

NOTICE
of Annual General Meeting of Shareholders of JSC “Aeroflot”

Joint Stock Company “AEROFLOT – Russian Airlines” (JSC "Aeroflot"), having its principal place of business at 10 Arbat Street, Moscow, 119002, Russian Federation, hereby announces the Annual General Meeting of Shareholders. The form of the Annual General Meeting of Shareholders: physical meeting.

Date and time of commencement of the meeting: **June 22, 2015 at 10.00 a.m.**

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

Record date for the meeting: **May 5, 2015.**

The shareholders may send completed and signed ballots to the following **postal address**: 10 Arbat Street, Moscow, 119002, Russian Federation, JSC “Aeroflot” Corporate Governance Department. The votes represented by voting ballots received by the Company on or before June 19, 2015 shall be taken into account in determining the quorum and the voting results.

Agenda of the General Meeting of Shareholders

1. Approval of the agenda, the voting order, and the members of the working bodies of the Annual General Meeting of Shareholders of JSC “Aeroflot”.
2. Approval of the Company’s annual report for the year 2014;
3. Approval of the annual financial statements, including the profit and loss statement of the Company for 2014;
4. Approval of the Company's profit distribution for the financial year 2014.
5. The amount, time and form of payment of dividends for the year 2014 and determination of the dividend record date;
6. Payment of remuneration to members of the Board of Directors of JSC “Aeroflot”;
7. Payment of remuneration to members of the Audit Commission of JSC “Aeroflot”;
8. Election of members of the Board of Directors of JSC “Aeroflot”;
9. Election of members of the Audit Commission of JSC “Aeroflot”;
10. Approval of the Auditor of JSC “Aeroflot” for 2015;
11. Approval of the revised Articles of Association of JSC “Aeroflot”;
12. Approval of the revised Regulations on the General Meeting of Shareholders of JSC “Aeroflot”;
13. Approval of the revised Regulations on the Board of Directors of JSC “Aeroflot”;
14. Approval of the revised Regulations on the Executive Board of JSC “Aeroflot”;
15. Approval of the revised Regulations on the Audit Commission of JSC “Aeroflot”;
16. Approval of the revised Regulations on remuneration to members of the Board of Directors of JSC “Aeroflot”;
17. Approval of the revised Regulations on remuneration to members of the Audit Commission of JSC “Aeroflot”;
18. Approval of 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;
19. Approval of the interested party transaction for the sublease of four Boeing 737-800 aircraft bearing MSNs 41205, 41206, 41208 and 41212 to Pobeda Airlines LLC by JSC “Aeroflot”;
20. Approval of the interested party transaction for the sublease of three Boeing 737-800 aircraft bearing MSNs 43662, 43664 and 43666 to Pobeda Airlines LLC by JSC “Aeroflot”;
21. Approval of the interested party transaction for the sublease of three Boeing 737-800 aircraft bearing MSNs 39947, 39948 and 39950 to Pobeda Airlines LLC by JSC “Aeroflot”;
22. Approval of a series of related interested transactions, one of which is an interested party transaction, for the sublease of two Boeing 737-800 aircraft bearing MSNs 41991 and 41992 to Pobeda Airlines LLC by JSC “Aeroflot”;
23. Approval of the interested party transaction for the sublease of one Boeing 737-800 aircraft with MSN39441 to Pobeda Airlines LLC by JSC “Aeroflot”
24. Participation of JSC “Aeroflot” in the Association “Technology Platform “Air Mobility and Aviation Technologies”.

Information (materials) provided to the shareholders in preparation for the meeting will be available from May 23 to June 22, 2015 on weekdays from 10.00 a.m. to 05.30 p.m. (on Fridays - until 03.00 p.m.) at the following addresses:

- 1) 10 Arbat Street, Moscow, 119002, JSC “Aeroflot” Corporate Governance Department;
- 2) Operations room of CJSC “Computershare Registrar”, Kutuzoff Tower Business Center, 8 Ivan Franko Str., 121108, Moscow.

The registration of participants in the Annual General Meeting of Shareholders and issue of invitations to the Meeting will take place at the above-mentioned venue of the Annual General Meeting of Shareholders on June 22, 2015 from 8:00

a.m. until the end of discussion of the last item on the agenda of the General Meeting that will have a quorum. **To register as a participant of the Meeting, it is necessary to present an identification document (civil passport).** It is also necessary to have a complete set of ballots delivered to shareholders by mail.

The participants acting on behalf of shareholders whose authorization are not registered with the Company Registrar have to present proxies issued in compliance with the requirements of items 4 and 5 of Article 185 of the Civil Code of the Russian Federation or notarized. Representatives of legal entities also have to present documents certifying their authority to act on behalf of the legal entity.

Contact phone numbers: **(495) 926-8160, (495) 258-0684.**

Board of Directors of JSC “Aeroflot”