



Appendix No. 7.5.2.
to Minutes No. ___ dated _____.2015
of the meeting of the Board of Directors of
JSC "Aeroflot"

**ANNUAL GENERAL MEETING OF SHAREHOLDERS OF
JSC "AEROFLOT"**

Moscow

June 22, 2015

RECOMMENDED by
the Board of Directors of JSC "Aeroflot"
Minutes No. dated May , 2015

VOTING ORDER

Item No.	Agenda Item	Wording of the resolution	Conditions for passing the resolution	Ballot type	Ballot No.
1	2	3	4	5	6
1.	Approval of the order of the day, the voting order, and the members of the working bodies of the Annual General Meeting of Shareholders of JSC "Aeroflot".	Be it resolved to approve the order of the day, the voting order, and the members of the working bodies of the Annual General Meeting of Shareholders of "JSC Aeroflot".	Majority vote	FOR AGAINST ABSTAIN	1
2.	Approval of the Annual Report of JSC Aeroflot for the year 2014	Be it resolved to approve the Annual Report of JSC "Aeroflot" for the year 2014.	Majority vote	FOR AGAINST ABSTAIN	2
3.	Approval of the annual financial statements, including the profit and loss account of the Company for 2014	Be it resolved to approve the annual financial statements, including the profit and loss account of JSC "Aeroflot" as at the end of the financial year 2014.	Majority vote	FOR AGAINST ABSTAIN	2
4.	Approval of the Company's profit distribution for the financial year 2014.	Be it resolved to approve the distribution of the profit of JSC "Aeroflot" for the financial year 2014 in accordance with the recommendations of the Board of Directors of JSC "Aeroflot", including:	Majority vote	FOR AGAINST ABSTAIN	2

		<p>- for remuneration to members of the Board of Directors, members of the Audit Commission, bonuses payable to employees of JSC "Aeroflot" based on the 2014 performance: 944,605 thousand rubles;</p> <p>- for financing capital investments out of the profit earned in 2014, investing in the Company's consolidation, replenishing the Fund to finance targeted programs and incidental expenses: 12,204,616 thousand rubles.</p>			
5.	The amount, time and form of payment of dividends for the year 2014 and determination of the dividend record date	No dividend on JSC "Aeroflot" shares shall be declared or paid for the financial year 2014.	Majority vote	FOR AGAINST ABSTAIN	2
6.	On payment of remuneration to members of the Board of Directors of JSC "Aeroflot"	<p>1. "Be it resolved to pay the remuneration to members of the Board of Directors of JSC "Aeroflot" for 2014 in the following amounts:</p> <p>1. M.Yu. Alekseev 1,960,000 rubles. 2. K.G. Androsov 3,000,000 rubles. 3. A.A. Germanovich 1,131,377 rubles. 4. I.V. Kogan 2,173,765 rubles. 5. I.A. Kamenskoy 1,336,032 rubles. 6. I.A. Lozhevskiy 1,163,968 rubles. 7. M.D. Manasov 2,000,000 rubles. 8. R.V. Pakhomov 2,360,000 rubles. 9. D.N. Peskov 1,058,138 rubles. 10. V.G. Saveliev 1,800,000 rubles. 11. D.P. Saprykin 1,980,000 rubles. 12. V.V. Sidorov 1,874,494 rubles. 13. S.V. Chemezov 1,765,506 rubles.</p>	Majority vote	FOR AGAINST ABSTAIN	2
7.	On payment of remuneration to members of the Audit Commission of "JSC Aeroflot"	Be it resolved to pay the remuneration to members of the Audit Commission of JSC "Aeroflot" in the following amounts:	Majority vote	FOR AGAINST ABSTAIN	2

		1. I.V. Belikov 432,000 rubles. 2. M.V. Mikhina 0 rubles. 3. N.A. Sligun 0 rubles. 4. M.V. Sorokin 0 rubles. 5. A.Yu. Shchepin 125,000 rubles.			
8.	Election of members of the Board of Directors of JSC "Aeroflot"	Be it resolved to elect eleven members to the Board of Directors of JSC "Aeroflot" from the following nominees: 1. M.Yu. Alekseev 8. R.V. Pakhomov 2. K.G. Androsov 9. D.N. Peskov 3. A.A. Germanovich 10. V.G. Saveliev 4. I.A. Kamenskiy 11. D.P. Saprykin 5. I.V. Kogan 12. V.V. Sidorov 6. M.V. Kuzyuk 13. Y.B. Slusar 7. M.D. Manasov 14. S.V. Chemezov	Most votes cumulative voting	List of nominees for election to the Board of Directors of JSC "Aeroflot"	3
9.	Election of members of the Audit Commission of JSC "Aeroflot"	Be it resolved to elect five members to the Audit Commission of JSC "Aeroflot" from the following nominees: 1. I.V. Belikov 4. E.S. Nikitina 2. A.A. Bunina 5. P.M. Fradkov 3. M.V. Mikhina 6. A.Y. Shchepin	Majority vote	List of nominees for election of members to the Audit Commission of JSC "Aeroflot"	2
10.	Approval of the Auditor of JSC "Aeroflot" for 2015.	Be it resolved to appoint audit firm BDO Yunion AO as the Auditor of JSC "Aeroflot" for 2015.	Majority vote	FOR AGAINST ABSTAIN	2
11.	Approval of the revised Articles of Association of JSC "Aeroflot".	Be it resolved to approve the Articles of Association of Public Joint-Stock Company "Aeroflot – Russian Airlines" (Rev. No. 8)	Three-fourth majority vote	FOR AGAINST ABSTAIN	2
12.	Approval of the revised Regulations on the General Meeting of Shareholders of JSC "Aeroflot".	Be it resolved to approve the revised Regulations on the General Meeting of Shareholders of JSC "Aeroflot-Russian Airlines" (Rev. No 4)	Majority vote	FOR AGAINST ABSTAIN	2

13.	Approval of the Revised Regulations on the Board of Directors of JSC "Aeroflot".	Be it resolved to approve the revised Regulations on the Board of Directors of JSC "Aeroflot-Russian Airlines" (Rev. No 7)	Majority vote	FOR AGAINST ABSTAIN	2
14.	Approval of the revised Regulations on the Executive Board of JSC "Aeroflot";	"Be it resolved to approve the revised Regulations on the Executive Board of JSC "Aeroflot-Russian Airlines" (Rev. No 3)	Majority vote	FOR AGAINST ABSTAIN	2
15	Approval of the revised Regulations on the Audit Commission of JSC "Aeroflot";	Be it resolved to approve the revised Regulations on the Audit Commission of JSC "Aeroflot-Russian Airlines" (Rev. No 4)	Majority vote	FOR AGAINST ABSTAIN	2
16	Approval of the revised Regulations on remuneration to members of the Board of Directors of JSC "Aeroflot";	Be it resolved to approve the revised Regulations on remuneration and compensations to members of the Board of Directors of JSC "Aeroflot-Russian Airlines" (Rev. No 2)	Majority vote	FOR AGAINST ABSTAIN	2
17	Approval of the revised Regulations on remuneration to members of the Audit Commission of JSC "Aeroflot";	Be it resolved to approve the revised Regulations on remuneration and compensations to members of the Audit Commission of JSC "Aeroflot-Russian Airlines" (Rev. No 2)	Majority vote	FOR AGAINST ABSTAIN	2
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				
18.1.- 18.6		The wording of resolutions on approval of transactions shall be as set out in subparagraphs 18.1 – 18.6 in Ballot No. 4 for voting at the Annual General Meeting of JSC "Aeroflot"	Majority vote of all shareholders who do not have an interest in the transaction	FOR AGAINST ABSTAIN	4
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"	The wording of resolution on approval of the transaction shall be as set out in paragraph 19 in Ballot No. 4 for voting at the Annual General Meeting of JSC "Aeroflot"	Majority vote of all shareholders who do not have an interest in the transaction	FOR AGAINST ABSTAIN	4
20	Approval of the interested party	The wording of resolution on approval of the	Majority vote of all	FOR	4

	transaction for the subleasing of three Boeing 737-800 aircraft bearing MSNs 43662, 43664 and 43666 to Pobeda Airlines LLC by JSC "Aeroflot"	transaction shall be as set out in paragraph 20 in Ballot No. 4 for voting at the Annual General Meeting of JSC "Aeroflot"	shareholders who do not have an interest in the transaction	AGAINST ABSTAIN	
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"	The wording of resolution on approval of the transaction shall be as set out in paragraph 21 in Ballot No. 4 for voting at the Annual General Meeting of JSC "Aeroflot"	Majority vote of all shareholders who do not have an interest in the transaction	FOR AGAINST ABSTAIN	4
22	Approval of a series of related interested transactions, one of which being 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"	The wording of resolution on approval of the transaction shall be as set out in paragraph 22 in Ballot No. 4 for voting at the Annual General Meeting of JSC "Aeroflot"	Majority vote of all shareholders who do not have an interest in the transaction	FOR AGAINST ABSTAIN	4
23	Approval of the interested party transaction for the subleasing of one Boeing 737-800 aircraft with MSN39441 to Pobeda Airlines LLC by JSC "Aeroflot"	The wording of resolution on approval of the transaction shall be as set out in paragraph 23 in Ballot No. 4 for voting at the Annual General Meeting of JSC "Aeroflot"	Majority vote of all shareholders who do not have an interest in the transaction	FOR AGAINST ABSTAIN	4
24	Participation of JSC "Aeroflot" in the Association "Technology Platform "Air Mobility and Aviation Technologies"		Majority vote	FOR AGAINST ABSTAIN	4