

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 noncommercial 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	http://www.aeroflot.ru/cms/important_facts http://disclosure.skrin.ru/disclosure/7712040126
1.8. Date of the event (material fact)	<i>31.05.2019</i>

2. Notice content							
2.1. Quorum at a meeting of the issuer's board of directors: <i>11 out of 11 members of the Issuer's Board of Directors.</i>							
2.2. Content of decisions made by the issuer's board of directors and results of vote taken on relevant agenda items:							
<p>2.2.1. PJSC Aeroflot's 2018 Annual Report.</p> <p>To endorse and recommend that the ordinary annual General Shareholders' Meeting of PJSC Aeroflot scheduled for 25 June 2019 approves PJSC Aeroflot's 2018 Annual Report.</p> <p><i>Vote results:</i></p> <table style="margin-left: 20px;"> <tr> <td>FOR</td> <td style="text-align: right;">11</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>		FOR	11	AGAINST	0	ABSTENTIONS	0
FOR	11						
AGAINST	0						
ABSTENTIONS	0						
<p>2.2.2. Distribution of Company profits (including payout (declaration) of dividends) and losses based on the results of the 2018 financial year.</p> <p>1. Endorse and recommend that the ordinary annual General Shareholders' Meeting of PJSC Aeroflot scheduled for 25 June 2019 approves the distribution of net profits (including payout (declaration) of dividends) based on the results of the 2018 financial year.</p> <p>2. Endorse and recommend that the ordinary annual General Shareholders' Meeting of PJSC Aeroflot scheduled for 25 June 2019 approves the distribution of RUB 64,910.34 thousand from undistributed profits of previous years as additional source for dividends that will be paid based on the results of 2018 financial year.</p> <p><i>Vote results:</i></p> <table style="margin-left: 20px;"> <tr> <td>FOR</td> <td style="text-align: right;">11</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>		FOR	11	AGAINST	0	ABSTENTIONS	0
FOR	11						
AGAINST	0						
ABSTENTIONS	0						
<p>2.2.3. Amount, timing and form of dividend distribution on the shares of PJSC Aeroflot based on the results of the 2018 financial year and the record date for determining persons having the right to receive dividends.</p> <p>1. Endorse and recommend that the ordinary annual General Shareholders' Meeting of PJSC Aeroflot scheduled to be held on 25 June 2019 resolves to pay in the manner prescribed by the applicable laws of the Russian Federation, by 19 August 2019, dividends on the shares of PJSC Aeroflot based on the results of the 2018 financial year, in the amount of RUB 2.6877 per share, in specie, for a total amount of RUB 2,856,500.00 thousand.</p> <p>2. Propose that the ordinary annual General Shareholders' Meeting announces 5 July 2019 as the record</p>							

date for the purposes of distribution of dividends on PJSC Aeroflot shares.

Vote results:

FOR	11
AGAINST	0
ABSTENTIONS	0

Resolution adopted.

2.2.4. Internal documents of PJSC Aeroflot regulating governing bodies.

1. Endorse and recommend that the ordinary annual General Shareholders' Meeting of PJSC Aeroflot approves:
 - PJSC Aeroflot's charter (edition no.11);
 - Clause on general meeting of shareholders of PJSC Aeroflot (edition no. 7);
 - Clause on Board of Directors of PJSC Aeroflot (no. 9);
 - Clause on Management Board of PJSC Aeroflot (edition no. 6).

Vote results:

FOR	11
AGAINST	0
ABSTENTIONS	0

Resolution adopted.

2.2.5. Related-party transactions (one of which is a major 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.

1. Recommend that the ordinary annual General Shareholders' Meeting of PJSC Aeroflot agrees on (approves) 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, under the following material terms:

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

Subject: 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;

Term of transaction: between 27.10.2019 and 28.03.2020;

Price: RUB 33,750,000,000 (thirty-three billion seven hundred fifty million) (excluding VAT), for a forecasted traffic of around 11,300 flights operated by JSC Rossiya Airlines in the specified period (16.98% of PJSC Aeroflot's asset costs according to the Company's accounting results as of 31.03.2019);

Interested parties to the transaction and grounds for their interest: members of the Management Board of PJSC Aeroflot Vadim Zingman and Andrey Chikhanchin, who are also members of the Board of Directors of JSC Rossiya airline.

Vote results:

FOR	10
AGAINST	0
ABSTENTIONS	0

Resolution adopted.

*V. Saveliev did not participate in voting on this agenda item as he does not comply with the requirements of Paragraph 3 of Article 83 of the Federal Law on Joint Stock Companies.

2. Recommend that the ordinary annual General Shareholders' Meeting of PJSC Aeroflot agrees on (approves) 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, under the following material terms:

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

Subject: 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;

Term of transaction: between 29.03.2020 and 24.10.2020;

Price: RUB 62,009,000,000 (sixty-two billion nine million) (excluding VAT), for a forecasted traffic of around 17,350 flights operated by JSC Rossiya Airlines in the specified period (31.20% of PJSC Aeroflot's asset costs according to the Company's accounting results as of 31.03.2019);

Interested parties to the transaction and grounds for their interest: members of the Management Board of PJSC Aeroflot Vadim Zingman and Andrey Chikhanchin, who are also members of the Board of Directors of JSC Rossiya airline.

Vote results:

FOR	10
AGAINST	0
ABSTENTIONS	0

Resolution adopted.

*V. Saveliev did not participate in voting on this agenda item as he does not comply with the requirements of Paragraph 3 of Article 83 of the Federal Law on Joint Stock Companies.

2.2.6. Changes in terms of major related-party transaction (series of interrelated transactions) regarding lease (operating lease) by LLC Pobeda of ten new Boeing 737-800 with CFM International S.A. engines.

1. Recommend that the AGM, in addition to the resolution adopted by the AGM on 26.06.2017, agrees on (approves) the changes in the terms of major related-transaction (series of interrelated transactions) regarding the cession in favour of PJSC Aeroflot of rights and liabilities of LLC Pobeda under lease agreements (operating lease) for ten new Boeing 737-800 from SB Leasing Ireland Limited, under the following material terms:

Parties:

- SB Leasing Ireland Limited – lessor;
- LLC Pobeda - lessee;
- PJSC Aeroflot – new lessee;
- other parties determined by PJSC Aeroflot AGM's resolution adopted on 26.06.2017.

Subject: acceptance by PJSC Aeroflot of rights and liabilities under the lease agreement(s) (operating lease) signed between LLC Pobeda and SB Leasing Ireland Limited for ten new Boeing 737-800 with CFM International S.A. engines and the following serial numbers: 64862, 64863, 64864, 64865, 64866, 64867, 64868, 64869, 64870, 64871 or other serial numbers set by manufacturer (hereinafter – “aircraft”) (hereinafter – “lease transaction(s)”), in case of certain events (default) at LLC Pobeda under respective lease transactions.

Price: considering interrelated transactions and changes in the terms – no more than USD 828,360,000 (eight hundred twenty-eight million three hundred sixty thousand) (ex. customs duties, insurance premium, taxes, costs associated with aircraft operations, and, taking into account, inter alia, payments due to PJSC Aeroflot from Pobeda Airlines LLC as compensation (reward) under the transaction, which corresponds to the market value determined by independent auditor CJSC RUSSIAN ASSESSMENT in the report No. 05 / 08-200 GVV dated February 25, 2019, which amounts to 26.98% of the book value of the assets of PJSC Aeroflot according to its financial statements as of 31.03.2019. Changes to material terms of lease transaction(s) previously approved by the decision of the annual general meeting of shareholders of PJSC "Aeroflot" of 06.26.2017:

Transaction №1. Installing aerodynamic winglets:

SB Leasing Ireland Limited (lessor) buys from APB Winglets Company LLC in favour of LLC Pobeda (lessee) 10 (ten) pairs of Split Scimitar Winglets costing no more than USD 285,000 (two hundred eighty-five thousand) (ex. VAT) each for installing them on aircraft (with subsequent provision of documentation regarding the installation), and lessee agrees to make higher monthly lease payments for aircraft with Split Scimitar Winglet.

Expected delivery (installation) of Split Scimitar Winglets: between 01.08.2018 and 01.05.2019.

Monthly payments: floating and calculated based on the following formula:

(Basic rent + Rent factor) * Price escalation factor, where:

Basic Rent – USD 325,000 (three hundred twenty-five thousand),

Rent Factor – depends on three-month LIBOR rate and determined by the following formula:

$N * 100 * (\text{LIBOR } 3M - 1\%)$, where N equals USD 33,400 (thirty-three thousand four hundred) and should be reduced each month, as per agreement;

Price Escalation Factor – ratio between the price paid by lessee to aircraft manufacturer and manufacturer of additional equipment upon aircraft delivery, and basic price of aircraft, which is USD 40,250,300 (forty million two hundred fifty thousand three hundred).

The amount by which the monthly rent is increased as a result of changes in the terms of lease transactions is no more than USD 3,800 (three thousand eight hundred) for each Aircraft (ex. VAT) per month during the entire term of the lease agreement for respective Aircraft.

Legal expenses: lessee can reimburse the new lessee for legal support around changes in lease transactions provided for by this resolution in the amount of not more than USD 50,000 (fifty thousand) (excluding taxes).

Transaction №2. Changes in calculation of monthly payments:

1) Lessee makes a one-off payment in the amount of USD 4,646,000 *(Final aircraft price (defined further down) / USD 40,250,300) for each aircraft.

2) Changes in calculation of monthly aircraft rent:

Monthly aircraft rent provided there was a one-off payment: floating, determined by the formula:

Rent = ((Basic rent + Rent Factor) * C, basic aircraft price at USD 35,604,300 (thirty-five million six hundred four thousand three hundred), where:

Basic Rent – USD 313,500 (three hundred thirteen thousand five hundred);

Rent Factor – depends on three-month LIBOR and determined by the following formula:

$N \times 100 \times (\text{LIBOR } 3M - 2.35\%)$, where N equals USD 29,600 (twenty-nine thousand six hundred), subject to escalation and reduction every three months from the fourth month and after the delivery date of the corresponding aircraft in accordance with the following schedule:

No. of lease adjustment date	N (USD)	No. of lease adjustment date	N (USD)
1	29,400.00	25	21,200.00
2	29,100.00	26	20,700.00
3	28,800.00	27	20,300.00
4	28,500.00	28	19,900.00
5	28,200.00	29	19,400.00
6	27,900.00	30	19,000.00
7	27,600.00	31	18,500.00
8	27,300.00	32	18,100.00
9	27,000.00	33	17,600.00
10	26,700.00	34	17,100.00
11	26,300.00	35	16,700.00
12	26,000.00	36	16,200.00
13	25,700.00	37	15,700.00
14	25,300.00	38	15,100.00
15	25,000.00	39	14,600.00
16	24,600.00	40	14,100.00
17	24,300.00	41	13,600.00
18	23,900.00	42	13,000.00
19	23,500.00	43	12,500.00
20	23,200.00	44	11,900.00
21	22,800.00	45	11,300.00
22	22,400.00	46	10,700.00
23	22,000.00	47	10,100.00
24	21,600.00		

C – escalation coefficient - (Final aircraft price – one-off payment) / Base aircraft price.

Base aircraft price is USD 35,604,300 (thirty-five million six hundred four thousand three hundred).

The final price for aircraft is the price for respective aircraft, determined in accordance with manufacturers' and suppliers' invoices, including escalation, equipment price and discounts from suppliers (this includes one-off payments).

3) Lessor pay lessee a compensation of USD 25,000 (twenty-five thousand) for making changes to lease transactions, provided for by this resolution.

4) Lessee compensates the lessor for documented costs of attracting external legal consultants for the transaction in the amount of not more than USD 75,000 (seventy-five thousand).

All sums exclude VAT.

Other material terms of transaction and lease transactions approved by the AGM on 26.06.2017 are not subject to change.

Interested parties to the transaction and grounds for their interest: members of the Management Board of PJSC Aeroflot Vitaly Saveliev, Vladimir Antonov, Vasily Avilov, Vladimir Aleksandrov, Kirill Bogdanov, Vadim Zingman, Igor Parakhin, Igor Chalik, Andrey Chikhanchin who are also members of the Board of Directors of LLC Pobeda.

Vote results:

FOR	10
AGAINST	0
ABSTENTIONS	0

Resolution adopted.

*V. Saveliev did not participate in voting on this agenda item as he does not comply with the requirements of Paragraph 3 of Article 83 of the Federal Law on Joint Stock Companies.

2.2.7. Report on related-party transactions concluded by PJSC Aeroflot in 2018.

Approve the report on related-party transactions concluded by PJSC Aeroflot in 2018.

Vote results:

FOR	11
AGAINST	0
ABSTENTIONS	0

Resolution adopted.

2.2.8. PJSC Aeroflot auditors for 2019.

1. Recommend that the AGM scheduled for 25 June 2019 approves JSC HLB Vneshaudit as an auditor for PJSC Aeroflot's 2019 RAS financial results.

2. Recommend that the AGM scheduled for 25 June 2019 approves JSC PricewaterhouseCoopers Audit as PJSC Aeroflot's (Aeroflot Group's) 2019 IFRS financial results.

Vote results:

FOR	11
AGAINST	0
ABSTENTIONS	0

Resolution adopted.

2.2.9. Preparation for the ordinary annual General Shareholders' Meeting of PJSC Aeroflot.

1. Approval of the agenda of the ordinary annual General Shareholders' Meeting

Approve the agenda of the ordinary annual General Shareholders' Meeting scheduled for 25 June 2019, composed on the basis of the proposals submitted by the shareholders by 12 March 2018 and by the Board of Directors in the manner prescribed by Paragraphs 1 and 7 Article 53 of the Federal Law "On Joint-Stock Companies" and Paragraphs 17.4 and 17.10 Article 17 of PJSC Aeroflot Charter:

Vote results:

FOR	11
AGAINST	0
ABSTENTIONS	0

Resolution adopted.

2. Approval of the text of Notice to Shareholders announcing the AGM.

In accordance with Paragraph 1 Article 54 of the Federal Law "On Joint-Stock Companies", Paragraph 16.2 Article 16 and Paragraph 17.1 Article 17 of PJSC Aeroflot Charter, to approve the text of the Notice to Shareholders of PJSC Aeroflot announcing the ordinary annual General Shareholders' Meeting of PJSC Aeroflot.

Vote results:

FOR	11
AGAINST	0
ABSTENTIONS	0

Resolution adopted.

3. Approval of the procedure for notifying shareholders of the AGM.

In accordance with Paragraph 1 Article 54 of the Federal Law “On Joint-Stock Companies”, Paragraph 16.2 Article 16 and Paragraphs 17.1 -17.3 Article 17 of PJSC Aeroflot Charter, to approve the procedure for the notification of the ordinary annual General Shareholders’ Meeting of PJSC Aeroflot.

Vote results:

FOR	11
AGAINST	0
ABSTENTIONS	0

Resolution adopted.

4. Approval of the list of information (materials) to be made available to shareholders by way of preparation for the AGM, and of the procedure for making such information so available

In accordance with Paragraph 1 Article 54 of the Federal Law “On Joint-Stock Companies”, Paragraph 16.2 Article 16 and Paragraphs 17.1 Article 17 of PJSC Aeroflot Charter, to approve the list of information (materials) to be made available to shareholders by way of preparation for the ordinary annual General Shareholders’ Meeting of PJSC Aeroflot, and of the procedure for making such information so available.

Vote results:

FOR	11
AGAINST	0
ABSTENTIONS	0

Resolution adopted.

5. Approval of draft rules of procedure, voting rules and memberships of the official bodies of the ordinary annual General Shareholders’ Meeting of PJSC Aeroflot.

1. In accordance with Paragraph 1 Article 54 of the Federal Law “On Joint-Stock Companies”, Paragraph 16.2 Article 16 of PJSC Aeroflot Charter, to take note of and recommend that the ordinary annual General Shareholders’ Meeting approves the draft rules of procedure, voting rules and memberships of the official bodies of the ordinary annual General Shareholders’ Meeting.

2. To determine that registration of the ordinary annual General Shareholders’ Meeting participants will be open at the place of the ordinary annual General Shareholders’ Meeting on 25 June 2019 from 08:00 a.m. until completion of discussion of the last agenda item for which quorum is present.

Vote results:

FOR	11
AGAINST	0
ABSTENTIONS	0

Resolution adopted.

6. Approval of the form and text of the voting ballots for the AGM.

In accordance with Paragraph 1 Article 54 of the Federal Law “On Joint-Stock Companies”, Paragraph 17.1 Article 17 of PJSC Aeroflot Charter, to approve the form and text of the voting ballots for the ordinary annual General Shareholders’ Meeting of PJSC Aeroflot. To approve the language of resolutions on the agenda items of the ordinary annual General Shareholders’ Meeting of PJSC Aeroflot to be circulated in an electronic form (in the form of electronic documents) to nominee holders of shares entered in PJSC Aeroflot share register.

Vote results:

FOR	11
AGAINST	0
ABSTENTIONS	0

Resolution adopted.

2.2.10. Update of corporate ethics code.

Approve updated edition of PJSC Aeroflot’s corporate ethics code.

Vote results:

FOR	11
AGAINST	0
ABSTENTIONS	0

Resolution adopted.

2.3. Identification characteristics of shares, whose owners have the right to participate in the general meeting of the shareholders: **ordinary registered uncertificated shares (state registration number 1-01-00010-A of 23.01.2004), ISIN code: 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: **31 May 2019.**

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. 21 of 31 May 2019.**

3. Signature

3.1. Head of Corporate
Governance Department

A.V. Melyokhin

(signature)

3.2. Date “ 31 ” May 2019

Stamp