

Material Fact
Resolutions adopted by the Board of Directors (Supervisory Board) of the issuer

1. General information	
1.1. Full company name of the issuer (for non-commercial organisations – name)	Public Joint Stock Company “Aeroflot – Russian Airlines”
1.2. Short company name of the issuer	PJSC Aeroflot
1.3. Actual address of the issuer	119002, Moscow, Arbat Str., 10
1.4. PRSN code of the issuer	1027700092661
1.5. TIN code of the issuer	7712040126
1.6. Unique code of the issuer assigned by the registering authority	00010 – A
1.7. Web page used by the issuer to disclose information	http://ir.aeroflot.com/disclosure-of-information/ad-hoc-releases/ http://disclosure.skrin.ru/disclosure/7712040126

2. Notice content	
2.1. Quorum for the meeting of the Board of Directors of the issuer: 11 of 11 members of the Board of Directors of the Issuer.	
2.2 Content of resolutions adopted by the Board of Directors of the issuer and results of voting on the corresponding agenda items:	
2.2.1. Related-party transaction (series of connected transactions) regarding the waiver of purchase rights in respect of twenty-two Boeing 787 aircraft:	
<p>Determine that the value (monetary value) of property that is the subject of a related-party transaction (or series of connected transactions) regarding the waiver of rights and obligations under Contract No. 3063 dated 9 June 2007 between PJSC Aeroflot and The Boeing Company to acquire twenty-two new Boeing 787 aircraft shall be a total of no more than USD 95,670,000 (ninety-five million, six hundred and seventy thousand), which is equivalent to the market value as determined by independent evaluator JSC Rossiiskaya Otsenka in its report No. 05\08-146 GVV of 01 July 2016, and equates to more than 2 (two) percent of the book value of the Company’s assets under its accounting statements of 30 September 2016.</p>	
<p>Results of vote*: FOR AGAINST ABSTENTIONS</p>	
<p>Resolution adopted.</p>	
<p>Propose at the general meeting of the issuer’s shareholders to approve the related-party transaction (series of connected transactions) regarding the waiver of purchase rights in respect of twenty-two Boeing 787 aircraft under the following material terms as registered on 31.12.2015 and as agreed on 15.04.2016:</p>	
<p>2.1. Conclusion of a Novation Contract between PJSC Aeroflot, LLC Aviacapital Service and The Boeing Company in respect of contract No. 3063 dated 9 June 2007 between PJSC Aeroflot and The Boeing Company (“Contract 3063”) regarding the purchase of twenty-two new Boeing 787 aircraft (“the Aircraft”) under the following material terms:</p>	
<p>Subject: full waiver by PJSC Aeroflot of all rights and obligations under Contract 3063 in favour of LLC Aviacapital Service.</p>	
<p>Parties: PJSC Aeroflot as the transferor, LLC Aviacapital Service as the transferee, The Boeing Company as manufacturer of the Aircraft.</p>	
<p>Price (monetary value): the monetary value of all waivable rights and obligations under Contract 3063 shall be no more than USD 95,670,000.</p>	

Other material terms:

- return by The Boeing Company of advance payments in the amount of USD 43,757,220 made by PJSC Aeroflot under Contract 3063;
- payment by LLC Aviacapital Service to The Boeing Company of USD 43,757,220 towards the purchase price of the Aircraft under Contract 3063;

Applicable law: Legislation of the State of Washington, USA.

2.2. Conclusion of a letter of agreement regarding the provision of credit memorandums between The Boeing Company and PJSC Aeroflot under the following material terms:

Subject:

- provision in favour of PJSC Aeroflot of credit memorandums (a) for the purchase of goods and services from The Boeing Company and its affiliated persons in the amount of USD 20,000,000; and (b) for the training of up to 193 crew members on Boeing 737-800, 777-300 and 747-400 aircraft;
- amendments to the delivery schedule for the Aircraft under Contract 3063 to the following schedule: 7 Aircraft in 2019; 5 Aircraft in 2020; 5 Aircraft in 2021; 5 Aircraft in 2022;
- in the event of non-conclusion of a Novation Contract between PJSC Aeroflot, LLC Aviacapital Service and The Boeing Company before 1 January 2017 - annulment of Contract 3063 and refund by The Boeing Company of advance payments in the amount of USD 43,757,220, minus the total of credit memorandums taken up by PJSC Aeroflot.

Parties: PJSC Aeroflot, LLC Aviacapital Service.

Price (monetary value): Does not have a standalone value.

Applicable law: Legislation of the State of Washington, USA.

2.3. Conclusion of a letter of agreement between PJSC Aeroflot and LLC Aviacapital Service regarding additional liabilities of LLC Aviacapital Service in respect of Novation Contract between PJSC Aeroflot, LLC Aviacapital Service and The Boeing Company under the following material terms:

Subject: liabilities of LLC Aviacapital Service:

- to not forfeit in favour of PJSC Aeroflot or its affiliates the aircraft which are subject of Contract No. 3063;
- to not forfeit aircraft and/or the rights provided for by Contract No. 3063 in favour of third parties, unless the third parties have a written assurance regarding non-forfeiture of aircraft in favour of PJSC Aeroflot and its affiliates.

Parties: PJSC Aeroflot, LLC Aviacapital Service.

Price (monetary value): Does not have a standalone value.

Applicable law: Legislation of the State of Washington, USA.

Results of vote*:

FOR

AGAINST

ABSTENTIONS

Resolution adopted.

2.2.2. Convening the extraordinary general meeting of shareholders of PJSC Aeroflot:

Convene the extraordinary general meeting of shareholders of PJSC Aeroflot, according to Paragraph 1 of Article 55, sub-Paragraph 2 of Article 65 of the Federal Law No. 208-FZ on Joint Stock Companies dated 26.12.1995 (hereafter – Federal Law on Joint Stock Companies), as well as paragraph 18.1 of Article 18 of the Charter of PJSC Aeroflot.

Results of vote*:
FOR
AGAINST
ABSTENTIONS

Resolution adopted.

2.2.3. The form of the extraordinary general meeting of shareholders of PJSC Aeroflot and the deadline for the submission of voting ballots:

1. Agree on absentee voting as the main form of the next extraordinary general meeting of shareholders of PJSC Aeroflot, according to Article 50 of the Federal Law on Joint Stock Companies and Paragraph 1 of Article 54 of the Federal Law on Joint Stock Companies.

2. Set **26 December 2016** as a deadline for ballot submission, according to Paragraph 1 of Article 54 of the Federal Law on Joint Stock Companies.

Results of vote*:
FOR
AGAINST
ABSTENTIONS

Resolution adopted.

2.2.4. The mailing address to which completed ballots for the extraordinary general meeting of shareholders of PJSC Aeroflot can be sent:

1. Set the following address as the mailing address to which completed ballots for the extraordinary general meeting of the issuer's shareholders should be sent: Russian Federation, 119002, Moscow, Arbat Street 10, Department of Corporate Governance of PJSC Aeroflot, according to Paragraph 1 of Article 54 of the Federal Law on Joint Stock Companies.

2. Set the following electronic address as a special section of PJSC Aeroflot's website where an online ballot can be completed: <http://ir.aeroflot.ru/ru/corporate-governance/general-meeting-of-shareholders/>, according to Paragraph 1 of Article 54 of the Federal Law on Joint Stock Companies.

Results of vote*:
FOR
AGAINST
ABSTENTIONS

Resolution adopted.

2.2.5. The date of compiling the register of individuals and entities with the right of participation in the extraordinary general meeting of shareholders of Aeroflot PJSC:

Set **01 December 2016** as a deadline for compiling the register of individuals and entities with the right of participation in the extraordinary general meeting of shareholders of Aeroflot PJSC, according to Paragraph 1 of Article 51 of the Federal Law on Joint Stock Companies and Paragraphs 16.3, 16.4 of Article 16 of the Charter of PJSC Aeroflot.

Results of vote*:
FOR
AGAINST
ABSTENTIONS

Resolution adopted.

2.2.6. Approval of the agenda of the extraordinary general meeting of shareholders of Aeroflot PJSC:

Approve the agenda of the extraordinary general meeting of shareholders of Aeroflot PJSC which will be held on 26 December 2016, according to Paragraph 1 of Article 54, sub-Paragraph 3 of Paragraph 1 of Article 65 of the Federal Law on Joint Stock Companies and Paragraph 17.1 of Article 17 and Paragraph 19.2 of Article 19 of the Charter of PJSC Aeroflot.

Results of vote*:

FOR

AGAINST

ABSTENTIONS

Resolution adopted.

2.2.7. Approval of the form and wording of the ballot used for voting during the extraordinary general meeting of shareholders of Aeroflot PJSC:

1. Approve the form and wording of the ballot used for voting during the extraordinary general meeting of shareholders of Aeroflot PJSC, according to Paragraph 1 of Article 54 of the Federal Law on Joint Stock Companies and Paragraph 17.1 of Article 17 of the Charter of PJSC Aeroflot. (Appendix 1)

2. Approve the wording of a solution regarding question No. 1 of the agenda of the extraordinary general meeting of shareholders of Aeroflot PJSC, which should be sent in electronic form (as electronic documents) to nominal shareholders who are registered as PJSC Aeroflot's shareholders. (Appendix 2)

Results of vote*:

FOR

AGAINST

ABSTENTIONS

Resolution adopted.

2.2.8. Approval of the text of the message to shareholders on the convention of the extraordinary general meeting of shareholders of Aeroflot PJSC:

Approve the text of the Message to Shareholders for the extraordinary general meeting of shareholders of Aeroflot PJSC, according to Paragraph 1 of Article 54 of the Federal Law on Joint Stock Companies, item 16.2 of Article 16 and item 17.1 of Article 17 of the Charter of PJSC Aeroflot. (Appendix 3)

Results of vote*:

FOR

AGAINST

ABSTENTIONS

Resolution adopted.

2.2.9. Approval of the procedure for the message to shareholders on the convention of the extraordinary general meeting of shareholders of Aeroflot PJSC:

Approve the procedure for the message to shareholders on the convention of the extraordinary general meeting of shareholders of Aeroflot PJSC, according to Paragraph 1 of Article 54 of the Federal Law on Joint Stock Companies, Paragraph 16.2 of Article 16 and Paragraph 17.1 - 17.3 of Article 17 of the Charter of PJSC Aeroflot.

Results of vote*:

FOR

AGAINST

ABSTENTIONS

Resolution adopted.

2.2.10. Approval of the list of information (materials) provided to shareholders in preparation for the extraordinary general meeting of shareholders of PJSC Aeroflot, as well as the order of its presentation:

Approve the list of information (materials) provided to shareholders in preparation for the extraordinary general meeting of shareholders of PJSC Aeroflot, as well as the order of its presentation, according to Paragraph 1 of Article 54 of the Federal Law on Joint Stock Companies, Paragraph 16.2 of Article 16 and Paragraph 17.1 of Article 17 of the Charter of PJSC Aeroflot.

2.3 Date of the meeting of the Issuer's Board of Directors (Supervisory Board): ***18 November 2016.***

2.4. Date of compilation and protocol number of the Issuer's Board of Directors (Supervisory Board) meeting at which these decisions were taken: ***Protocol № 5 on 18 November 2016.***

3. Signature

3.1. Head of Shareholder Communications
and Information Disclosure at the Corporate
Governance Department

(signature)

S.E. Denisenko

3.2. Date «18» November 2016

Stamp