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

<table>
<thead>
<tr>
<th>Item No.</th>
<th>Agenda Item</th>
<th>Wording of the resolution</th>
<th>Conditions for passing the resolution</th>
<th>Ballot type</th>
<th>Ballot No.</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Approval of the order of the day, the voting order, and the members of the</td>
<td>Be it resolved to approve the order of the day, the voting order, and the members of the</td>
<td>Majority vote</td>
<td>FOR AGAINST</td>
<td>1</td>
</tr>
<tr>
<td></td>
<td>working bodies of the Annual General Meeting of Shareholders of JSC “Aeroflot”.</td>
<td>working bodies of the Annual General Meeting of Shareholders of “JSC Aeroflot”.</td>
<td></td>
<td>ABSTAIN</td>
<td></td>
</tr>
<tr>
<td>2</td>
<td>Approval of the Annual Report of JSC Aeroflot for the year 2014</td>
<td>Be it resolved to approve the Annual Report of JSC “Aeroflot” for the year 2014.</td>
<td>Majority vote</td>
<td>FOR AGAINST</td>
<td>2</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>ABSTAIN</td>
<td></td>
</tr>
<tr>
<td>3</td>
<td>Approval of the annual financial statements, including the profit and loss</td>
<td>Be it resolved to approve the annual financial statements, including the profit and loss</td>
<td>Majority vote</td>
<td>FOR AGAINST</td>
<td>2</td>
</tr>
<tr>
<td></td>
<td>account of the Company for 2014</td>
<td>account of the Company for 2014</td>
<td></td>
<td>ABSTAIN</td>
<td></td>
</tr>
<tr>
<td>4</td>
<td>Approval of the Company's profit distribution for the financial year 2014.</td>
<td>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:</td>
<td>Majority vote</td>
<td>FOR AGAINST</td>
<td>2</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>ABSTAIN</td>
<td></td>
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</tbody>
</table>
- 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;
- 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.

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.

6. On payment of remuneration to members of the Board of Directors of JSC “Aeroflot”

1. “Be it resolved to pay the remuneration to members of the Board of Directors of JSC “Aeroflot” for 2014 in the following amounts:
   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.
  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.

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:
<p>| | | |</p>
<table>
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<tr>
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</thead>
<tbody>
<tr>
<td>1.</td>
<td>I.V. Belikov</td>
<td>432,000 rubles.</td>
</tr>
<tr>
<td>2.</td>
<td>M.V. Mikhina</td>
<td>0 rubles.</td>
</tr>
<tr>
<td>3.</td>
<td>N.A. Sligun</td>
<td>0 rubles.</td>
</tr>
<tr>
<td>4.</td>
<td>M.V. Sorokin</td>
<td>0 rubles.</td>
</tr>
<tr>
<td>5.</td>
<td>A.Yu. Shchepin</td>
<td>125,000 rubles.</td>
</tr>
</tbody>
</table>

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
   2. K.G. Androsov
   3. A.A. Germanovich
   4. I.A. Kamenskiy
   5. I.V. Kogan
   6. M.V. Kuzyuk
   7. M.D. Manasov
   8. R.V. Pakhomov
   9. D.N. Peskov
   10. V.G. Saveliev
   11. D.P. Saprykin
   12. V.V. Sidorov
   13. Y.B. Slusar
   14. S.V. Chemezov

   Most votes cumulative voting

   List of nominees for election to the Board of Directors of JSC “Aeroflot”

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
   2. A.A. Bunina
   3. M.V. Mikhina
   4. E.S. Nikitina
   5. P.M. Fradkov
   6. A.Y. Shchepin

   Majority vote

   List of nominees for election of members to the Audit Commission of JSC “Aeroflot”

10. **Approval of the Auditor of JSC “Aeroflot” for 2015.**

   Be it resolved to appoint audit firm BDO Yunic AO as the Auditor of JSC “Aeroflot” for 2015.

   Majority vote

   FOR
   AGAINST
   ABSTAIN

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

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
<p>| 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 | 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 |
| 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 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 |</p>
<table>
<thead>
<tr>
<th>Transaction</th>
<th>Wording of resolution on approval of the transaction</th>
<th>Vote requirement</th>
<th>Votes</th>
</tr>
</thead>
<tbody>
<tr>
<td>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”</td>
<td>The wording of resolution on approval of the transaction shall be as set out in paragraph 20 in Ballot No. 4 for voting at the Annual General Meeting of JSC “Aeroflot”</td>
<td>Majority vote of all shareholders who do not have an interest in the transaction</td>
<td>4</td>
</tr>
<tr>
<td>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 39947, 39948 and 39950 to Pobeda Airlines LLC by JSC “Aeroflot”</td>
<td>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”</td>
<td>Majority vote of all shareholders who do not have an interest in the transaction</td>
<td>4</td>
</tr>
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<td>Approval of the interested party transaction for the subleasing of one Boeing 737-800 aircraft with MSN39441 to Pobeda Airlines LLC by JSC “Aeroflot”</td>
<td>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”</td>
<td>Majority vote of all shareholders who do not have an interest in the transaction</td>
<td>4</td>
</tr>
<tr>
<td>Participation of JSC “Aeroflot” in the Association “Technology Platform “Air Mobility and Aviation Technologies”</td>
<td></td>
<td>Majority vote</td>
<td>4</td>
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