) preparation of recommendations for the Board of Directors on the candidacy of the Company's external auditor.

4.1.3.4. Supervision of the external audit and assessment of the quality of the audit and audit reports:

a) assessment of the scope of audit procedures and audit methods proposed by the external auditor;

b) discussion with the external auditor and the Executive Body of significant aspects of accounting policies, methods used in accounting for significant or unusual transactions in cases where multiple approaches are allowed;

c) discussion with the external auditor and the Executive Body of the Company on the preparation of accounting (financial) statements, verification of clarity and completeness of information disclosure in the accounting (financial) statements, as well as determining the correctness of information disclosure;

d) discussion with the external auditor of any serious difficulties arising during the audit, including any restrictions on the amount of work and/or access to the information needed to the external auditor;

e) consideration of the conclusions of the external auditor and written information to the Executive Body of the Company on the results of the audit for a list of the main resolved and unresolved issues, verification of the main accounting and audit judgments, analysis of the level of errors identified during the audit.

4.1.3.5. Conducting, at least 1 time a year, evaluation of the effectiveness of the external audit process, including:

- analysis of compliance with the external audit plan, as well as analysis of the reasons for any deviations from it, including the actions of the auditor taken in case of changes in audit risk;

- consideration of the opinion on the work of the external auditor of key employees of the Company involved in the external audit process, including the chief accountant, Deputy General Director for Economics and Finance, head of the structural unit performing the internal audit function, and others;

- analysis of the auditor's understanding of the nature of the business of the Company and the adequacy of the recommendations provided;

- assessment of the level of response and qualification in providing information to the audit Committee, recommendations on the internal control system;

- assessment of the auditor's report confirming the authenticity of annual financial (accounting) statements of the Company, preparation of the conclusion about the level of efficiency and quality process external audit, which is part of the information (materials) to the annual General Meeting of shareholders (Application

9 to this Provision).

4.1.3.6. Elaboration and submission for approval by the Board of Directors of the Company of a policy in the field of the provision of non-audit services by an external auditor, including the determination of:

- the nature of acceptable non-audit services;
- the ratio of remuneration for the performance of the audit and non-audit services (both in proportion and the total amount of remuneration for the auditing company);
- requirements to ensure independence when combining types of audit and non-audit services, including the scope of services to which the external auditor is not allowed;
- the list of services that require preliminary consideration and approval by the Audit Committee.

4.1.3.7. Ensuring effective interaction between the external and internal auditors of the Company.

4.1.4. In the field of ensuring the independence and objectivity of the implementation of the internal audit function:

4.1.4.1. Organization of the internal audit function:

a) elaboration of recommendations for the Board of Directors of the Company on the most optimal way of organizing an internal audit (creation of an internal audit/outsourcing/co-sourcing);

b) preliminary review, before submitting for approval to the Board of Directors of the Company, of the Internal Audit Policy, the Agreement with an external organization involved in the implementation of the internal audit function, other internal documents of the Company that define the goals, objectives, powers, and functions of the internal audit;

c) consultation on the text, before approval by the Board of Directors of the Company and approval by the Sole Executive Body of the Company, of the Provision on the internal audit unit.

4.1.4.2. Ensuring independence and objectivity of internal audit:

a) coordination, prior to approval by the Board of Directors of the Company, of resolutions on the appointment, dismissal, and also approval, prior to determination by the Board of Directors of the Company, of remuneration to the head of the internal audit department;

b) if an external organization is involved in the implementation of the internal audit function:

- preliminary consideration of the candidacy of such an organization in order to gain confidence in the independence, objectivity, professionalism, and competence of such an organization and its personnel to be involved in the internal audit of the Company;

- preliminary consideration of the essential terms of the contract with the candidate, including the remuneration issue, the plan of internal audits, the frequency of reporting on the results of the internal audit;

- preliminary consideration of the drafts of additional agreements to the contract with an external company for the implementation of the internal audit;

c) consideration, at least once a year, of the structure and the size of the internal audit department of the Company, preliminary consideration and approval of amendments to them;

d) coordination, prior to approval by the Board of Directors of the Company, of the annual plan of activities of the Internal Audit and amendments to it;

e) consideration, at least 1 time per quarter, of the report of the Internal Audit on the implementation of the plan of activities and the results of the internal audit, as well as consultation, before approval by the Board of Directors of the Company, on the report on the implementation of the annual plan of activities of the Internal Audit;

f) analysis on a regular basis, but at least once a year, of the results of the Company's implementation of the action plan to eliminate violations and deficiencies identified by the Audit Commission of the Company and the Internal Audit of the Company.

4.1.4.3. Consideration of restrictions that could adversely affect the performance of the internal audit:

a) consultations, before the approval by the Board of Directors, on the annual budget of the internal audit and amendments thereto, the Protocol of the contract price with the external organization involved in the implementation of the internal audit and amendments to them;

b) consideration of significant limitations of the powers of the Internal Audit, discussion with the Internal Audit of any serious difficulties arising during the audit, including any restrictions on the scope of work and/or access to the information needed for internal auditors.

4.1.4.4. Assessment of the effectiveness of the internal audit:

a) holding, at least once a year, an individual meeting with the head of the internal audit department/authorized representative of the external organization performing the internal audit, on issues related to the internal audit;

b) discussion with the head of the internal audit department/authorized representative of the external organization performing the functions of the internal audit, the plan of activities to improve the audit function;

c) review, not less often than 1 time per year, self-assessment of the quality of internal audit conducted in accordance with the internal standards of the internal audit activity, bringing the results of such evaluation to the Board of Directors;

d) the organization, at least 1 time in five years, an independent quality assessment of the internal audit function, including the approval of the technical specification, essential terms of the contract and the candidates to assess the functions of the internal audit, preliminary review of the evaluation reports, communication of the results of such evaluation to the Board of Directors.

4.1.5. In the field of monitoring the effectiveness of the functioning of the system for counteracting unfair actions of the Company employees and third parties:

4.1.5.1. Analysis and evaluation of the implementation of the conflict of interest management policy.

4.1.5.2. Monitoring the effectiveness of the functioning of the warning system about potential cases of fraud by employees of the Company and third parties, as well as other violations in the Company.

4.1.5.3. Supervision of special investigations on potential cases of fraud, unfair use of insider or confidential information.

4.1.5.4. Monitoring the implementation of measures taken by the executive management of the Company on reports about potential cases of unfair actions of employees and other violations.

4.1.6. Elaboration and submission for approval by the Board of Directors of the Company of draft documents related to the organization of the activities of the Audit Committee.

4.2. By decision of the Board of Directors of the Company, other issues related to its competence may be submitted for consideration by the Audit Committee.

5. The composition of the Committee and the procedure of its formation

5.1. The number of members of the Committee is at least 3 (three) people. The members of the Committee are elected by the Board of Directors of the Company from among the candidates represented by members of the Board of Directors of the Company. It is recommended that the composition of the Audit Committee be formed no later than 45 (forty-five) calendar days from the date of the election of the new composition of the Board of Directors of the Company.

Members of the Committee may be elected to the Audit Committee an unlimited number of times.

When nominating a candidate for membership in the Audit Committee for the next reporting period, his participation in the meetings of the Committee in the previous reporting period shall be taken into account. It is recommended that the member of the Committee who participated in the previous reporting period in less than 75 percent of meetings not be included in the list of candidates for the Audit Committee in the next reporting period.

5.2. For the purposes of including and maintaining the Company's shares in the second-level quotation list, the Audit Committee should consist of independent members of the Board of Directors, and if this is not possible due to objective reasons, it may include members of the Board of Directors who are not the sole Executive Body and (or) members of the collegial Executive Body, as well as employees of the Company.

5.3. In order to include and maintain the Company's shares in the quotation list of the first (highest) level, the Audit Committee should consist only of independent directors, and if this is not possible for objective reasons, the majority of the members of the Audit Committee should be independent directors and the remaining members of the Committee may be members of the Board of Directors of the Company who are not the Sole Executive Body and (or) members of the collegial Executive Body, as well as employees of the Company.

5.4. The independence criteria for members of the Board of Directors are determined in accordance with the internal regulatory documents of the Company and in the absence of such criteria in internal documents, by the listing rules of the stock exchange on which the securities of the Company are traded.

5.5. When nominating candidates to the Audit Committee, it is recommended to give preference to candidates:

- who holds a university degree in finance, law, economics or management;
- with background in the field of internal audit, internal control and risk management, accounting (financial) reporting, financial management (candidates shall understand the principles of preparing accounting (financial) statements and be able to “read” accounting (financial) reports), possess the skills of comparison and analysis);
- with basic knowledge in the field of internal audit, control;
- with knowledge about the Company's activities (industry, characteristics of products, market position, competitive advantages, etc.) and understanding general principles of doing business.

Also, members of the Audit Committee shall have a reputation that does not cause doubts that they will conscientiously perform their duties as members of the Committee and act in the interests of the Company.

5.6. Proposals by members of the Board of Directors of the Company on candidates for election to the Committee shall be made in the name of the Chairman of the Board of Directors of the Company in writing and signed by the member of the Board of Directors of the Company who submitted the proposals.

5.7. A proposal for the nomination of candidates for membership to the Committee should contain the following information about the candidate:

- full name;
- place of work and position of the candidate at the time of sending the proposal;
- work experience (qualifications) over the past 5 years;
- consent of the candidate for nomination to the Audit Committee;
- information confirming the candidate's compliance with all requirements of section 5 of this Provision;
- contact information (including preferred ways to contact the candidate).

5.8. Member of the Board of Directors elected to the Committee as an independent one, if upon the occurrence of any event he ceases to meet the requirements for independent directors, shall announce the loss of such status to the Board of Directors within 3 (three) working days from the date when the Board member became aware of the loss of status of independent director.

5.9. Members of the Committee are elected for a period until the next composition of the Committee is elected.

5.10. The powers of the Committee members are terminated before the scheduled date in the following cases:

5.10.1. If a member of the Committee has sent a statement to the Chairman of the Board of Directors of the Company on voluntary early resignation of his powers.

5.10.2. If the powers of a member of the Committee as a member of the Board of Directors are early terminated.

5.10.3. If the Board of Directors of the Company by its decision releases the member of the Committee from the performance of his duties.

5.11. If the powers of a member of the Audit Committee are terminated early by virtue of clause 5.10.1 and clause 5.10.3, then the Board of Directors of the Company within 30 (thirty) calendar days from the date of receipt of the application

of a member of the Committee specified in clause 5.10. 1, or the adoption of the decision referred to in paragraph 5.10.3, elects a new member of the Committee. Up to this point, the member of the Audit Committee continues to perform his duties in full.

6. Rights and obligations of the Committee and its members

6.1. To implement the assigned functions, the Audit Committee has the right to:

6.1.1. By order of the Board of Directors, monitor the implementation within the Company of decisions of the Board of Directors.

6.1.2. Provide recommendations to the executive bodies of the Company and the Board of Directors of the Company within their competence.

6.1.3. Conduct research on issues within the assigned tasks and functions.

6.1.4. Request and receive documents, reports, explanations, conclusions and other information, including information of a confidential nature, from the executive body and officers of the Company, Internal Audit. The specified information and materials shall be submitted no later than 5 (five) business days from the receipt of the request unless a longer period is set in the request.

6.1.5. Establish, in agreement with the executive body, working groups comprised of employees of the Company and third party experts (specialists) to analyze issues under the competence of the Committee and within the budget of the Committee. Persons leading these groups organize their work and provide an analysis of the issues identified by the Committee within the time period established by the decision of the Committee.

6.1.6. Invite to its meetings the officers and employees of the Company and its SAA, members of other committees of the Board of Directors of the Company, the Chairman/members of the Audit Commission of the Company, as well as other persons to discuss issues within the competence of the Committee (without the right to vote).

6.1.7. Meet with the external auditor and the head of the internal audit department/authorized representative of the external organization performing the internal audit of the Company.

6.1.8. When necessary, initiate and hold, within the budget of the Committee, special inspections, studies, examinations, reviews, including with the participation of specialists in relevant areas (law, economics, finance, accounting, management, corporate security, and other fields) that do not hold positions in the Company, as well as specialized organizations, to petition the Company to conclude civil law contracts with such specialists and organizations.

6.1.9. When necessary, invite Experts who do not hold positions in the Company, to give an independent, objective, professional opinion on issues within the competence of the Committee, including for the purpose of the preparation of materials and recommendations on the agenda of the Committee meeting.

6.1.10. Elaborate and submit for approval by the Board of Directors of the Company draft documents related to the activities of the Audit Committee.

6.1.11. Within the competence and in the manner prescribed by the Provision, exercise other powers determined by the Board of Directors.

6.2. The Committee is obliged to:

6.2.1. Perform the functions assigned to the Committee in accordance with the requirements of the legislation of the Russian Federation, the Charter of the Company, the Provision, other internal regulatory documents of the Company and decisions of the Board of Directors of the Company.

6.2.2. Provide reasoned recommendations (conclusions) to the Board of Directors of the Company within the competence of the Committee.

6.2.3. Timely inform the Board of Directors of the Company about the risks associated with the activities of the Company, within the competence of the Committee.

6.2.4. Observe confidentiality requirements, not to disclose the commercial secret and (or) data included in the list of insider information of the Company.

6.3. Members of the Committee may:

6.3.1. Receive the necessary information about the activities of the Company and its subsidiaries, familiarize oneself with the constituent, accounting, reporting, organizational and administrative and other documents of the Company and its subsidiaries, including those that are confidential, on issues within the competence of the Committee.

6.3.2. Request written convocation of a meeting of the Committee.

6.3.3. Make proposals on the formation of the Committee's activities plan, as well as on submitting to the Committee meetings issues not included in the Committee's annual activities plan (with a mandatory proposal by the initiating member of the Committee of the draft decision, an explanatory note on the issue proposed by him), discuss and vote on the items on the agenda of a Committee meeting.

6.3.4. Express in writing its own opinion, including disagreement with the decisions of the Committee, bring it to the attention of the Chairman of the Committee and record in the minutes of a Committee meeting.

6.3.5. Within its competence and in the manner prescribed by this Provision, exercise other powers determined by the Board of Directors of the Company.

6.4. Committee members are required to:

6.4.1. When performing their duties, act in the interests of the Company, exercise their rights and fulfill obligations in relation to the Company in good faith and reasonably.

6.4.2. Take an active part in the meetings of the Committee.

6.4.3. If they have a conflict of interest on the discussed agenda item, inform the other members of the Committee about it.

6.4.4. Not to use and not to transfer to other persons information that has become known to members of the Committee, including confidential information, about the activities of the Company, which, if it is transferred to third parties, can significantly affect the Company and its business reputation.

6.4.5. In the process of performing their duties, comply with the requirements established by the current legislation of the Russian Federation, the Charter of the Company, the Provision that governs the convening and holding of meetings of the Board of Directors of the Company, this Provision and other internal regulatory documents of the Company.

- 6.4.6. Refrain from actions that may:
- lead to a conflict between the interests of the Committee member and the interests of the Company;
 - affect the reputation of a member of the Committee in such a way that may cause doubts regarding the conscientious fulfillment of his duties as a member of the Audit Committee and the possibility of acting in the interests of the Company.

7. Chairman of the Committee (election procedure, rights and obligations)

7.1. The management of the Committee and organization of its activities are carried out by the Chairman of the Committee, who is elected by the Board of Directors of the Company from among the elected members of the Committee of a new composition. The decision to elect the Chairman of the Committee is made by at least two-thirds of the votes of the members of the Board of Directors participating in the meeting of the Board of Directors of the Company. The Board of Directors of the Company is entitled at any time to re-elect the Chairman of the Committee by a majority of votes of the Board of Directors participating in a meeting of the Board of Directors of the Company.

7.2. The Chairman of the Committee shall comply as much as possible with the requirements established for members of the Committee in section 5 of this Provision.

7.3. In the absence of the Chairman of the Committee, his duties are performed by the Deputy Chairman of the Committee. The Deputy Chairman of the Committee is elected by the members of the Committee from among them by a majority of votes of the members of the Committee participating in the meeting of the Committee. The deadline for such a meeting is no later than 30 (thirty) calendar days from the date of election of the Committee and its Chairman by the Board of Directors of the Company.

7.4. Chairman of the Audit Committee:

7.4.1. Determines the priorities in the Committee's activities, forms the Committee's activities plan taking into account the activities plan of the Board of Directors and instructions of the Board of Directors, submits the activities plan for approval to the Committee, and also monitors the implementation of the Committee's activities and decisions.

7.4.2. Convenes Committee meetings and presides over them.

7.4.3. Determines the date, time, place, format of the meeting and approves the agenda of the Committee meetings.

7.4.4. Defines a list of persons invited to attend meetings of the Committee.

7.4.5. Organizes discussion of issues at meetings of the Committee, listening to the opinions of all members of the Committee and persons invited to participate in the meeting, keeps minutes of meetings of the Committee and signs minutes of meetings of the Committee.

7.4.6. Maintains constant contact with the executive body of the Company, the top management of the Company, the Board of Directors of the Company, the external auditor, the Audit Commission of the Company, and the Internal Audit. Represents the Audit Committee in cooperation with the specified bodies and officials, as well as other bodies and persons.

7.4.7. Distributes responsibilities between members of the Audit Committee.

7.4.8. Reports to the Board of Directors of the Company on the activities of the Committee with the frequency established by this Provision.

7.4.9. Carries out official correspondence of the Committee, signs requests, letters, and documents on behalf of the Committee.

7.4.10. Provides, in the course of the Committee's activities, compliance with the requirements of the legislation of the Russian Federation, the Charter of the Company, this Provision and other internal regulatory documents of the Company.

7.4.11. Performs other functions stipulated by the legislation of the Russian Federation, the Charter of the Company, this Provision, and other internal regulatory documents of the Company.

8. Secretary of the Committee

8.1. Technical (information, documentary, protocol, secretarial) support of the current activities of the Audit Committee, both in connection with the preparation and conduct of meetings and in the period between meetings of the Committee, is carried out by the Secretary of the Committee.

8.2. Proposals for the candidacy of the Secretary of the Committee in writing may be submitted by a member of the Board of Directors of the Company and/or the executive body of the Company. The Secretary of the Committee is elected by a majority of the members of the Committee participating in the meeting. The Secretary of the Committee, as a rule, is an employee of the structural department of the Company, performing the functions of a corporate secretary, or of another department, performing the functions of corporate support of the Company. The Secretary of the Committee may not be an employee of the Company, in this case, the Sole Executive Body concludes an agreement with him to perform the functions of the Secretary. The term of office of the Secretary of the Audit Committee is valid until the first meeting of the Committee of a new composition. The powers of the Secretary of the Committee may be prematurely terminated by the decision of the Committee.

8.3. The Secretary of the Committee is not a member of the Audit Committee and carries out its activities in accordance with this Provision.

8.4. The Secretary of the Committee shall perform the following functions:

8.4.1. Ensures the preparation and conduct of Committee meetings.

8.4.2. Carries out the collection and systematization of materials for the meetings of the Committee.

8.4.3. Interacts with the Expert of the Committee in accordance with the Provision for submission of the issues for consideration at a meeting of the Committee (Appendix 3 to this Provision).

8.4.4. Provides timely sending to the Committee members and persons invited to participate in the Committee meeting, notifications of the Committee meetings, meeting agendas, materials on agenda issues and questionnaires, draft documents for preliminary familiarization with them, etc.

8.4.5. Provides organizational and technical support for voting at a meeting of the Committee, determines the presence of a quorum during a meeting of the Committee.

8.4.6. Ensures the interaction of the Committee with the Board of Directors of the Company, other committees of the Board of Directors, executive bodies and top management of the Company, an external auditor, the Audit Commission of the Company and other bodies and persons.

8.4.7. Carries out the minutes of meetings, organizes the preparation of draft decisions of the Committee.

8.4.8. On behalf of the Committee sends out inquiries, information and materials.

8.4.9. Keeps records of correspondence addressed to the Committee and/or Committee members (including requests, requirements, petitions), ensures that members of the Committee receive the necessary information.

8.4.10. Provides storage of the original minutes of the Committee meetings with all its annexes, dissenting opinions of the Committee members (if any), questionnaires and other documents and materials related to the Committee's activities in accordance with the procedures for storing documentation adopted by the Company.

8.4.11. Monitors the implementation of the Committee's decisions.

8.4.12. Fulfills the instructions of the Chairman of the Committee within the powers of the Chairman of the Committee.

8.4.13. Carries out other functions in accordance with this Provision.

8.5. The Secretary of the Committee has the right to request and receive information necessary for the functioning of the Committee, including in accordance with the requests of the Committee members, from the Company's officials.

8.6. The Secretary of the Committee is responsible for:

- timely distribution of notifications to the Committee members about the Committee meeting and materials for the meetings;
- the quality of registration and the accuracy of the information contained in the minutes of the Committee;
- for the timeliness of sending the minutes to the Board of Directors of the Company, as well as copies of the minutes to the members of the Committee, the Expert of the Committee, the Sole Executive Body of the Company.

9. Recruitment of Experts in the work of the Committee

9.1. The Audit Committee shall have the right, if necessary, to recruit an Expert (Experts) who do not hold positions in the Company, in order to assist the members of the Committee to obtain an independent, objective, professional opinion on issues within the competence of the Committee, including for the preparation of materials and recommendations on the agenda items of the Committee meeting.

9.2. Recommended number of Experts is no more than 2 (two) people.

9.3. The decision on the need to recruit an Expert(s) is taken by the Committee members at the first constituent meeting of the Audit Committee of the Company and is formalized by the minutes of the Committee meeting. The expert(s) of the Committee is elected by a majority of the members of the Committee participating in the meeting.

9.4. Proposals for the Expert(s) candidate (candidates) in writing may be submitted by a member of the Board of Directors of the Company and/or the sole

executive body of the Company.

9.5. Only individuals meeting the following criteria can act as Experts:

- the presence of higher economic (financial), legal or other specialized education obtained in Russian institutions of higher education with state accreditation, generally recognized foreign institutions of higher education;
- professional background (at least 5 years) in the field of internal audit, internal control or risk management, or in the field of accounting (financial) reporting, financial management;
- be aware of the Company's activities (industry, characteristics of products, position on the market, competitive advantages, etc.).

9.6. The expert of the Committee forms written conclusions and draft decisions on the issues on the agenda of the meeting of the Committee, personally participates in meetings of the Audit Committee held in the form of joint presence, has the right to express an opinion on the substantive issues on the agenda of the meeting of the Committee; at the invitation of the Chairman of the Committee, participates in meetings with internal and external auditors, held in compliance with the competencies of the Committee, Company officials.

The expert of the Committee is not a member of the Audit Committee and carries out its activities in accordance with this Provision.

9.7. The term of office of the Expert of the Audit Committee is valid until the first meeting of the Committee in a new composition. The powers of an Expert of the Committee may be prematurely terminated by a decision of the Committee.

10. Committee working procedure.

10.1. Formation of the activities plan of the Committee

10.1.1. The draft of the activities plan for the period of the Committee's authority is formed by the Chairman of the Committee in accordance with the goals, objectives and competencies of the Committee, in the form given in Appendix 1 to this Provision.

10.1.2. The draft of the activities plan of the Committee shall be formed for the corporate year on the basis of the activities plan of the Board of Directors of the Company approved by the Board of Directors, decisions of the Board of Directors of the Company, decisions of the Committee, proposals of the Committee members, Internal audit, the Sole Executive body of the Company with the use of the List of issues included in the activities plan of the Committee and recommended dates of meetings given in Appendix 2 to this Provision.

10.1.3. The activities plan of the Committee shall be approved at a meeting of the Committee.

10.1.4. The Committee's activities plan shall contain:

- the schedule of meetings of the Committee (indicating the planned dates for meetings of the Committee);
- issues to be considered at the meetings of the Committee;
- information about speakers and those responsible for preparing questions and materials for the Committee meeting;
- indication of the meeting format of the Committee: joint presence (in-person) or absentee voting.

10.2. Terms and procedure for convening regular meetings of the Committee.

10.2.1. Each first meeting of the Committee in a new composition shall be held no later than 30 (thirty) calendar days from the date of the meeting of the Board of Directors in a new composition at which members of the Committee were elected.

10.2.2. Meetings of the Committee are held according to the Plan approved by the Committee, but at least once a quarter, as well as at the request of the persons specified in clause 10.3.1 of this Provision.

10.2.3. The decision to convene a regular meeting of the Committee, the date, time and place of the meeting and agenda issues, as well as the decision on the list of persons invited to participate in the meeting, are made by the Chairman of the Committee in accordance with the Committee's activities plan.

10.2.4. The decision to convene an extraordinary meeting of the Audit Committee, the date, time and place of the meeting and agenda items, as well as the decision on the list of persons invited to participate in the meeting, is made by the Chairman of the Committee on the basis of proposals from the persons referred to in clause 10.3.1 of this Provision.

10.2.5. A notice of a meeting of the Committee with the attached materials in the form given in Appendix 4 to this Provision should be drawn up by the Secretary of the Committee and sent to the persons participating in the meeting, in accordance with the Rules for preparing issues for consideration at the meeting, which is Appendix 3 to these Provisions.

10.2.6. Notification to the Committee members about the meeting may be made:

- at the location of the employing organization of the Committee member;
- at another place indicated by the member of the Committee, including to an email address.

10.2.7. The preparation of the meeting of the Committee is carried out by the Secretary of the Committee under the guidance of the Chairman of the Committee.

10.2.8. The specifics of convening an extraordinary meeting of the Audit Committee are set out in section 10.3 of this Provision.

10.3. Extraordinary Committee Meetings

10.3.1. An extraordinary meeting of the Committee is held by decision of the Chairman of the Committee, at the request of any member of the Committee, the Board of Directors of the Company, at the request of the executive body of the Company, external and/or internal auditors.

10.3.2. Within 5 (five) business days from the date of the request or the appeal to convene an extraordinary meeting of the Committee, the Chairman of the Committee decides to hold an extraordinary meeting of the Committee and its form, date, time and place of the meeting, or to refuse to convene an extraordinary meeting of the Committee. A reasoned decision to refuse to convene an extraordinary meeting of the Committee shall be sent to the interested party that sent the appeal to convene such a meeting within 2 (two) business days from the date the Chairman of the Committee decided to refuse to convene the meeting.

10.3.3. The decision of the Chairman of the Committee on the refusal to convene an extraordinary meeting of the Committee may be taken in the following cases:

- the issue(s) proposed for inclusion in the agenda of the extraordinary meeting of the Committee are not within its competence;
- the issue contained in the request/appeal to convene an extraordinary meeting of the Committee is already included in the agenda of the next ordinary meeting convened in accordance with the decision of the Chairman of the Committee adopted prior to receipt of the above request/appeal, or in accordance with the approved activities plan of the Committee;
- the procedure for submitting requests/appeals for convening a meeting established by this Provision has not been observed.

10.3.4. In the event the Board of Directors of the Company requests to convene an extraordinary meeting of the Committee, the Chairman of the Committee is obliged to convene an extraordinary meeting within 5 (five) business days.

10.4. Procedure for holding meetings of the Committee

10.4.1. The Chairman of the Committee shall preside over the meetings of the Committee. In case of his absence, the Deputy Chairman of the Committee chairs the meeting.

10.4.2. A meeting of the Committee is competent (has a quorum) if at least half of the members of the Committee, but not less than 2 (two) members of the Committee take part in it. In the absence of a quorum for a meeting of the Committee, a second meeting of the Committee shall be held within 5 (five) working days with the same agenda.

10.4.3. Meetings of the Committee may be held in the format of joint attendance of members of the Committee or in the form of absentee voting.

10.4.4. Information on the format of the Committee meeting shall be contained in the notice of the Committee meeting.

10.4.5. The decision to hold a meeting of the Committee in the format of absentee voting is taken by the Chairman of the Committee.

10.4.5.1. When holding a meeting in the format of absentee voting, members of the Committee shall have the right to submit their proposals, as well as a written opinion on the proposed draft decisions of the Committee on issues put to absentee voting, no later than 2 (two) business days before the deadline for accepting voting forms specified in the notice of absentee voting.

10.4.5.2. The Chairman of the Committee draws up a questionnaire (Appendix 5.2 to this Provision) for absentee voting taking into account the proposals (new wordings) and/or comments on the proposed draft decisions of the Committee on agenda issues.

10.4.5.3. The questionnaire for absentee voting is sent to the Committee members no later than 1 (one) business day before the deadline for the receipt of questionnaires specified in the notice of absentee voting.

10.4.5.4. When filling out the questionnaire, a member of the Committee should leave unmarked only one of the possible voting options (“for”, “against”, “abstained”). A member of the Committee may abstain from participating in the vote on one or more issues on the agenda. The questionnaire shall be signed by a member of the Committee indicating his name and initials.

Such a questionnaire shall be submitted by a member of the Committee no later than the day of the meeting of the Committee to the Secretary of the Committee

in the original, either by e-mail or by fax, followed by the sending of the original questionnaire to the address indicated in the questionnaire.

10.4.5.5. Voting results on issues on the agenda of the meeting held in absentia are summarized on the basis of questionnaires completed and signed by members of the Committee received by the Secretary of the Committee.

The questionnaire received by the Secretary in violation of the requirements and terms specified in clause 10.4.5.4 of this Provision is not taken into account when determining the quorum and summing up the voting results.

10.4.6. An in-person meeting of the Committee is held through the joint presence of members of the Committee to discuss issues on the agenda of the meeting and make decisions on them.

10.4.7. A member of the Committee may participate in a Committee meeting held in the format of joint attendance, by telephone or by video conference. Participation in the meeting through the specified means of communication is equivalent to personal attendance at the meeting.

10.4.8. When determining the quorum, the votes of members of the Committee absent from the meeting shall be taken into account, whose written opinions, drawn up in the manner provided for by this Provision, shall be received by the Company no later than the time the Committee meets.

10.4.9. When determining the results of voting on the issues included in the agenda of the in-person meeting of the Committee, simultaneously taken into account:

- opinions of Committee members present at the meeting;
- written opinions of members of the Committee absent from the meeting, drawn up and received in the manner provided for by this Provision.

10.4.10. Written opinions of members of the Committee who are absent from the meeting should be drawn up exclusively by filling out a voting questionnaire on agenda issues drawn up in accordance with Appendix 5.1 to this Provision.

10.4.11. When filling out the questionnaire for voting on agenda items, a member of the Committee shall leave unmarked only one of the possible voting options (“for” / “against” / “abstained”) for each draft decision on each of the issues.

10.4.12. The written opinion of a member of the Committee (questionnaire) shall be signed by a member of the Committee indicating his name and initials.

10.4.13. The written opinion (questionnaire) of a member of the Committee filled out in violation of the requirements specified in clauses 10.4.11, 10.4.12 shall not be taken into account in determining the quorum and vote counting regarding the relevant issue.

10.4.14. A timely written opinion (questionnaire) of a member of the Committee who is absent from the meeting of the Committee shall be submitted by the Secretary for familiarization to members of the Committee present at the meeting. The Chairman of the Committee accepts the written opinion received by signing it.

10.4.15. The written opinion (questionnaire) of a member of the Committee who is absent from the meeting of the Committee, received after the expiration of the date and time of receipt of the questionnaires for voting, is considered not to be received and is not taken into account when determining the quorum and summing

up the voting results.

10.4.16. If during the discussion of agenda issues at a meeting of the Committee, some changes (amendments) or additions, written opinions (questionnaires) of Committee members absent from the meeting were made to determine the quorum and results in the wording of the issue on the agenda of the meeting or draft decision on the agenda of the meeting voting on relevant issues are taken into account in the manner prescribed by clause 10.4.17.

10.4.17. The Secretary of the Committee draws up a questionnaire (Appendix 5.1) in accordance with the amendments to the wording of the question and/or draft decision, signed by the Chairman of the Committee, which shall be sent the next day after the meeting to members of the Committee who were absent from this meeting and who submitted written opinions to fill it out and sign.

10.4.18. A questionnaire filled out and signed by a member of the Committee shall be submitted by a member of the Committee to the Secretary of the Committee no later than 3 (three) business days after the meeting.

10.4.19. Based on the results of voting at the Committee meeting and the written opinions (questionnaires) of the Committee members absent from the Committee meeting, the Committee Secretary summarizes the voting on the agenda issues and draws up the minutes of the meeting in the manner established by this Provision.

10.4.20. An Expert of the Committee is present at the meetings of the Committee, and both employees of the Company and third parties may be present at the invitation of the Chairman of the Committee. The invited persons do not have the right to vote on the issues on the agenda of the Committee meeting.

10.5. The procedure of decision making by the Committee

10.5.1. When voting on issues, each member of the Committee has one vote.

10.5.2. Transfer of the voting right by a member of the Committee to other persons, including other members of the Committee, is not allowed.

10.5.3. If the votes of the Committee members are equal, the vote of the Chairman/Chairman of the meeting is decisive.

10.5.4. Decisions of the Committee are adopted by a simple majority of votes of the total number of all members of the Committee.

10.6. Minutes of the Committee meeting

10.6.1. The Committee meeting is documented by minutes of the Committee meeting (hereinafter - the Minutes) in the form set out in Attachment 6 Provision thereto, signed by the Chairman of the Committee and Secretary of the Committee within 5 (five) business days after the date of the meeting.

The Minutes of the Committee shall include:

- format of the meeting;
- date, place and time of the meeting/date and deadline for the reception of questionnaires;
- a list of members of the Committee who took part in the consideration of agenda issues indicating the format of voting (in person or by sending a questionnaire), as well as a list of other persons present at the in-person meeting;
- agenda;
- proposals by members of the Committee on agenda items;

- issues put to a vote, the results of voting on them, indicating the nature of the voting of each member of the Committee, “dissenting opinions” if applicable;
- decisions made.

The Chairman and the Secretary of the Committee are responsible for the accuracy of the Minutes.

10.6.2. The Minutes shall be drawn up in two original copies, one of which shall be sent by the Secretary of the Committee to the Board of Directors of the Company within 1 (one) business day after signing, together with the attachment of materials and recommendations prepared for it, and the other shall remain in the Committee's archives. Copies of the Minutes with attachments shall be sent to all members of the Committee.

10.6.3. The Secretary of the Committee shall, before signing the Minutes, forward its draft to the Expert of the Committee. The expert of the Committee reviews the draft Minutes within 1 (one) business day.

10.6.4. The Secretary of the Committee within 1 (one) working day after the signing of the Minutes sends a copy of it together with all attachments, "dissenting opinions" of the Committee members (if any) to the Sole Executive Body of the Company, Committee members, Committee Expert.

10.6.5. Storage of the original Protocol with all its attachments, “dissenting opinions” of the Committee members (if any), questionnaires shall be provided by the Secretary of the Committee in accordance with clause 8.4.10 of this Provision.

11. Interaction with the bodies of the Company and other persons

11.1. Interaction with the Board of Directors of the Company is carried out:

11.1.1. Regarding the performance by the Committee of the instructions of the Board of Directors to provide opinions on certain issues within the competence of the Committee. The Board of Directors, in its instruction, shall establish reasonable terms for its execution by the Committee.

11.1.2. When the Committee sends recommendations to the Board of Directors on the competence of the Committee, including initiating the issue of unscheduled inspections (internal audits) before the Board of Directors of the Company. The question of the advisability of considering the recommendations of the Committee sent to the Board of Directors is decided at a meeting of the Board of Directors.

11.1.3. In case of immediate reporting to the Board of Directors of information on negative deviations in any aspects of the preparation of accounting (financial) statements.

11.1.4. When the Report of the Committee on the work done in the reporting corporate year is submitted to the Board of Directors at least once a year, no later than 15 (fifteen) calendar days before the annual General Meeting of Shareholders.

11.1.5. When a report on the current activity (work done) of the Committee is provided at the request of the Board of Directors at any time during the year. The terms for the preparation and submission of such a report are determined by the decision of the Board of Directors of the Company.

11.1.6. In case of immediate reporting to the Board of Directors of information on unlawful and unfair actions, as well as violations (risks) that could

lead to significant damage to the Company.

11.1.7. On other matters within the competence of the Committee.

11.2. Interaction with executive bodies and senior management of the Company is carried out:

11.2.1. Regarding the provision of information and materials necessary for members of the Committee to make decisions on issues within the competence of the Committee (in accordance with the Rules for preparing issues for consideration at a meeting of the Audit Committee of the Board of Directors of the Company - Appendix 3 to this Provision).

11.2.2. At the request of the Committee on the need to create working groups formed of employees of the Company and experts (specialists) recruited to consider certain issues within the competence of the Committee.

11.2.3. Regarding the provision by the Committee of consultations on the issues under consideration in the period between meetings or before them.

11.2.4. When generating requests for additional information on issues under consideration, drawn up in writing signed by the Chairman of the Committee and sent to the Sole Executive Body of the Company.

11.3. Interaction with the expert of the Committee is carried out:

11.3.1. to ensure the participation of the Expert of the Committee in the meeting of the Committee and to provide him with the opportunity to give recommendations on the agenda issues.

11.3.2. to coordinate the agenda of the meeting, by providing an Expert opinion on agenda issues, to coordinate the Minutes of the Committee meeting (Appendix 6 to this Provision).

11.4. Interaction with Internal Audit is carried out:

11.4.1. When the Audit Committee considers the plan of activities of the internal audit and the budget of the internal audit department, as well as the policies/changes introduced into the Company's internal audit policy.

11.4.2. When the Committee initiates inspections and other tasks (within the competence of the internal audit).

11.4.3. By exercising the right of the head of the internal audit department to participate in meetings of the Committee on internal audit, internal control, risk management and corporate governance, as well as direct access to the Committee.

11.4.4. When on a periodic basis the Committee considers the reports of the Internal Audit on the implementation of the activities plan and the results of the internal audit:

- on the implementation of the Internal Audit activities plan;
- on the main results of subsequent control activities;
- on the status of the implementation of measures to eliminate previously identified violations;
- on internal audit quality assessment;
- on major changes in the department performing the functions of internal audit;
- about expenses of Internal Audit;
- on the facts of unjustified restrictions on the activities of the Internal Audit.

11.4.5. When on a periodic basis reviewing reports of the Company's

management on the implementation of corrective action plans to eliminate deficiencies identified by the Internal Audit Commission of the Company, the internal audit of the Company, and external control (supervision) bodies.

11.4.6. During the annual review of information prepared by the Internal Audit on assessing the effectiveness of the Company's internal control and risk management system.

11.4.7. To ensure that the Committee participates in internal audit in-person meetings of the Committee.

11.4.8. Regarding holding on a regular basis (but at least once a quarter, including when considering issues under paragraphs 11.4.1 - 11.4.3 of this Provision) individual meetings with the head of the internal audit department/authorized representative of an external organization performing the internal audit on issues related to the internal audit function. Meetings can be closed and held both on the initiative of the Chairman of the Committee, and on the initiative of the head of the internal audit department / authorized representative of the external organization performing the internal audit.

11.4.9. Regarding taking measures by the Committee to eliminate unjustified restrictions, including in the scope and resources that prevent the Internal Audit to carry out its activities.

11.4.10. To ensure the Committee's effective interaction between the internal and external auditors of the Company.

11.5. Interaction with the external auditor of the Company is carried out:

11.5.1. For the purpose of preliminary consideration and approval of admissible types and scope of the non-audit services provided by the auditor of the Company, and the remuneration paid by the Company for such services.

11.5.2. In the process of holding meetings with the auditor and executive bodies of the Company with the aim of:

- to discuss the preparation of accounting (financial) statements, verification of clarity and completeness of disclosure of information in accounting (financial) statements;

- to discuss significant aspects of accounting policies, methods used in accounting for significant or unusual transactions in cases where several approaches are allowed.

11.5.3. When receiving from the external auditor and reviewing a formal written report (written information) of the company's auditor at the end of each inspection phase.

11.5.4. Regarding forming an opinion on the independence of the company's auditor, making recommendations to the Board of Directors on measures to ensure the independence of the Company's auditor.

11.5.5. When considering the audit report confirming the reliability of the annual accounting (financial) statements of the Company compiled in accordance with RAS and IFRS.

11.5.6. Regarding the Committee's assessment of the audit opinion on the company's annual accounting (financial) statements prepared in accordance with RAS, which is an integral part of the information (materials) to the annual General Meeting of shareholders of the Company.

11.6. Interaction with the Audit Commission of the Company is carried out:

11.6.1. When reviewing the information submitted by the Audit Commission to the Board of Directors on certain issues of the financial and economic activities of the Company.

11.6.2. When reviewing the information provided by the Audit Commission to the Board of Directors about all cases of non-performance by employees of the Company, including persons performing managerial functions, of the requirements of the Audit Commission regarding the submission of necessary documents, refusal to provide clarifications on issues brought up that the Audit Commission.

11.6.3. When evaluating the work of the executive bodies of the Company in implementing the recommendations of the Audit Commission of the Company.

11.6.4. When considering the requests of the Audit Commission forwarded to the Board of Directors on convening an extraordinary General Meeting of shareholders to submit recommendations to the Board of Directors on the possibility of satisfying this request.

12. Operation of the Committee

12.1. To ensure the operation of the Committee, the Committee Budget is formed. The budget of the Committee, being an integral part of the budget of the Company, shall provide full funding for the activities of the Committee, including the costs for recruiting specialists and compensation to the Experts for actually incurred expenses associated with participation in the meeting of the Committee of the Board of Directors of the Company.

12.2. The Chairman of the Committee together with the Secretary of the Committee prepares proposals on the overall size of the Budget (with itemized disclosure of information) for discussion by members of the Committee at the first meeting of the Committee. Proposals (adjustments) adopted by the Committee on the total size of the budget are sent for approval to the Board of Directors of the Company.

12.3. The budget execution of the Committee is discussed by the members of the Committee and submitted to the Board of Directors of the Company as a part of the annual report on the activities of the Committee.

12.4. Members of the Committee, the Chairman, Deputy Chairman, Secretary and Experts of the Committee, are paid remuneration and (or) compensation for their participation in the Committee meetings, in accordance with the Provision on remuneration and compensation to members of committees of the Board of Directors of “_____”¹ approved by the resolution of the Board of Directors of the Company.

If the Chairman and/or members of the Committee also are members of the Board of Directors of the company, payments of compensation are carried out in the manner and amount prescribed by the internal document of the company regulating payments to members of the Board of Directors of remuneration and compensation approved by the General Meeting of shareholders.

¹ The legal form and name of the respective SAA of PJSC ROSSETI are indicated in accordance with the Charter of SAA.

12.5. For the purpose of holding meetings and working meetings of the Committee, the Company shall provide premises and ensure unhindered access to it for members of the Committee and invited persons, as well as take other measures for administrative support of meetings and/or meetings of the Committee.

13. Confidentiality

13.1. During the performance of their duties, and within 3 (three) years after the end of the term of office of the Committee, persons, who are (were) Committee members, Committee Secretary and third persons involved in the work of the Committee, are obliged to respect the protection of information constituting a commercial secret of Companies and the confidentiality of the insider information of the Company in respect of the information received by them in connection with their activities in the Committee. The list of information constituting a commercial secret of the Company and insider information of the Company shall be established by decision of the authorized body of the Company.

13.2. Members of the Committee, the Secretary of the Committee and third parties involved in the work of the Committee are entitled to receive the information specified in clause 13.1 of the Provision provided that they conclude a Confidentiality Agreement with the Company (Appendix 7 to this Provision).

13.3. All documents related to the activities of the Committee must be stored at the location of the Company in accordance with the procedure for storing documents established by the Company. The Secretary of the Committee is responsible for the storage of these documents.

14. Reporting of the Committee and assessment of its operations

14.1. Annually the Chairman of the Committee submits to the Board of Directors of the Company the Report of the Committee on the results of operations (Appendix 10 to this Provision).

14.2. The Chairman of the Committee has the right to submit to the Board of Directors of the Company separate reports on the results of the investigation on issues within the competence of the Committee.

14.3. The Board of Directors of the Company has the right at any time to request from the Committee a report on the current activities of the Committee. The terms for preparing and presenting such a report are determined by decision of the Board of Directors of the Company.

14.4. The Board of Directors of the Company provides an assessment of the quality of the Committee's work, aimed at determining the degree of effectiveness of the Committee, the compliance of its results with the needs of the Company and identifying areas in which its activities can be improved.

14.5. The work of the Committee and its members shall be assessed on a regular basis at least once a year.

14.6. To conduct an independent assessment of the quality of the operation of the Audit Committee, an external organization (consultant) may be recruited from time to time, no more than once every 3 years.

14.7. When an external organization (consultant) conducts an individual assessment of the activities of the members of the Audit Committee, special attention is paid to the following factors:

- members have competence in matters falling within the scope of responsibility of the audit committee;
- members have knowledge of the industry and the specifics of the company's business;
- members are willing to devote time to get prepared and participate in committee meetings;
- level of preparation for Committee meetings;
- degree of participation in the discussion at Committee meetings;
- willingness to ask pressing questions;
- constructivity and focus on finding solutions.

14.8. The results of an independent assessment of the Committee's activities are submitted to the Board of Directors for discussion.

14.9. The results of an independent assessment of the Committee's activities are submitted to the Board of Directors for discussion.

15. Final provisions

15.1. This Provision, as well as all amendments and additions to the Provision, are approved by the Board of Directors of the Company.

15.2. Issues not regulated by the Provision are regulated by the Charter of the Company, internal documents, local regulatory acts of the Company, including those governing the convening and holding of meetings of the Board of Directors of the Company and other internal documents of the Company, applicable laws of the Russian Federation and resolutions of the Board of Directors of the Company.

15.3. If as a result of changes in the legislation or regulatory legal acts of the Russian Federation, particular clauses (articles) of the Provision conflict with them, these clauses (articles) of the Provision shall cease to be in force, and until the amendment of the Provision is made, the members of the Committee shall be governed by the laws and by-laws of the Russian Federation.

15.4. This Provision, the composition of the Committee, information on particular decisions of the Committee are published on the Company's website in the information and telecommunication network Internet. The responsibility for the placement of the information specified in this clause lies with the Secretary of the Committee.

Audit Committee Activities Plan Form

APPROVED BY:
Audit Committee of the Board of Directors of
PJSC Moscow United Electric Grid Company
dated __.__.20__ (minutes No. __)

**The activities plan of the Audit Committee of the Board of Directors of PJSC Moscow United Electric Grid Company
for the corporate year 20__ - 20 __**

Planned date of the meeting	Meeting format	Issues on the agenda of the Committee meeting	Presenter	The structural department responsible for the preparation of the agenda item
	In-person (joint presence)	1.		
		2.		
	Absentee	3.		
		4.		
		1.		
		2.		
		3.		
		4.		

**The list of issues
included in the Activities Plan of the Audit Committee of the Board of Directors of
PJSC Moscow United Electric Grid Company
in the 20 ____ - 20 ____ corporate year**

No.	Issue on the agenda of the meeting of the Audit Committee	Recommended period for the meeting of the Audit Committee
Administrative issues		
1	On the election of the Deputy Chairman of the Audit Committee	no later than 30 days from the date of approval by the Board of Directors of the composition of the AC and its Chairman
2	On the election of the Secretary of the Audit Committee	
3	On recruiting an expert to participate in the activities of the Audit Committee	
4	On approval of the activities plan of the Audit Committee for 20 _____ - 20 _____ corporate year	
5	About preliminary consideration of the budget of the Audit Committee for the 2nd half of 20 _____ year and the 1st half of the year 20 _____	
6	On the report of the Audit Committee to the Board of Directors of the Company on the work done	no later than 15 calendar days before the date of the annual General Meeting of shareholders
7	On preliminary review of the amended Provision on the Audit Committee of the Board of Directors of the Company	If necessary
In the field of accounting (financial) statements of the Company		
8	On consideration of interim accounting (financial) statements of the Company for months of 20 _____ prepared in accordance with RAS	no later than 45 calendar days after the end of the reporting period (for 3 months, 6 months, 9 months of the reporting year)
9	On preliminary consideration of accounting (financial) statements of the company for the year prepared in accordance with RAS and the consolidated financial statements of the Company for the year prepared in accordance with IFRS	no later than April 30 of the year following the reporting year

10	On consideration of the written information submitted by the external auditor on the main issues on interim accounting (financial) statements of the company for 20__ 20__, prepared in accordance with RAS and management information of the Company on adjustments made as a result of external audit of statements	in accordance with the terms of the Agreement with the external auditor, but no later than 15 days from the due date for the preparation of the written Information based on the results of the inspection of interim reports (6/9 months)
11	On consideration of the written information submitted by an external auditor on the main issues of the accounting (financial) statements of the Company for _____ the year prepared in accordance with _____ RAS and the consolidated financial statements of the Company for 20__ 20__ prepared in accordance with IFRS, and the information of the top managers' of the Company on adjustments made as a result of external audit of statements	in accordance with the terms of the Agreement with the external auditor, but no later than April 30 of the year following the reporting year
12	On consideration of significant aspects of the accounting policy of the Company in the reporting year and planned changes for the coming year	no later than December 25 of the year preceding the planned year
13	On consideration of management information about non-standard operations and events, as well as the accumulation of doubtful debts and estimated liabilities	no later than December 25 of the reporting year
In the field of control over the reliability and efficiency of the internal control system, risk management system, corporate governance practices		
14	On preliminary consideration of internal documents of the Company that determine the strategy, organization and development of an internal control system and development of an internal control system	if necessary
15	On preliminary consideration of the amended Company's Internal Control Policy	if necessary
16	On consideration of the information of the top managers' of the Company's on the implementation of corrective action plans to eliminate deficiencies identified by The Audit Commission of the Company, the internal audit of the Company, external bodies of control (supervision), on the implementation of measures taken on potential cases of unfair actions of employees, as well as the results of the investigation	no later than 45 calendar days after the end of the reporting period (based on the results of 6 months/calendar year)

17	On consideration of the information of the top managers' on the implementation of the Company's	Internal Control Policy at first in-person meeting of the Audit Committee
18	On preliminary consideration of the report of the Sole Executive Body and the Management Board of the Company on the functioning of the internal control system	no later than March 30 of the year following the reporting year
19	On consideration and approval of the content of the section of the Annual Report of the Company on the internal control system	no later than 120 days after the end date of the reporting period
20	On preliminary consideration of the report of the internal audit of the Company on the effectiveness of the internal control system, risk management system for the year 20__	no later than March 30 of the year following the reporting year
21	On preliminary consideration of the report of the internal audit of the company on the effectiveness of the corporate governance system for the year 20__	no later than March 30 of the year following the reporting year
22	On preliminary consideration of the report of an external independent assessment on the effectiveness of the internal control system, risk management system, corporate governance for the year 20__	if there is a contract for the provision of external independent assessment of the effectiveness of the internal control system, risk management system, corporate governance
In the field of control over the conduct of an external audit and the selection of an auditor		
23	On preliminary consideration of the terms of the procurement procedures for the selection of an external auditor for the right to conclude an agreement to audit the accounting (financial) statements of the Company for the year 20__	if necessary, no later than January 30
24	On preliminary consideration of the external auditor candidate of the Company for the audit of the accounting (financial) statements of the Company for the year 20__	no later than April 30
25	On preliminary consideration of the amount of payment for the services of auditor to conduct an audit of the accounting (financial) statements of the Company for the year 20__	no later than April 30
26	On the assessment of the effectiveness of the process of external audit of the accounting (financial) statements of the Company for the year 20__	no later than April 30 of the year following the reporting year
27	On a preliminary review of the policy in the field of the provision of non-audit services by external auditor	if necessary
In the field of ensuring the independence and objectivity of the internal audit function		
28	On preliminary consideration of the Company's amended internal audit policy	if necessary

29	On preliminary consideration of the amended Provision on the department performing the internal audit of the Company	if necessary
30	On consideration and approval of the structure and number of the department of the internal audit of the Company	if necessary
31	On preliminary consideration of the budget of the internal audit department of the Company	annually no later than December 25 of the year preceding the year under planning
32	On preliminary consideration of the candidacy for the head of the internal audit department and remuneration of his work	if necessary
33	On preliminary consideration of the activities plan of the internal audit subdivision for the year 20__	no later than November 30 of the year preceding the year under planning
34	On consideration of the report of the internal audit department, on the implementation of the activities plan for __ months of the year 20 _____ and the results of internal audit activities	no later than 45 calendar days after the end date of the reporting period (3/6/9 months)
35	On preliminary consideration of the department's report, internal audit, on the implementation of the activities plan and the results of the internal audit for the year 20__	no later than February 28 of the year following the reporting year
36	On consideration of the results of a self-assessment of the quality of the internal audit activity and the action plan for improving the internal audit function	no later than February 28 of the year following the reporting year
37	On consideration of the terms of the technical specification, essential conditions of the contract for rendering the service of independent assessment of the quality the internal audit	if necessary
38	On consideration of the candidacy for an independent organization that provides independent assessment services, the quality of the internal audit	if necessary, depending on the results of the competitive procurement process
39	On consideration of the results of the independent assessment of the quality of the internal audit	if there is an agreement on the provision of services for the independent assessment of the quality of the internal audit function
In the field of monitoring the effectiveness of the system for counteracting unfair actions of the Company employees and third parties		

40	On preliminary consideration of the amended Anti-corruption Policy of the Company	if necessary
41	On preliminary consideration of the amended Code of Corporate Ethics of the Company	if necessary
42	On consideration of the top managers' information on the implementation of the Anti-corruption Policy of the Company	at first in-person meeting of the Audit Committee
43	On consideration of the results of the anti-corruption monitoring	no later than 45 calendar days at the end of the reporting period (at the end of 6 months, at the end of the calendar year)

Note: The list of issues included in the activities plan of the Audit Committee of the Board of Directors is not exhaustive and is formed in accordance with clause 10.1.2 of the Provision on the Committee.

**Regulation
for preparing issues for consideration at meetings of the Audit
Committee of the Board of Directors of PJSC Moscow
United Electric Grid Company**

1. General provisions

1.1. The Regulation for preparing issues for consideration at meetings of the Audit Committee of the Board of Directors of PJSC Moscow United Electric Grid Company (hereinafter referred to as the Regulation) was drafted in accordance with the Provision on the Audit Committee of the Board of Directors of PJSC Moscow United Electric Grid Company (hereinafter referred to as the Company).

1.2. This Regulation defines the procedure for preparing issues for consideration at meetings of the Committee, which includes the procedure and timing for the preparation and submission to the Committee of the activities plan for the election period, the agenda of the Committee meetings, materials, expert opinions.

2. Procedure for preparing the Agenda of the Committee meeting

2.1. The Secretary of the Committee, in accordance with the approved activities plan, shapes the Agenda of the scheduled meeting of the Committee (hereinafter referred to as the Agenda) with the indication of the expected date, the format of the meeting and the officials (at least not lower than the Deputy General Director of the Company or a manager directly subordinated to the General Director of the Company) responsible for preparation of materials

2.2. When shaping the Agenda, the Secretary of the Committee must take into account the list of issues included in the approved activities plan of the Committee, previously issued instructions of the Committee and the Board of Directors of the Company, within the competence of the Committee.

2.3. Before signing by the Chairman of the Committee, the draft Agenda is brought to the attention of the head of the department performing the internal audit.

2.4. The Agenda can be supplemented by items at the initiative of the Chairman of the Committee, at the request of any member of the Committee, the Board of Directors of the Company, the Management Board, the Audit Commission of the Company, the auditor of the Company, the head of the department performing the internal audit, at the written request of the General Director of the Company.

2.5. The proposal to include in the Agenda additional item(s) shall be submitted by the author of the proposal to the Chairman of the Committee (by a letter addressed to the Chairman of the Committee with a copy to the Secretary of the Committee) with the draft decision attached, an explanatory note explaining the need to address the item at the meeting and other background materials no later than 8 (eight) business days before the date of the meeting, and subject to the terms specified in clause 4.1 of this Regulation.

2.6. Monitoring the observance of the deadlines for submitting proposals for the inclusion of items on the Agenda (including an explanatory note and materials) is carried out by the Secretary of the Committee.

2.7. Additional items received by the Secretary of the Committee in violation of the deadlines established by clause 2.5 of these Regulations shall be included in the Agenda of the next meeting, or by the decision of the Chairman, taking into account the importance and urgency may be included in the agenda of an extraordinary meeting of the Committee, the dates of which are determined by the Chairman taking into account Clause 4.1 of this Regulation.

2.8. The Secretary of the Committee shall forward the draft Agenda to the Expert of the Committee 12 (twelve) working days before the meeting to agree on the list of items. The expert of the Committee considers the Draft Agenda within 1 (one) working day and drafts an Opinion on shaping of the agenda of the Committee.

2.9. The Opinion prepared by the Expert on the shaping of the Committee's Agenda is sent to the Secretary of the Committee for further approval of the Agenda by the Chairman of the Committee.

2.10. The Secretary of the Committee informs the Chairman of the Committee of all facts of non-compliance with the terms of the proposals for inclusion in the Agenda (including the explanatory note and materials) for adoption by the Committee Chairman the decision on approving the Agenda.

2.11. Notification about the meeting of the Committee, including the Agenda, shall be sent by the Secretary to the members of the Committee and persons invited to participate in the meeting of the Committee no later than 10 (ten) working days before the date of the meeting of the Committee, and about the meeting, including additional items, no later than 7 (seven) working days before the date of the meeting of the Committee.

2.12. Voting materials on Agenda item, including the notification of the Committee meeting, Agenda, Expert opinion, shall be sent by the Secretary to the members of the Committee no later than 3 (three) business days before the date of the meeting of the Committee

3. Procedure of preparation of materials on the Agenda items of the Committee meeting

3.1. Materials on the Agenda items must include:

- draft decisions of the Committee on items on the Agenda;
- explanatory notes to the materials and draft decisions of the Committee on items included in the Agenda;
- materials accompanying and confirming the information contained in draft decisions and explanatory notes;
- expert opinion on items included in the agenda of the Committee meeting;
- other information materials on the items included in the Agenda.

3.2. Materials on the Agenda items, explanatory notes and draft decisions thereto (signed by the Deputy General Director of the Company or manager

directly subordinated to the General Director of the Company) are prepared by the departments of the Company responsible for the preparation of Agenda items within the approved activities plan, as well as the authors of inclusion in the Agenda of additional items listed in clause 2.4 of this Regulation.

3.3. In the case of inclusion of the items affecting the competence of several departments/fields of activity of the Company, the relevant department shall ensure preliminary approval of materials in accordance with the requirements of the document flow of the Company.

3.4. The package of documents prepared in accordance with the requirements of this section shall be sent by the Committee Secretary to the Committee Expert no later than 8 (eight) business days before the date of the meeting.

4. Procedure for the preparation of Expert opinion on the agenda of the Committee meeting

4.1. The Committee's expert considers the received materials on the Agenda within 4 (four) business days, and 3 (three) business days before the Committee's meeting sends the Expert opinion on the items on the agenda of the Committee's meeting (hereinafter - the Expert Opinion) to the Committee Secretary (Appendix 8 to the Provision).

4.2. The expert of the Committee analyzes the submitted materials for the completeness, reliability and relevance of the information for decision making. The expert of the Committee, through the Secretary of the Committee, has the right to request additional materials and clarifications on the items included in the Agenda. Officials in charge are obliged to ensure the immediate provision of the materials requested by the Committee Expert.

4.3. The expert of the Committee, based on the results of the consideration of the submitted materials, prepares an Expert Opinion.

4.4. The Expert Opinion shall contain the names of the items on the Agenda, the information about main conclusions made by the expert of the Committee on materials related to the items, as well as the supporting facts and the proposed draft decisions of the Committee.

4.5. In case of untimely submission of materials on Agenda items, the Committee Expert is entitled to give an opinion on the postponement of consideration of this item to the next meeting, indicating the reasons for the postponement.

4.6. The Secretary of the Committee, on the basis of the draft decisions proposed by the Expert of the Committee, prepares consolidated draft decisions of the Committee on the Agenda items.

**Example of an explanatory note on the Agenda item
“On the consideration of the interim accounting (financial)
statements of PJSC Moscow United Electric Grid Company
in ____ months of the year ____ prepared according to RAS**

In accordance with clause _ article _ of the Provision on the Audit Committee of the Board of Directors of PJSC Moscow United Electric Grid Company (hereinafter referred to as the Committee) approved by the decision of the Board of Directors of PJSC Moscow United Electric Grid Company (hereinafter referred to as the Company) dated __.__. 20__ (minutes No.), the competence of the Committee includes the consideration and analysis of the interim accounting (financial) statements in accordance with RAS in order to determine its objectivity, clarity of the Company's performance indicators and assess the completeness of information on activities of the Company.

The analysis of the indicators of the accounting (financial) statements of the Company prepared in accordance with RAS for _____ months of the year 20__, the following main trends in the financial position of the Company were revealed:

1. The total assets and liabilities of the Company increased (decreased) by ____ mln. rub. or ____% and as of __.__. 20__ amounted to ____ mln. rubles.
2. Main factors that affected the assets of the Company were:
 - increase/growth (name of the item) by ____ mln. rub. or by ____% (____% of the total growth of total assets);
 - decrease/cut (name of the item) by ____ mln. rub. or ____% (____% of total growth in total assets) ...
3. Main factors that affected the capital and liabilities of the Company were:
 - increase/growth (name of the item) by ____ mln. rub. or ____% (____% of the total growth in the aggregate change in capital and liabilities);
 - decrease/cut (name of the item) by ____ mln. rub. or ____% (____% of the total growth in the aggregate change in equity and liabilities) ...
4. The Company's revenue in of the year 20__ compared with the same period of the year 20__ increased by ____ mln. rub. or ____% and amounted to ____ million rubles.

Main factors that affected the Company's revenue were:

- increase/decrease in revenue for the provision of electric energy transmission services by ____ mln. rub. or at ____%;
- increase/decrease in revenue from the resale of electricity (capacity) by

___ mln. rub. or at ___%, due to (reasons).

5. The cost of sales of the Company in ___ months of the year ___ compared with the same period of the year ___ increased by ___ mln. rub. or at ___%. The expenses of the Company (including commercial and administrative) for ___ months of the year ___ increased/decreased by ___ mln. rub. or ___% and make ___ mln. rub. and do not exceed the revenue growth rate (exceed the revenue growth rate by ___%).

6. The profit from the sales of the Company for ___ months of the year 20__ amounted to ___ mln. rub. or ___% more than in the same period of the year 20__ (___ mln. rubles);

7. Other income of the Company in ___ months of the year 20__ amounted to ___ mln. rub. or ___% more/less than in the same period of the year 20__, which is mainly due to (reasons).

8. Other expenses of the Company in ___ months of the year 20__ amounted to ___ mln. rubles, which is ___% more / less than in the same period of the year 20__, which is mainly due to (*reasons*).

The net profit/net loss of the Company in ___ months of the year 20__ amounted to ___ mln. rub. (mln. rubles of net profit/net loss in the same period of the year 20__).

The list of mandatory attachments to the explanatory note:

- 1) Turnover balance sheet for the reporting period.
- 2) Analysis of accounts receivable as of the beginning and end of the reporting period (including the indication of the debt for which the reserve was created, the amount of overdue debt, indicating the largest debtors and decoding of the changes of their debt).
- 3) Decoding of other income and expenses.
- 4) Explanations of the reasons for significant fluctuations in reporting items, performance results, unusual/non-standard changes in indicators/trends.

**Notification form on the meeting of the Audit Committee of the Board of
Directors
PJSC Moscow United Electric
Grid Company**

**NOTIFICATION ON THE MEETING OF THE AUDIT COMMITTEE
OF THE BOARD OF DIRECTORS
PJSC "MOSCOW UNITED ELECTRIC GRID
COMPANY"**

To the members of the Audit
Committee of the Board of Directors
of PJSC Moscow United Electric Grid
Company

DEAR MEMBERS OF THE AUDIT COMMITTEE!

I hereby inform you on a meeting scheduled on _____, 20__
of the Audit Committee of the Board of Directors of PJSC Moscow United Electric Grid Company
which includes the **following AGENDA** items:

<i>No. of the item</i>	<i>Item's name</i>	<i>Presenter</i>
1		
2		
.....		
(i)		

The meeting of the Audit Committee is held _____,
in person/in absentia

Place and time of the meeting/Date and time of the end of the reception of the
questionnaires for voting _____.

- Appendix: 1. Agenda for _____ persons.;
2. Materials on the agenda items for _____ persons.;
3. Questionnaire for voting on _____ persons. (*for meetings
in absentia*).

Chairman of the Audit Committee
of the Board of Directors of _____ " _____ " (_____)

**Questionnaire form for voting
on items on the agenda of the meeting of the Audit Committee of the Board of Directors
of PJSC Moscow United Electric Grid Company,
held in person by the Audit
"Committee of the Board of Directors of PJSC Moscow United Electric Grid Company**

QUESTIONNAIRE

for voting on items on the agenda of the meeting of the
Audit Committee of the Board of Directors of PJSC Moscow United Electric Grid
Company,
held in person on _____ 20 _____

Item:

1. _____

Decision:

1. _____

FOR

AGAINST

ABSTAINED

(leave your voting option uncrossed)

Item:

2. _____

Decision:

2. _____

FOR

AGAINST

ABSTAINED

(leave your voting option uncrossed)

Item:

3. _____

Decision:

3. _____

FOR

AGAINST

ABSTAINED

(leave your voting option uncrossed)

The filled in and signed questionnaire is sent on the fact of _____, either by e-mail
_____ or transmitted in the original to the Secretary of the Audit Committee no
later than _____ /date, time/

The questionnaire received after the expiration of the above period is not taken into account
when counting votes and tabulating the results of the voting.

Please send the original questionnaire to the address: _____

**Member of the audit committee of
of the Board of Directors
PJSC "Moscow United
Electric Grid Company**

_____/_____/_____
(signature) (Full Name)

**Chairman of the Audit Committee
of the Board of Directors
PJSC "Moscow United
Electric Grid Company**

_____/_____/_____
(signature) (Full Name)

**THE QUESTIONNAIRE IS INVALID WITHOUT SIGNATURE OF A MEMBER OF THE
AUDIT COMMITTEE OF THE BOARD OF DIRECTORS**

**Questionnaire form for voting on items
on the agenda of the meeting of the Audit
Committee of the Board of Directors of PJSC Moscow United Electric Grid Company,
held in absentia**

**Audit Committee of
the Board of Directors of PJSC Moscow United Electric Grid Company**

QUESTIONNAIRE

for voting on items on the agenda of the meeting of the Audit
Committee of the Board of Directors of
PJSC “Moscow United Electric Grid Company”,
held in absentia on “ _____ ” _____ 20 _____

Item:

1. _____

Decision:

1. _____

FOR

AGAINST

ABSTAINED

(leave your voting option uncrossed)

Item:

2. _____

Decision:

2. _____

FOR

AGAINST

ABSTAINED

(leave your voting option uncrossed)

Item:

3. _____

Decision:

3. _____

FOR

AGAINST

ABSTAINED

(leave your voting option uncrossed)

The filled in and signed questionnaire is sent on the fact of _____, either by e-mail _____ or transmitted in the original to the Secretary of the Audit Committee no later than _____/date, time/

The questionnaire received after the expiration of the above period is not taken into account when counting votes and tabulating the results of the voting.

Please send the original questionnaire to the following address:

**Member of the audit committee of
of the Board of Directors of
PJSC "Moscow United
Electric Grid Company**

_____/_____
(signature) (Full Name)

**THE QUESTIONNAIRE IS INVALID WITHOUT SIGNATURE OF A MEMBER OF
THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS**

**Form of the minutes of the meeting
of the Audit Committee of the Board of Directors of PJSC Moscow United
Electric Grid Company**

**Audit Committee of the Board of Directors of PJSC Moscow United Electric
Grid Company**

**MINUTES
OF THE MEETING OF THE AUDIT
COMMITTEE**
IN-PERSON / IN ABSENTIA

**OF THE BOARD OF DIRECTORS OF PJSC MOSCOW UNITED
ELECTRIC GRID COMPANY**

_____ 20____

Form of the meeting:

in-person / in absentia

Date, place, time of the meeting / Date and the time of receipt of questionnaires:
Members of the Committee present at the meeting/participating in the in-person/
absentee voting:

_____;
_____;
_____;
_____;

Invited persons (for meetings held in person):

_____;
_____;
_____;
_____;

The quorum is present

Agenda:

- 1. _____;
- 2. _____;
- ... _____;

3. _____.

On item 1:

DECISION:

1.1. _____

Voting results:

On item 2:

DECISION:

2.1. _____

Voting results:

On item 3:

DECISION:

3. 1 _____

Voting results:

Special opinions of members of the Audit Committee

_____ are attached / not available.

(Full name of Committee member)

Questionnaires are attached.

Chairman of the Audit Committee _____ (_____)

Secretary of the Audit Committee _____ (_____)

**Confidentiality agreement form
of the Audit Committee of the
Board of Directors of Moscow United Electric
Grid Company**

CONFIDENTIALITY AGREEMENT

city of _____ 20__

_____ (further - PJSC "Moscow United Electric Grid Company"), in the person of _____, acting pursuant to _____, on the one hand, and _____, elected to the Audit Committee of the Board of Directors of PJSC Moscow United Electric Grid Company by decision of the Board of Directors dated _____ 20__ (Minutes No. _____), on the other hand, hereinafter referred to as the Recipient, collectively referred to as the Parties, have concluded this Agreement as follows.

In order to provide assistance to the Board of Directors of _____ "_____" in performance of its duties, the Audit Committee is created under the Board of Directors of _____ "_____" as an advisory body, acting in accordance with the Provision on the Audit Committee of the Board of Directors of _____ "_____".

In connection with the exercise of their rights and duties, the Recipient shall have access to confidential information, which is transferred to the Recipient marked as "commercial secret". Within the framework of this Confidentiality Agreement (hereinafter - the Agreement), the Parties agree on the conditions regarding the restrictions on the use and further disclosure of such information.

Confidentiality and Limited Use

1. For the purposes of this Agreement, the term Confidential Information as a whole and in particular means all or any information of any kind, either orally, in writing or in electronic form, belonging to " " (hereinafter referred to as the Informing Party) and relating to its activities, which has actual or potential commercial value due to its unfamiliarity to third parties, and communicated by the Informing Party to the Recipient in accordance with this Agreement, together with all archival records or copies of this information or quotations from such information contained on media of any kind.

The Recipient is obliged to keep Confidential Information using the same level of care that he uses to store its own confidential information that is its property, and such Confidential Information shall not be used or reproduced, nor shall it be referenced by the Recipient for any purpose. Confidential Information shall not be

disclosed by the Recipient to any third party, either physical or legal.

2. The Recipient shall not be entitled to provide the Confidential Information to other persons using or able to use it for purposes that lead or are likely to lead to its disclosure or other unlawful or prohibited use under the law and this Agreement, including the use of such information for personal enrichment or to facilitate the enrichment of other persons, regardless of whether such person is affiliated with him or not.

The Recipient is obliged to notify the Committee on all planned and/or completed transactions with securities of _____ and the subsidiaries of _____.

3. The Recipient is responsible under the legislation of the Russian Federation for the actions of its affiliates, including, but not limited to, spouse, parents, children, half and full-blood brothers and sisters, adoptive parents and adopted children, other persons recognized as affiliated with the current legislation, in relation to Confidential Information received from the Recipient, which led or is likely to lead to its disclosure or other unlawful use, including the use of such information and for personal gain or facilitate enrichment of other persons, or which caused losses to _____.

4. This Agreement shall not be construed as a document providing the Recipient with any license rights or any other rights in relation to Confidential Information and its further use.

Return of confidential information

5. In accordance with the request of the Informing Party, or at the sole discretion of the Informing Party, all and any Confidential Information in any form that the Recipient received or acquired from the Informing Party or for the Informing Party must be returned or, if this is not possible, must be destroyed within 7 (seven) days from the receipt of such a request, and no copies of such information or data relating to such information, or quotations from it (in any form) shall remain with the Recipient, and the Recipient shall not then use or reproduce such information in whole or in part for any purpose.

Duration and Termination of the Agreement

6. This Agreement shall come into force from the moment of signing and will remain valid during the performance of duties of persons who are (were) members of the Audit Committee, Secretary of the Audit Committee and third parties recruited to the operation of the Audit Committee, as well as during three years after the termination of powers in the Audit Committee and third parties recruited to the operation of the Audit Committee.

Governing Law

7. This Agreement is governed by the laws of the Russian Federation.

Any claims and disagreements arising out of this Agreement or in connection with this Agreement, or relating to this Agreement or legal relations established by this Agreement, shall be transferred by the Parties to the appropriate court at the location of _____.

Other conditions

8. Starting from the date of signing, this Agreement will constitute the entire agreement between the Parties with respect to the subject matter, and after its execution will supersede and cancel any previous agreements, documents, protocols and contacts, both verbally and in writing, between Parties relating to the subject matter of this Agreement.

Any changes and/or additions to this Agreement will be valid only if they are made in writing and signed by both Parties.

This Agreement is executed in two identical copies, one for each Party.

Legal addresses and details of the Parties:

Providing party

Recipient

_____ « _____ »

Member of the Audit Committee of

the Board of Directors of _____ « _____ »

_____ (_____)

_____ (_____)

**Expert Opinion form
on agenda items of the meeting of the Audit Committee of the Board of
Directors
of SAA of PJSC ROSSETI**

**EXPERT OPINION
on items on the agenda of the meeting
of the Audit Committee of the Board of Directors of _____ " _____"
²scheduled for
_____, 202__**

To Members of the Audit
Committee of the Board of
Directors
_____ " _____"

I recommend to vote FOR the adoption of the following decisions on the items of the agenda of the meeting of the Audit Committee of the Board of Directors of _____ " _____", scheduled to be held on _____, 20__:

On item No. 1: (name of the item in accordance with the Agenda).

INFORMATION:

Contains main conclusions made by the Expert of the Committee when considering materials, indicating supporting facts.

DRAFT DECISION:

On item No. 2:

INFORMATION:

DRAFT DECISION:

On item No. i:

INFORMATION:

DRAFT DECISION:

Expert of the Audit Committee
of the Board of Directors of _____ " _____" _____ (full name)
(signature)

² The legal form and the name of SAA of PJSC ROSSETI are indicated in accordance with the Charter of SAA.

An example of an opinion on the efficiency and quality of the external audit

The opinion of the Audit Committee of the Board of Directors of _____ " _____ " ³ on the efficiency and quality of the external audit

In accordance with paragraphs 294.2 and 294.3 of the Corporate Governance Code, approved on March 21, 2014 by the Board of Directors of the Bank of Russia, the Audit Committee of the Board of Directors of _____ ⁴ (hereinafter referred to as the Company), the Company's accounting (financial) statements for the year 20 _____ prepared in accordance with Russian Accounting Standards and the assessment of the Auditor's Report issued on the results of this audit have been assessed in terms of the effectiveness of the audit carried out by an external company.

According to the results of open competitive negotiations without preliminary qualification for the right ⁵ to conclude an agreement on the provision of services _____ ⁶, _____ is proclaimed as Contractor ⁷ (minutes of the meeting of the Procurement Commission No. _____ dated ____ . ____ . 20 ____).

Based on the decisions of the Annual General Meeting of shareholders (minutes No. _____ dated ____ . ____ . 20 ____), the Board of Directors of the Company (minutes No. _____ dated ____ . ____ . 20 ____), with _____ ⁸ (hereinafter - the External Auditor), the Company entered into an Agreement No. _____ dated ____ . ____ . 20 ____.

Legal address of the External Auditor: Russia, (zip code), (city), (street, house number).

" _____ " ⁹ of the Company is a member of the Self-regulatory Organization of Auditors _____ ¹⁰, from the unified state register of self-regulatory organizations of auditors ____ . ____ . 20 ____, registry number _____ and located at: _____ (membership certificate No.).

The independence and objectivity of the External Auditor is confirmed by the

³ The legal form and name of the respective SAA of PJSC ROSSETI are indicated in accordance with the Charter of SAA.

⁴ The name of the corresponding subsidiary of PJSC Rosseti is indicated in accordance with the Charter of the subsidiary.

⁵ The format of the procurement is indicated.

⁶ The name of the procurement procedure is indicated

⁷ The name of the Counterparty is indicated.

⁸ The name of the Counterparty-contractor is indicated.

⁹ The name of the Counterparty-contractor is indicated.

¹⁰ The name of SRO is indicated

following information provided by _____¹¹:

- "_____" introduced performance standards in accordance with which the company seeks to be an independent auditor and have a reputation of an independent auditor;

- in accordance with the provisions on ethics and independence of _____, all partners and employees of _____ annually confirm compliance with these provisions, including the absence of prohibited financial investments in their investment portfolio.

In addition, it should be noted that the independence of the external auditor is confirmed by the absence of "_____'s" extended period for the provision of external audit services of the Company. "_____" audited the accounting (financial) statements of the Company for 20 _____. "_____" did not provide other services to the Company in the year 20__.

The following documents have been prepared and submitted by the external auditor:

- Written information (report) to the Company on the results of an interim audit of accounting (financial) statements prepared in accordance with Russian Accounting Standards in _____ months ending _____.20 ____ on _____ sheets;

- Written information (report) to the Company on the results of the audit of accounting (financial) statements prepared in accordance with Russian accounting standards for the year ending _____.20 ____ on sheets;

- Auditor's opinion on the accounting (financial) statements of the Company for the year 20 ____ on ____ sheets;

The Audit Committee of the Board of Directors of the Company considered the above documents prepared by _____, discussed main problems of the accounting (financial) statements of the Company prepared in accordance with Russian accounting standards (hereinafter - RAS) (minutes No. __ dated _____.20____ and minutes No. dated _____.20____) with the External Auditor and top managers of the Company. _ . ____ .20 _____ No. _ and _____ from _____.20 ____ No. ____).

Content of the written information (report) prepared by _____, meets/does not meet¹² the requirements of clause 10 of the Rules (Standard) No. 22 "Reporting Information Received on the Results of the Audit to the Management of the Audited Entity and to the Representatives of its Owner".

The procedures performed by _____ during the external audit of the Company's accounting (financial) statements for the year 20__ prepared in accordance with RAS meet/do not meet¹³ requirements of the terms of the contract and the requirements of the Federal Law "On Auditing Activities" dated 30.12.2008 No. 307-FL .

The presented Auditor's report meets/does not meet¹⁴ the requirements of Federal

¹¹ The name of the Counterparty-contractor is indicated.

¹² Select applicable

¹³ Select applicable

¹⁴ Select applicable

Law dated 30.12.2008 No. 307-FL “On Auditing Activities”, federal rules (standards) of audit activities approved by Decree No. 696 of the Government of the Russian Federation dated 02.09.2002.

**An example of the report form of the Audit Committee of the Board of Directors
of
SAA of PJSC ROSSETI on the activities carried out by the Audit Committee of
the Board of Directors of
SAA of PJSC ROSSETI in the corporate year**

**Report of the Audit Committee of the Board of Directors of ____ "_____"¹⁵
on the activities carried out in the corporate year 20__ - 20__**

The Audit Committee of the Board of Directors of the Company (hereinafter referred to as the Committee) was established by the decision of the Board of Directors of the Company dated ____ . ____ . 20__ (Minutes No. ____).

The activities of the Audit Committee are regulated by the Provision on the Audit Committee of the Board of Directors of ____ "_____", approved by the decision of the Board of Directors on ____ . ____ . 20__ (Minutes No. ____) (hereinafter - the Provision on the Committee).

The activities of the Audit Committee in the reporting period were carried out in accordance with the Committee's activities plan for the years 20__ - 20__, approved by the decision of the Audit Committee of the Company dated ____ . ____ . 20__ (minutes No. ____).

Members of the Audit

Committee and participation of Committee members in meetings

The current staff of the Audit Committee was elected by the decision of the Board of Directors on ____ . ____ . 20__ (Minutes No. ____):

No	Full name	Position at the time of election
1	Chairman of the Audit Committee	
2		
3		
4		
5		
6		
7		

Full name of who was elected as the Deputy Chairman of the Committee, Full name of who was elected as the Secretary of the Committee - (position at the time of

¹⁵ The legal form and name of the respective SAA of PJSC ROSSETI are indicated in accordance with the Charter of SAA.

election) (minutes of the Committee meeting dated _____ No. _____).

In accordance with clause 9, section 4 of the Provision on the Audit Committee, the Audit Committee has the right to recruit experts (consultants) to carry out tasks and make informed decisions. At the meeting of the Audit Committee on _____.20____ (minutes No. ____), it was decided to recruit _____ as an expert in the activity¹⁶ of the Audit Committee of the Board of Directors of _____¹⁷.

The degree of participation of Committee members at the Committee meetings is shown in the table:

Full name	Number of meetings total/number of meetings in which a member of the Committee participated	% of participation
Chairman of the Committee	11 / 10	90,9%
Deputy Chairman		

In the Committee Plan, _____ meetings of the Committee were planned with agendas including _____ items. In fact in 20____ - _____¹⁸ meetings of the Audit Committee were held at which _____ issues were considered. Items included in the activities plan were considered by the Audit Committee in full/partially¹⁹.

The discrepancy in the number of planned and actual meetings of the Audit Committee is due to the following factors: _____.

¹⁶ The legal form and name of the respective SAA of PJSC ROSSETI are indicated in accordance with the Charter of SAA.

¹⁷ The name and position of the Expert at the time of performing his services are indicated.

¹⁸ The data are presented taking into account the meeting of the Audit Committee at which this report is considered.

¹⁹ Select applicable.

**The budget of the Audit Committee and remuneration of members of the
Committee
for participation in meetings of the Audit Committee**

The types, amount and procedure for the remuneration and compensation to members of the Committee is governed by _____²⁰ approved by the decision of the Board of Directors of the Company dated __.__. 20__ (minutes No. ____), as well as the Provision on the remuneration and compensation to members of the Board of Directors, approved by the decision of the annual General Meeting shareholders of the Company __.__. 20__ (minutes No. ____).

The budget of the Committee for the first half of the year 20__ and for the second half of the year 20__ provisionally considered at a meeting of the Committee on __.__.20__ (minutes № ____).
No. minutes dated __.__.20__ No. ____).

The budget of the Committee was approved by the Board of Directors of _____ " _____ " (minutes No. ____ dated ____, minutes No. ____ dated ____) in the following amounts:

Planning period	Meeting	Budget, thousand rubles
2 half of the year 20__	Minutes No. __ dated __	
1 half of the year 20__	Minutes No. __ dated __	

Committee budget performance in the corporate year 20__ -20__ is illustrated in the table:

Planning period	Budget, thousand rubles		
	Plan	Spent	Saving (-) / overspending (+)
2 half of the year 20__			
1 half of the year 20__			

The budget of the Committee is executed in full/partially²¹.

1. Savings / overspending of budget²² in the _____ half of the year 20__ due to the following factors:

- holding less/more Committee meetings;
- holding less/more in-person meetings of the Committee;
- etc.

2. Savings/overspending of the budget²³ in the _____ half of the year 20__

²⁰ The name of the relevant internal regulatory document of the Company is indicated.

²¹ Select applicable

²² Select applicable

²³ Select applicable

due to the following factors:

- holding less/more Committee meetings;
- holding less/more in-person meetings of the Committee;
- etc.

Main areas of the Audit Committee activities

In the corporate year 20__-20__ the Committee held _____ meetings, considered _____ agenda items.

The calendar of meetings of the Committee for the period corporate year 2013-2014:

	July	August	September	October	November	December	January	February	March	April	May	June
Meetings of the Committee												

The Committee made recommendations to the Board of Directors in a number of areas:

1. On
 -
 -
2. On
 -
 -
3. On
 -
 -