

Moscow

**ANNUAL GENERAL MEETING  
OF SHAREHOLDERS OF JSC “AEROFLOT  
June 22, 2015**

**RECOMMENDED by  
the Board of Directors of JSC “Aeroflot”  
(Minutes No. 17 dated May \_\_, 2015)**

**ORDER OF THE DAY**

<b>1.</b>	<b>OPENING OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS</b> Opening address by JSC “Aeroflot” General Director, Mr. V.G. Saveliev Chairman of the meeting: Chairman of the JSC “Aeroflot” Board of Directors, Mr. K.G. Androsov	<b>10:00 – 10:05</b>
<b>2.</b>	<b>INFORMATION ON THE QUORUM AT THE ANNUAL GENERAL MEETING OF SHAREHOLDERS</b> Report of the Counting Commission	<b>10:05 – 10:10</b>
<b>3.</b>	<b>Agenda item No. 1 – APPROVAL OF THE ORDER OF THE DAY, THE VOTING ORDER, AND THE MEMBERS OF THE WORDING BODIES OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS</b> Speaker: Chairman of the JSC “Aeroflot” Board of Directors, Mr. K.G. Androsov	<b>10:10 – 10:13</b>
	<b>VOTING ON AGENDA ITEM No. 1</b>	<b>10:13 – 10:15</b>
<b>4.</b>	<b>Agenda item No. 2 – APPROVAL OF THE ANNUAL REPORT OF JSC “AEROFLOT” FOR THE YEAR 2014</b> Speaker: JSC “Aeroflot” General Director, Mr. V.G. Saveliev.	<b>10:15 – 10:35</b>
	<b>VOTING ON AGENDA ITEM No. 2</b>	<b>10:35 – 10:37</b>
<b>5.</b>	<b>Agenda item No. 3 – APPROVAL OF THE ANNUAL FINANCIAL STATEMENTS, INCLUDING THE PROFIT AND LOSS ACCOUNT OF THE COMPANY FOR 2014</b> Speaker: Chief Accountant of JSC “Aeroflot”, Mr. A.P. Trusov Co-speakers: Chairman of the Audit Commission, Mr. I.V. Belikov; representative of audit firm BDO Yunion AO.	<b>10:37 - 10:50</b>
	<b>VOTING ON AGENDA ITEM No. 3</b>	<b>11:50 – 10:52</b>
<b>6.</b>	<b>Agenda item No. 4 – APPROVAL OF THE COMPANY’S PROFIT DISTRIBUTION FOR THE FINANCIAL YEAR 2014.</b> Speaker: JSC “Aeroflot” Deputy General Director for Finance and Network & Revenue Management, Mr. Sh.R. Kurmashov	<b>10:52 - 11:00</b>
<b>7.</b>	<b>Agenda item No. 5 – THE AMOUNT, TIME AND FORM OF PAYMENT OF DIVIDENDS FOR THE YEAR 2014 AND DETERMINATION OF THE DIVIDEND RECORD DATE</b> Speaker: JSC “Aeroflot” Deputy General Director for Finance and Network & Revenue Management, Mr. Sh.R. Kurmashov	<b>---//---</b>
	<b>VOTING ON AGENDA ITEMS No. 4 and 5</b>	<b>11:00 – 11:03</b>
<b>8.</b>	<b>Agenda item No. 6 – PAYMENT OF REMUNERATION TO MEMBERS OF THE BOARD OF DIRECTORS OF JSC “AEROFLOT”</b> Speaker: JSC “Aeroflot” Deputy General Director for Finance and Network & Revenue Management, Mr. Sh.R. Kurmashov	<b>11:03 – 11:06</b>
	<b>VOTING ON AGENDA ITEM No. 6</b>	<b>11:06 – 11:08</b>
<b>9.</b>	<b>Agenda item No. 7 – PAYMENT OF REMUNERATION TO MEMBERS OF THE AUDIT COMMISSION OF JSC “AEROFLOT”</b> Speaker: JSC “Aeroflot” Deputy General Director for Finance and Network & Revenue Management, Mr. Sh.R. Kurmashov	<b>11:08 – 11:10</b>
	<b>VOTING ON AGENDA ITEM No. 7</b>	<b>11:10 – 11:12</b>
<b>10.</b>	<b>Agenda item No. 8 – ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS OF JSC “AEROFLOT”</b> Speaker: JSC “Aeroflot” Chairman of the Board of Directors, Mr. K.G. Androsov	<b>11:12 – 11:20</b>
	<b>VOTING ON AGENDA ITEM No. 8</b>	<b>11:20 – 11:25</b>
<b>11.</b>	<b>BREAK</b>	<b>11:25 – 11:40</b>

12.	<b>Agenda item No. 9 – ELECTION OF MEMBERS OF THE AUDIT COMMISSION OF JSC “AEROFLOT”</b> Speaker: Chairman of the Board of Directors, Mr. K.G. Androsoy	11:40 – 11:43
	<b>VOTING ON AGENDA ITEM No. 9</b>	11:43 – 11:45
13.	<b>Agenda item No. 10 – APPROVAL OF THE AUDITOR OF JSC “AEROFLOT” FOR 2015</b> Speaker: JSC “Aeroflot” Deputy General Director for Finance and Network & Revenue Management, Mr. Sh.R. Kurmashov	11:45 – 11:48
	<b>VOTING ON AGENDA ITEM No. 10</b>	11:48 – 11:50
14.	<b>Agenda item No. 11 - APPROVAL OF THE REVISED ARTICLES OF ASSOCIATION OF JSC “AEROFLOT”</b> Speaker: JSC “Aeroflot” Deputy General Director for Sales and Property Matters, Mr. D.P. Saprykin	11:50 – 11:55
15.	<b>Agenda item No. 12 – APPROVAL OF THE REVISED REGULATIONS ON THE GENERAL MEETING OF SHAREHOLDERS OF JSC “AEROFLOT”</b> Speaker: JSC “Aeroflot” Deputy General Director for Sales and Property Matters, Mr. D.P. Saprykin	----//----
16.	<b>Agenda item No. 13 – APPROVAL OF THE REVISED REGULATIONS ON THE BOARD OF DIRECTORS OF JSC “AEROFLOT”</b> Speaker: JSC “Aeroflot” Deputy General Director for Sales and Property Matters, Mr. D.P. Saprykin	---//---
17.	<b>Agenda item No. 14 – APPROVAL OF THE REVISED REGULATIONS ON THE EXECUTIVE BOARD OF JSC “AEROFLOT”</b> Speaker: JSC “Aeroflot” Deputy General Director for Sales and Property Matters, Mr. D.P. Saprykin	---//---
18.	<b>Agenda item No. 15 – APPROVAL OF THE REVISED REGULATIONS ON THE AUDIT COMMISSION OF JSC “AEROFLOT”</b> Speaker: JSC “Aeroflot” Deputy General Director for Sales and Property Matters, Mr. D.P. Saprykin	---//---
19.	<b>VOTING ON AGENDA ITEMS No. 11 to 15</b>	11:55 – 11:57
20.	<b>Agenda item No. 16 – APPROVAL OF THE REVISED REGULATIONS ON REMUNERATION TO MEMBERS OF THE BOARD OF DIRECTORS OF JSC “AEROFLOT”</b> Speaker: JSC “Aeroflot” Deputy General Director for Finance and Network & Revenue Management, Mr. Sh.R. Kurmashov	11:57 – 12:00
	<b>VOTING ON AGENDA ITEM No. 16</b>	12:00 – 12:02
21.	<b>Agenda item No. 17 – APPROVAL OF THE REVISED REGULATIONS ON REMUNERATION TO MEMBERS OF THE AUDIT COMMISSION OF JSC “AEROFLOT”</b> Speaker: JSC “Aeroflot” Deputy General Director for Finance and Network & Revenue Management, Mr. Sh.R. Kurmashov	12:02 – 12:05
	<b>VOTING ON AGENDA ITEM No. 17</b>	12:05 – 12:07
21.	<b>Agenda item No. 18 - APPROVAL OF THE INTERESTED PARTY TRANSACTIONS OF JSC “AEROFLOT”, INCLUDING TRANSACTIONS THAT MAY BE ENTERED INTO BY JSC “AEROFLOT” IN THE FUTURE IN THE ORDINARY COURSE OF BUSINESS</b> Speaker: JSC “Aeroflot” Deputy General Director for Finance and Network & Revenue Management, Mr. Sh.R. Kurmashov	12:07 – 12:03
	<b>VOTING ON AGENDA ITEM No. 18</b>	12:03 – 12:05
22.	<b>Agenda item No. 19 – APPROVAL OF THE INTERESTED PARTY TRANSACTION FOR THE SUBLEASING OF FOUR BOEING 737-800 AIRCRAFT BEARING MSNS 41205, 41206, 41208 AND 41212 TO POBEDA AIRLINES LLC BY JSC “AEROFLOT”</b> Speaker: JSC “Aeroflot” Deputy General Director for Finance and Network & Revenue Management, Mr. Sh.R. Kurmashov	12:05 – 12:10
23.	<b>Agenda item No. 20 – APPROVAL OF THE INTERESTED PARTY TRANSACTION FOR THE SUBLEASING OF THREE BOEING 737-800 AIRCRAFT BEARING MSNS 43662, 43664 AND 43666 TO POBEDA AIRLINES LLC BY JSC “AEROFLOT”</b> Speaker: JSC “Aeroflot” Deputy General Director for Finance and Network & Revenue Management, Mr. Sh.R. Kurmashov	---//---

24.	<b>Agenda item No. 21 – APPROVAL OF THE INTERESTED PARTY TRANSACTION FOR THE SUBLEASING OF THREE BOEING 737-800 AIRCRAFT BEARING MSNS 39947, 39948 AND 39950 TO POBEDA AIRLINES LLC BY JSC “AEROFLOT”</b> Speaker: JSC “Aeroflot” Deputy General Director for Finance and Network & Revenue Management, Mr. Sh.R. Kurmashov	---//---
25.	<b>Agenda item No. 22 – APPROVAL OF A SERIES OF RELATED INTERESTED TRANSACTIONS, ONE OF WHICH IS AN INTERESTED PARTY TRANSACTION, FOR THE SUBLEASING OF TWO BOEING 737-800 AIRCRAFT BEARING MSNS 41991 AND 41992 TO POBEDA AIRLINES LLC BY JSC “AEROFLOT”</b> Speaker: JSC “Aeroflot” Deputy General Director for Finance and Network & Revenue Management, Mr. Sh.R. Kurmashov	---//---
26.	<b>Agenda item No. 23 – APPROVAL OF THE INTERESTED PARTY TRANSACTION FOR THE SUBLEASING OF ONE BOEING 737-800 AIRCRAFT WITH MSN 39441 TO POBEDA AIRLINES LLC BY JSC “AEROFLOT”</b> Speaker: JSC “Aeroflot” Deputy General Director for Finance and Network & Revenue Management, Mr. Sh.R. Kurmashov	---//---
27.	<b>VOTING ON AGENDA ITEMS No. 19 to 23</b>	<b>12:10 – 12:13</b>
28.	<b>Agenda item No. 24 – PARTICIPATION OF JSC “AEROFLOT” IN THE ASSOCIATION “TECHNOLOGY PLATFORM “AIR MOBILITY AND AVIATION TECHNOLOGIES”</b> Speaker: JSC “Aeroflot” Deputy General Director for Customer Service, Mr. V.Y. Zingman	<b>12:13 – 12:15</b>
29.	<b>ANNOUNCEMENT OF INFORMATION ON THE NUMBER OF VOTES HELD BY PERSONS WHO HAVE REGISTERED FOR AND (OR) PARTICIPATED IN THE GENERAL MEETING BY THIS TIME</b>	<b>12:15 – 12:18</b>
30.	<b>VOTING ON AGENDA ITEM No. 24</b>	<b>12:18 – 12:20</b>
31.	<b>BREAK, VOTE COUNT</b>	<b>12:20 – 13:00</b>
32.	<b>CLOSING ADDRESS BY THE GENERAL DIRECTOR OF JSC “AEROFLOT”</b>	<b>13.00 – 13.10</b>
33.	<b>ANNOUNCEMENT OF VOTING RESULTS</b> Speaker: Chairman of the Counting Commission	<b>13.10 – 13.20</b>

**NOTE:** The duration of the meeting of shareholders may be reduced by reducing the time for consideration of the agenda items