

**Material fact**  
**Resolutions adopted by the General Meeting of Shareholders**

1. General information	
1.1. Full company name of issuer (for non-commercial companies – name)	<i>Public Joint Stock Company “Aeroflot – Russian Airlines”</i>
1.2. Shortened company name of issuer	<i>PJSC Aeroflot</i>
1.3. Issuer location	<i>119002, Moscow, Arbat Str., 10</i>
1.4. General state registration number of issuer	<i>1027700092661</i>
1.5. Tax identification number of issuer	<i>7712040126</i>
1.6. Issuer's unique code as assigned by the registration authority	<i>00010 – A</i>
1.7. Address of web page used by the issuer for the disclosure of 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. Type of general meeting (annual, extraordinary) – <i>extraordinary</i> .	
2.2. Form of the general meeting – <i>absentee voting</i> .	
2.3. Date, place, and time of general meeting, <i>postal address for completed voting ballots: 26 December 2017, Russian Federation, 119002, Moscow, Arbat Street, 10, department of corporate management PJSC Aeroflot.</i>	
2.4. Quorum of general meeting: <i>The number of votes held by persons included in the list of persons entitled to participate in the general meeting of shareholders of PJSC Aeroflot - 1,110,616,299, representing 100% of the outstanding voting shares of PJSC Aeroflot.</i>	
<i>Number of votes held by Aeroflot shareholders, who participated in the meeting - 705,952,248, representing 63.364% of the total number of votes held by the shareholders of PJSC Aeroflot.</i>	
2.5. Agenda for the General Meeting of Shareholders:	
<p><b>1. Concerning a large transaction (aggregate of interrelated transactions), the completion of which involves a financial interest, the renting (leasing) of 20 new jets of regional class Sukhoi Superjet 100 between PJSC Aeroflot, JSC VEB-Leasing and JSC Sukhoi Civil Aircraft.</b></p> <p><b>2. Concerning a large transaction, the completion of which involves a financial interest, of the commercial management of PJSC Aeroflot to include the flights of JSC Rossiya Airlines (including pricing and sale of tickets for such flights) under the agreement on joint operation of code-sharing flights.</b></p>	
2.6. Results of the votes about the agenda of the general meeting of shareholders, at which there was a quorum, and wording of decisions taken at the general meeting of shareholders on these issues:	
<b>First agenda item:</b>	
<b>Results of vote:</b>	
<b>FOR</b>	- <b>705,390,794 votes;</b>
<b>AGAINST</b>	- <b>153,936 votes;</b>
<b>ABSTAIN</b>	- <b>238,337 votes;</b>
The decision on the first issue of the agenda at the General Meeting of Shareholders:	
Agree on (approve) major related-party transaction (series of interrelated transactions) regarding the lease (leasing) of 20 new jets of regional class Sukhoi Superjet 100 (RRJ95B model):	
1. Lease (leasing) transaction for twenty new aircraft between PJSC Aeroflot and JSC VEB-Leasing, will be completed under the following material terms:	

**Parties:** PJSC Aeroflot as the lessee and JSC VEB-Leasing as the lessor.

**Term of lease:** No more than 144 months, starting from the day of the transfer of the aircraft to Aeroflot.

**Total sum of transaction:** no more than 945,400,000 (nine hundred and forty-five million four hundred thousand) US dollars.

**Dates of delivery of aircraft to PJSC Aeroflot (with the possibility to change or postpone time of delivery):** July 2017 – July 2018.

**Monthly rental fee for each aircraft:** no more than 171,000 (one hundred and seventy-one thousand) US dollars (including VAT at 18%).

**Security letter of credit:** in relation to each aircraft PJSC Aeroflot offers a bank guarantee to a sum equivalent of two months of rental (leasing) fee for each aircraft.

**Reserves for aircraft maintenance:** are absent on condition of the finalising of the agreement for maintenance and repair with JSC VEB-Leasing's agreed operator for maintenance of SaM146 engines, installed on each aircraft (engines hereafter), over the course of the full lease (leasing) term of the aircraft.

**Insurance:** PJSC Aeroflot is obliged on its own account to supply insurance for each aircraft from the risk of loss (destruction) and damage together with the civil liability of the air carrier with a single combined limit of liability to passengers and third parties no less than 400,000,000 (four hundred million) US dollars for one insured event.

**Conditions of return:** The leaseholder must return the aircraft in the same condition as upon the initial transfer, taking into account normal wear and tear, permissible in normal flight operation, without unresolved damages, defects, leaks of fuel and other technical liquids exceeding the limits established by the operational documents in relation to each aircraft. The aircraft on return must be in a state of airworthiness with maintenance tasks carried out to ensure operation at an interval of not less than 7,500 flight hours, 6,000 cycles and 2 calendar years, moreover:

- the components of the aircraft with a limited lifetime must have no less than 70% of residual resource before their replacement;

- the components of the chassis with a limited lifetime must have no less than 1250 cycles of residual resource before their replacement;

- every engine, including parts of engines with a limited lifetime must have resources to the next repair of no less than 2000 flying hours and 1250 cycles.

- the auxiliary power unit (APU) must be in working condition and must not have damage and defects identified by the results of boroscopic inspection. All elements of the APU with limited lifetime must have no more than 30% of residual resource before their replacement in correspondence with the operational document of the producer. The lessee is obliged to return the aircraft to the lessor with the aircraft painted in white (RAL 9003) or on other conditions agreed by the parties.

2. The transaction for the provision of a standard warranty and quality assurance, as well as compensation for aircraft downtime, under the following material terms:

The object of the transaction: Cession by VEB-Leasing JSC in favour of PJSC Aeroflot of the right to obtain a standard warranty, as well as compensation for downtime in relation to aircraft from JSC Sukhoi Civil Aircraft.

**Parties to the deal:** PJSC Aeroflot, JSC Sukhoi Civil Aircraft and JSC VEB-Leasing.

**The term of the standard guarantee:** 4 years, from the date of transfer of each aircraft to Aeroflot.

Amount of compensation for downtime:

The percentage of serviceability of the aircraft fleet for the calendar month preceding the month in which the defect appeared	Penalty amount (USD) for non-fulfillment of obligations for one aircraft, US dollars for each full day of delay in performance of obligations
Less than 50 %	12 000
Equal or more than 50 %, but less than 60 %	9 000
Equal or more than 60 %, but less than 75 %	6 000
Equal or more than 75 %	3 000

**Interested parties to the deal and grounds for their interest:** member of the Management Board of PJSC Aeroflot Vadim Zingman who serves as a member of the Board of Directors of JSC Sukhoi Civil

Aircraft's.

**Resolution adopted.**

**Second agenda item:**

**Results of vote:**

<b>FOR</b>	- 705 446 686 votes;
<b>AGAINST</b>	- 47 222 votes;
<b>ABSTAIN</b>	- 349 759 votes;

The decision on the second issue of the agenda at the General Meeting of Shareholders:

Agree on (approve) 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 such flights) within the framework of an agreement for joint flight operation code-sharing / block seats, under the following material terms:

**Parties:** PJSC Aeroflot as marketing partner, JSC Rossiya Airlines as operating partner

**Object:** 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;

**Price:** no more than 71,500,000,000 (seventy-one billion five hundred million) roubles (excluding VAT), for the projected traffic volume of about 30,000 return flights operated by JSC Rossiya Airlines in the specified period

**Duration:** from 01.11.2017 to 31.10.2018.

**Interested parties to the deal and grounds for their interest:** member of the Board of Directors of PJSC Aeroflot Dmitry Saprykin who serves as CEO and chairman of the Management Board of JSC Rossiya Airlines; member of the Management Board of PJSC Aeroflot Vadim Zingman who serves as member and chairman of the Board of Directors of JSC Rossiya Airlines.

**Resolution adopted.**

2.7. The date and the protocol number of the General Meeting of the issuer's shareholders: **27 December 2017, Protocol No. 41**

2.8. Identification signs of the shares, the owners of which have the right to participate in the General Meeting of the issuer's shareholders: **Ordinary registered uncertificated shares (state registration number 1-01-00010-A from 23.01.2004), ISIN code: RU0009062285.**

3. Signature

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

\_\_\_\_\_ S.E. Denisenko

(Signature)

3.2. Date «27» December 2017

Stamp