

**BALLOT No. 2**  
for voting at the Annual General Meeting of  
Shareholders of Joint-Stock Company "Aeroflot –  
Russian Airlines"

Full corporate name of the Company: Joint-Stock Company "Aeroflot – Russian Airlines"  
Principal place of business: 10 Arbat Str., Moscow, 119002, Russian Federation

The form of the Annual General Meeting of Shareholders: physical meeting.

Postal address to which completed and signed voting ballots may be sent: Corporate Governance Department, 10 Arbat Str., Moscow, 119002, Russian Federation

Venue of the meeting: office building of JSC "Aeroflot", estate 31, bldg. 1, Mezhdunarodnoye Shosse, Northern Administrative District, Moscow, Russian Federation

Date and time of the meeting: June 22, 2015, 10:00 a.m.

Full name (corporate name) of the shareholder:

Barcode Field

**Agenda item No. 2:** Approval of the Annual Report of JSC "Aeroflot" for the year 2014

The number of votes held by the shareholder on this item:

**The wording of the resolution on agenda item No. 2**

"Be it resolved to approve the Annual Report of JSC "Aeroflot" for the year 2014."

<p>"FOR" <input type="checkbox"/> _____ votes</p> <p>Barcode Field</p>	<p>"AGAINST" <input type="checkbox"/> _____ votes</p> <p>Barcode Field</p>	<p>"ABSTAIN" <input type="checkbox"/> _____ votes</p> <p>Barcode Field</p>
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Select **only one** voting option\*. Cross out the other options.

**Agenda item No. 3:** Approval of the annual financial statements, including the profit and loss account of the Company for 2014

The number of votes held by the shareholder on this item:

**The wording of the resolution on agenda item No. 3**

"Be it resolved to approve the annual financial statements, including the profit and loss account of the Company for 2014."

<p>"FOR" <input type="checkbox"/> _____ votes</p> <p>Barcode Field</p>	<p>"AGAINST" <input type="checkbox"/> _____ votes</p> <p>Barcode Field</p>	<p>"ABSTAIN" <input type="checkbox"/> _____ votes</p> <p>Barcode Field</p>
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Select **only one** voting option\*. Cross out the other options.

**Agenda item No. 4:** Approval of the Company's profit distribution for the financial year 2014

The number of votes held by the shareholder on this item:

**The wording of the resolution on agenda item No. 4**

"Be it resolved to approve the distribution of profit (including payment (declaration) of dividends) of JSC "Aeroflot" for the financial year 2014 in accordance with the recommendations of the Board of Directors of JSC "Aeroflot", including:

- 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".

<p>"FOR" <input type="checkbox"/> _____ votes</p> <p>Barcode Field</p>	<p>"AGAINST" <input type="checkbox"/> _____ votes</p> <p>Barcode Field</p>	<p>"ABSTAIN" <input type="checkbox"/> _____ votes</p> <p>Barcode Field</p>
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Signature of the shareholder (proxy): \_\_\_\_\_

**Agenda item No. 5:** The amount, time and form of payment of dividends for the year 2014 and determination of the dividend record date

The number of votes held by the shareholder on this item:

**The wording of the resolution on agenda item No. 5**

“No dividend on JSC “Aeroflot” shares shall be declared or paid for the financial year 2014.”

“FOR” <input type="checkbox"/> _____ votes Barcode Field	“AGAINST” <input type="checkbox"/> _____ votes Barcode Field	“ABSTAIN” <input type="checkbox"/> _____ votes Barcode Field
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Select **only one** voting option\*. Cross out the other options.

**Agenda item No. 6:** Payment of remuneration to members of the Board of Directors of JSC “Aeroflot”

The number of votes held by the shareholder on this item:

**The wording of the resolution on agenda item No. 6**

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

1. M. Yu. Alekseev	1,960,000 rubles.	8. R. V. Pakhomov	2,360,000 rubles.
2. K.G. Androsov	3,000,000 rubles.	9. D.N. Peskov	1,058,138 rubles.
3. A.A. Germanovich	1,131,377 rubles.	10. V.G. Saveliev	1,800,000 rubles.
4. I.V. Kogan	2,173,765 rubles.	11. D.P. Saprykin	1,980,000 rubles.
5. I.A. Kamenskiy	1,336,032 rubles.	12. V.V. Sidorov	1,874,494 rubles.
6. I.A. Lozhevskiy	1,163,968 rubles.	13. S.V. Chemezov	1,765,506 rubles.
7. M.D. Manasov	2,000,000 rubles.		

“FOR” <input type="checkbox"/> _____ votes Barcode Field	“AGAINST” <input type="checkbox"/> _____ votes Barcode Field	“ABSTAIN” <input type="checkbox"/> _____ votes Barcode Field
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Select **only one** voting option\*. Cross out the other options.

**Agenda item No. 7:** Payment of remuneration to members of the Audit Commission of JSC “Aeroflot”

The number of votes held by the shareholder on this item:

**The wording of the resolution on agenda item No. 7**

“Be it resolved to pay the remuneration to members of the Audit Commission of JSC “Aeroflot” in the following amounts:

1. I.V. Belikov	432,000 rubles.	4. M.V. Sorokin	0 rubles.
2. M.V. Mikhina	0 rubles.	5. A.Yu. Shchepin	125,000 rubles.
3. N.A. Sligun	0 rubles.		

“FOR” <input type="checkbox"/> _____ votes Barcode Field	“AGAINST” <input type="checkbox"/> _____ votes Barcode Field	“ABSTAIN” <input type="checkbox"/> _____ votes Barcode Field
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Select **only one** voting option\*. Cross out the other options.

Signature of the shareholder (proxy): \_\_\_\_\_

**Agenda item No. 9: Election of members of the Audit Commission of JSC “Aeroflot”**

The number of votes held by the shareholder on this item:

**The wording of the resolution on agenda item No. 9**

“Be it resolved to elect five members to the Audit Commission of JSC “Aeroflot” from the following nominees:”

**1. BELIKOV, Igor Vyacheslavovich** – Director of Nonprofit Partnership “Russian Institute of Directors”

“FOR” <input type="checkbox"/> _____ votes Barcode Field	“AGAINST” <input type="checkbox"/> _____ votes Barcode Field	“ABSTAIN” <input type="checkbox"/> _____ votes Barcode Field
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**2. BUNINA, Anna Anatolieva** – Financial Director of Aviacapital-Service Limited Liability Company.

“FOR” <input type="checkbox"/> _____ votes Barcode Field	“AGAINST” <input type="checkbox"/> _____ votes Barcode Field	“ABSTAIN” <input type="checkbox"/> _____ votes Barcode Field
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**3. MIKHINA, Marina Vitalievna** – Advisor to the Head of Rosimuschestvo

“FOR” <input type="checkbox"/> _____ голосов Поле для штрих-кода	“AGAINST” <input type="checkbox"/> _____ голосов Поле для штрих-кода	“ABSTAIN” <input type="checkbox"/> _____ голосов Поле для штрих-кода
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**4. NIKITINA, Ekaterina Sergeevna** – Department Director at Transneft Open Joint-Stock Company for Oil Transportation.

“FOR” <input type="checkbox"/> _____ votes Barcode Field	“AGAINST” <input type="checkbox"/> _____ votes Barcode Field	“ABSTAIN” <input type="checkbox"/> _____ votes Barcode Field
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**5. FRADKOV, Pavel Mikhailovich** – Deputy Head of Rosimuschestvo.

“FOR” <input type="checkbox"/> _____ votes Barcode Field	“AGAINST” <input type="checkbox"/> _____ votes Barcode Field	“ABSTAIN” <input type="checkbox"/> _____ votes Barcode Field
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**6. SHCHEPIN, Aleksey Yurievich** – Senior Expert at the Legal Department of PAO “Modern Commerical Fleet”.

“FOR” <input type="checkbox"/> _____ votes Barcode Field	“AGAINST” <input type="checkbox"/> _____ votes Barcode Field	“ABSTAIN” <input type="checkbox"/> _____ votes Barcode Field
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**Select only one voting option for each candidate\*. Cross out the other options.**

If the option “FOR” is selected with respect to more than five candidates for election to the Audit Commission, the ballot will be deemed invalid as regards voting on this item. This does not apply to ballots that contain marks indicating that they have been signed by a person voting on shares transferred after the record date for the General Meeting according to the instructions of the acquirers of such shares and/or by a person voting on shares that are in circulation outside the Russian Federation in the form of depositary securities, who acts in accordance with the instructions of the owners of such depositary securities.

**Agenda item No. 10: Approval of the Auditor of JSC “Aeroflot” for 2015**

The number of votes held by the shareholder on this item:

**The wording of the resolution on agenda item No. 10**

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

“FOR” <input type="checkbox"/> _____ votes Barcode Field	“AGAINST” <input type="checkbox"/> _____ votes Barcode Field	“ABSTAIN” <input type="checkbox"/> _____ votes Barcode Field
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Select **only one** voting option\*. Cross out the other options.

Signature of the shareholder (proxy): \_\_\_\_\_

**Agenda item No. 11:** Approval of the revised Articles of Association of JSC “Aeroflot”

The number of votes held by the shareholder on this item:

**The wording of the resolution on agenda item No. 11**

'Be it resolved to approve the Articles of Association of Public Joint-Stock Company “Aeroflot – Russian Airlines” (Rev. No.8)’.

<b>“FOR”</b> <input type="checkbox"/> _____ votes Barcode Field	<b>“AGAINST”</b> <input type="checkbox"/> _____ votes Barcode Field	<b>“ABSTAIN”</b> <input type="checkbox"/> _____ votes Barcode Field
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Select **only one** voting option\*. Cross out the other options.

**Agenda item No. 12:** Approval of the revised Regulations on the General Meeting of Shareholders of JSC “Aeroflot”

The number of votes held by the shareholder on this item:

**The wording of the resolution on agenda item No. 12**

'Be it resolved to approve the revised Regulations on the General Meeting of Shareholders of JSC “Aeroflot-Russian Airlines” (Rev. No 4)'

<b>“FOR”</b> <input type="checkbox"/> _____ votes Barcode Field	<b>“AGAINST”</b> <input type="checkbox"/> _____ votes Barcode Field	<b>“ABSTAIN”</b> <input type="checkbox"/> _____ votes Barcode Field
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Select **only one** voting option\*. Cross out the other options.

**Agenda item No. 13:** Approval of the revised Regulations on the Board of Directors of JSC “Aeroflot”;

The number of votes held by the shareholder on this item:

**The wording of the resolution on agenda item No. 13**

'Be it resolved to approve the revised Regulations on the Board of Directors of JSC “Aeroflot-Russian Airlines” (Rev. No 7)’

<b>“FOR”</b> <input type="checkbox"/> _____ votes Barcode Field	<b>“AGAINST”</b> <input type="checkbox"/> _____ votes Barcode Field	<b>“ABSTAIN”</b> <input type="checkbox"/> _____ votes Barcode Field
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Select **only one** voting option\*. Cross out the other options.

**Agenda item No. 14:** Approval of the revised Regulations on the Executive Board of JSC “Aeroflot”

The number of votes held by the shareholder on this item:

**The wording of the resolution on agenda item No. 14**

'Be it resolved to approve the revised Regulations on the Executive Board of JSC “Aeroflot-Russian Airlines” (Rev. No 3)’

<b>“FOR”</b> <input type="checkbox"/> _____ votes Barcode Field	<b>“AGAINST”</b> <input type="checkbox"/> _____ votes Barcode Field	<b>“ABSTAIN”</b> <input type="checkbox"/> _____ votes Barcode Field
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Select **only one** voting option\*. Cross out the other options.

Signature of the shareholder (proxy): \_\_\_\_\_

**Agenda item No. 15:** Approval of the revised Regulations on the Audit Commission of JSC “Aeroflot”;

The number of votes held by the shareholder on this item:

**The wording of the resolution on agenda item No. 15**

‘Be it resolved to approve the revised Regulations on the Audit Commission of JSC “Aeroflot-Russian Airlines” (Rev. No 4)’

“FOR” <input type="checkbox"/> _____ votes Barcode Field	“AGAINST” <input type="checkbox"/> _____ votes Barcode Field	“ABSTAIN” <input type="checkbox"/> _____ votes Barcode Field
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Select **only one** voting option\*. Cross out the other options.

**Agenda item No. 16:** Approval of the revised Regulations on remuneration to members of the Board of Directors of JSC “Aeroflot”

The number of votes held by the shareholder on this item:

**The wording of the resolution on agenda item No. 16**

‘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)’

“FOR” <input type="checkbox"/> _____ votes Barcode Field	“AGAINST” <input type="checkbox"/> _____ votes Barcode Field	“ABSTAIN” <input type="checkbox"/> _____ votes Barcode Field
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Select **only one** voting option\*. Cross out the other options.

**Agenda item No. 17:** Approval of the revised Regulations on remuneration to members of the Audit Commission of JSC “Aeroflot”;

The number of votes held by the shareholder on this item:

**The wording of the resolution on agenda item No. 17**

"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)"

“FOR” <input type="checkbox"/> _____ votes Barcode Field	“AGAINST” <input type="checkbox"/> _____ votes Barcode Field	“ABSTAIN” <input type="checkbox"/> _____ votes Barcode Field
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Select **only one** voting option\*. Cross out the other options.

- mark indicating that the voting is done by proxy issued in relation to shares transferred after the record date for the General Meeting.
- mark indicating that the voting is done in accordance with the instructions of the acquirers of shares transferred after the record date and/ or instructions from the owners of depository securities.
- mark indicating that part of shares have been transferred after the record date for the General Meeting.

Signature of the shareholder (proxy): \_\_\_\_\_

Signature of the shareholder (proxy) \_\_\_\_\_

(If voting by proxy, indicate who issued the proxy and the date the proxy was issued)

**The ballot must be signed by the shareholder (proxy). Incorrectly filled or unsigned ballots will be deemed null and void.**

The voter may select only one voting option, except when voting in accordance with instructions from persons who acquired shares after the record date for the General Meeting or instructions from the owners of depository securities;

\* if more than one voting option is left uncrossed in the ballot, the number of votes cast for the corresponding voting option must be indicated in the space provided for inserting the number of votes cast for each voting option, and a mark indicating that the voting is carried out in accordance with the instructions of the acquirers of shares that were transferred after the record date for the General Meeting and/or instructions from the owners of depository securities must be made;

\* a person voting by proxy issued in relation to shares transferred after the record date for the General Meeting must indicate the number of votes cast for the left voting option in the space next to the selected option which is provided for inserting the number of votes, and put a mark indicating that the voting is carried out by proxy issued for the shares that were transferred after the record date for the General Meeting;

\* if not all the shares have been transferred after the record date for the General Meeting, the voter must indicate the number of votes cast for the left voting option next to the selected option in the space which is provided for inserting the number of votes, and put a mark indicating that part of the shares were transferred after the record date for the General Meeting. If instructions of the acquirers of the shares transferred after the record date for the General Meeting have been received with respect to such shares and they coincide with the left voting option, such votes are summed up.

The documents certifying the authority of the transferees and representatives of the persons included in the list of persons entitled to take part in the General Meeting (notarized copies thereof) are to be attached to the ballots mailed by such persons or presented to the registrar at the time of their registration for participation in the General Meeting.

**The completed and signed ballot can be mailed to the following address: JSC "Aeroflot" Corporate Governance Department, 10 Arbat St., Moscow, 119002, Russian Federation.**

**Only ballots received by the Company on or before June 22, 2015 will be considered in determining the quorum and the voting results at the Annual General Meeting of Shareholders of JSC "Aeroflot".**

Signature of the shareholder (proxy): \_\_\_\_\_