

**Material fact**  
**Individual 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)	<i>Public Joint Stock Company “Aeroflot – Russian Airlines”</i>						
1.2. Short company name of the issuer	<i>PJSC Aeroflot</i>						
1.3. Actual address of the issuer	<i>119002, Moscow, Arbat Str., 10</i>						
1.4. PRSN code of the issuer	<i>1027700092661</i>						
1.5. TIN code of the issuer	<i>7712040126</i>						
1.6. Unique code of the issuer assigned by the registering authority	<i>00010 – A</i>						
1.7. Web page used by the issuer to disclose information	<a href="http://ir.aeroflot.com/en/disclosure-of-information/material-facts/">http://ir.aeroflot.com/en/disclosure-of-information/material-facts/</a> <a href="http://disclosure.skrin.ru/disclosure/7712040126">http://disclosure.skrin.ru/disclosure/7712040126</a>						
2. Notice content							
2.1. Quorum for the meeting of the Issuer’s Board of Directors: 11 of 11 members of the Issuer’s Board of Directors							
2.2 Content of resolutions adopted by the Board of Directors of the issuer and results of voting on the corresponding agenda items:							
<p><b>2.2.1. Major related-party transaction between PJSC Aeroflot and JSC Rossiya Airlines regarding commercial management by PJSC Aeroflot of the load of a number of JSC Rossiya Airlines’ flights within the framework of an agreement for joint flight operation code-sharing / block seats.</b></p> <p>1. Determine that the price (monetary value) of a major related-party transaction between PJSC Aeroflot and JSC Rossiya Airlines regarding commercial management by PJSC Aeroflot of the load of a number of JSC Rossiya Airlines’ flights (including pricing and sale of tickets for these flights) in the SU5950–SU6999 flight range under the codesharing agreement (code share / blocked space) based on the commuter (regional) transportation model, that is signed for the period between 01.11.2017 and 31.10.2018, should not exceed 71,500,000,000 (seventy-one billion five hundred million) roubles (excluding VAT), for a forecasted traffic of around 30,000 flights operated by JSC Rossiya Airlines in the specified period, and equals to 39.46% of the book value of assets of the Company as of 30 September 2017.</p> <p><i>Results of voting:</i></p> <table style="margin-left: 40px;"> <tr> <td>FOR</td> <td style="text-align: right;">9</td> </tr> <tr> <td>AGAINST</td> <td style="text-align: right;">0</td> </tr> <tr> <td>ABSTENTIONS</td> <td style="text-align: right;">0</td> </tr> </table> <p>Resolution adopted.</p> <p>* V. Saveliev did not participate in voting on this agenda item, as he is not an independent director.  D. Saprykin did not participate in voting on this agenda item, as he is an interested party to the transaction.</p> <p>2. Propose to the general meeting of the shareholders of PJSC Aeroflot to agree on (approve) related-party transaction between PJSC Aeroflot and JSC Rossiya Airlines regarding commercial management by PJSC Aeroflot of the load of a number of JSC Rossiya Airlines’ flights within the framework of an agreement for joint flight operation code-sharing / block seats, under the following material terms:</p> <p><b>Parties:</b> PJSC Aeroflot as a marketing partner, JSC Rossiya Airlines as operating partner;</p> <p><b>Subject:</b> commercial management by PJSC Aeroflot of the load of a number of JSC Rossiya Airlines’ flights (including pricing and sale of tickets for these flights) in the SU5950–SU6999 flight range under the codesharing agreement (code share / blocked space) based on the commuter (regional) transportation model;</p> <p><b>Price:</b> no more than 71,500,000,000 (seventy-one billion five hundred million) roubles (excluding VAT), for a forecasted traffic of around 30,000 flights operated by JSC Rossiya Airlines in the specified period;</p> <p><b>Term of transaction:</b> between 01.11.2017 and 31.10.2018</p> <p><b>Interested parties to the transaction and grounds for their interest:</b> member of the Board of Directors of PJSC Aeroflot Dmitry Saprykin who is also the CEO, the Chairman of the Management Board and member of the Board of Directors of JSC Rossiya Airlines; member of the Management Board of PJSC Aeroflot Vadim</p>		FOR	9	AGAINST	0	ABSTENTIONS	0
FOR	9						
AGAINST	0						
ABSTENTIONS	0						

Zingman who is also member of the Board of Directors of JSC Rossiya Airlines.

*Results of voting:*

FOR	11
AGAINST	0
ABSTENTIONS	0

**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 voting:*

FOR	11
AGAINST	0
ABSTENTIONS	0

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 2017** as a deadline for ballot submission, according to Paragraph 1 of Article 54 of the Federal Law on Joint Stock Companies.

*Results of voting:*

FOR	11
AGAINST	0
ABSTENTIONS	0

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 voting:*

FOR	11
AGAINST	0
ABSTENTIONS	0

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 voting:*

FOR	11
AGAINST	0
ABSTENTIONS	0

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 2017, 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.

1. Major related-party transaction (series of inter-related transactions) between PJSC Aeroflot, JSC VEB-leasing and JSC GSS regarding the lease (leasing) of twenty new regional Sukhoi Superjet 100.
2. Major related-party transaction between PJSC Aeroflot and JSC Rossiya Airlines regarding commercial management by PJSC Aeroflot of the load of a number of JSC Rossiya Airlines' flights within the framework of an agreement for joint flight operation code-sharing / block seats.

*Results of voting:*

FOR	11
AGAINST	0
ABSTENTIONS	0

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.

2. Approve the wording of solutions regarding questions 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.

*Results of voting:*

FOR	11
AGAINST	0
ABSTENTIONS	0

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.

*Results of voting:*

FOR	11
AGAINST	0
ABSTENTIONS	0

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 PJSC 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 voting:*

FOR	11
AGAINST	0
ABSTENTIONS	0

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

*Results of voting:*

FOR	11
AGAINST	0
ABSTENTIONS	0

Resolution adopted.

2.3. Identifying characteristics of the securities in respect of which the list of owners is being compiled: **Ordinary registered uncertificated shares (state registration number 1-01-00010-A of 23.01.2004), code ISIN: RU0009062285.**

2.4. Date on which the meeting of the Board of Directors (Supervisory Board) of the issuer took place, at which the relevant decision was made: **20 November 2017.**

2.5. Date and number of the minutes taken of the Issuer's Board of Directors (Supervisory Board) meeting, at which this decision was made: **Minutes no. 5 of 20 November 2017.**

3. Signature

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

S.E. Denisenko

\_\_\_\_\_  
(signature)

3.2. Date “ 20 ” November 2017

Stamp