



**ANNUAL GENERAL MEETING OF  
SHAREHOLDERS OF PJSC “AEROFLOT”**

**Moscow**

**June 27, 2016**

RECOMMENDED by  
the Board of Directors of PJSC “Aeroflot”  
Minutes No. \_\_\_ dated May \_\_, 2016

**VOTING ORDER**

<b>Item No.</b>	<b>Agenda item</b>	<b>Wording of the resolution</b>	<b>Conditions for passing the resolution</b>	<b>Ballot type</b>	<b>Ballot No.</b>
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 PJSC “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 PJSC “Aeroflot”.	Majority vote	FOR AGAINST ABSTAIN	1
2.	Approval of the annual report of PJSC “Aeroflot” for the year 2015;	Be it resolved to approve the annual report of PJSC “Aeroflot” for the year 2015;	Majority vote	FOR AGAINST ABSTAIN	2
3.	Approval of the annual financial statements of PJSC “Aeroflot” for 2015;	Be it resolved to approve the annual financial statements of PJSC “Aeroflot” for 2015;	Majority vote	FOR AGAINST ABSTAIN	2
4.	Approval of profit distribution for the financial year 2015.	No profit distribution shall be made for the financial year 2015 due to a loss of RUB 18,927.8	Majority vote	FOR AGAINST	2

		million for the year.		ABSTAIN																																																																													
5.	The amount, time and form of payment of dividends for the year 2015 and determination of the dividend record date;	No dividend on PJSC "Aeroflot" shares shall be declared or paid for the financial year 2015.	Majority vote	FOR AGAINST ABSTAIN	2																																																																												
6.	Approval of the revised Regulations on Remuneration to Members of the Board of Directors of PJSC "Aeroflot".	Be it resolved to approve the Regulations on Remuneration and Compensation Payable to Members of the Board of Directors of PJSC "Aeroflot".	Majority vote	FOR AGAINST ABSTAIN	2																																																																												
7.	Payment of remuneration to members of the Board of Directors of PJSC "Aeroflot";	<p>1. Be it resolved to pay the remuneration to members of the Board of Directors of PJSC "Aeroflot" for 2015 in the following amounts:</p> <table border="0"> <tr><td>1.</td><td>M.Yu. Alekseev</td><td>3,958,785</td><td>rubles</td></tr> <tr><td>2.</td><td>K.G. Androsov</td><td>4,698,178</td><td>rubles</td></tr> <tr><td>3.</td><td>I.A. Kamenskoy</td><td>4,428,482</td><td>rubles</td></tr> <tr><td>4.</td><td>I.V. Kogan</td><td>3,123,482</td><td>rubles</td></tr> <tr><td>5.</td><td>M.D. Manasov</td><td>3,958,785</td><td>rubles</td></tr> <tr><td>6.</td><td>R.V. Pakhomov</td><td>4,453,482</td><td>rubles</td></tr> <tr><td>7.</td><td>D.N. Peskov</td><td>3,958,785</td><td>rubles</td></tr> <tr><td>8.</td><td>V.G. Saveliev</td><td>3,618,907</td><td>rubles</td></tr> <tr><td>9.</td><td>D.P. Saprykin.</td><td>3,808,785</td><td>rubles</td></tr> <tr><td>10.</td><td>V.V. Sidorov</td><td>4,249,798</td><td>rubles</td></tr> <tr><td>11.</td><td>Yu.B. Slyusar</td><td>910,000</td><td>rubles</td></tr> <tr><td>12.</td><td>S.V. Chemezov</td><td>3,708,785</td><td>rubles</td></tr> </table> <p>2. Be it resolved to pay the remuneration to members of the Board of Directors of PJSC "Aeroflot" under the option programme for 2015 in the following amounts:</p> <table border="0"> <tr><td>1.</td><td>M.Yu. Alekseev</td><td>2,492,174</td><td>rubles</td></tr> <tr><td>2.</td><td>K.G. Androsov</td><td>3,432,907</td><td>rubles</td></tr> <tr><td>3.</td><td>I.A. Kamenskoy</td><td>3,089,771</td><td>rubles</td></tr> <tr><td>4.</td><td>I.V. Kogan</td><td>1,429,412</td><td>rubles</td></tr> <tr><td>5.</td><td>M.D. Manasov</td><td>2,492,173</td><td>rubles</td></tr> <tr><td>6.</td><td>R.V. Pakhomov</td><td>3,121,579</td><td>rubles</td></tr> <tr><td>7.</td><td>D.N. Peskov</td><td>2,492,174</td><td>rubles</td></tr> </table>	1.	M.Yu. Alekseev	3,958,785	rubles	2.	K.G. Androsov	4,698,178	rubles	3.	I.A. Kamenskoy	4,428,482	rubles	4.	I.V. Kogan	3,123,482	rubles	5.	M.D. Manasov	3,958,785	rubles	6.	R.V. Pakhomov	4,453,482	rubles	7.	D.N. Peskov	3,958,785	rubles	8.	V.G. Saveliev	3,618,907	rubles	9.	D.P. Saprykin.	3,808,785	rubles	10.	V.V. Sidorov	4,249,798	rubles	11.	Yu.B. Slyusar	910,000	rubles	12.	S.V. Chemezov	3,708,785	rubles	1.	M.Yu. Alekseev	2,492,174	rubles	2.	K.G. Androsov	3,432,907	rubles	3.	I.A. Kamenskoy	3,089,771	rubles	4.	I.V. Kogan	1,429,412	rubles	5.	M.D. Manasov	2,492,173	rubles	6.	R.V. Pakhomov	3,121,579	rubles	7.	D.N. Peskov	2,492,174	rubles	Majority vote	FOR AGAINST ABSTAIN	2
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		8. V.G. Saveliev 0 rubles 9. D.P. Saprykin 0 rubles 10. V.V. Sidorov 2,862,430 rubles 11. Yu.B. Slyusar 1,157,798 rubles 12. S.V. Chemezov 2,174,097 rubles.  3. Be it resolved to pay the remuneration to members of the Board of Directors of PJSC "Aeroflot" for the period from January 01, 2016 to June 30, 2016 in accordance with the terms and conditions of the "Regulations on Remuneration and Compensation Payable to Members of the Board of Directors of PJSC "Aeroflot".			
8.	Payment of remuneration to members of the Audit Commission of PJSC "Aeroflot";	Be it resolved to pay the remuneration to members of the Audit Commission of PJSC "Aeroflot" in the following amounts: 1. I.V. Belikov 912,984 rubles 2. M.V. Mikhina 115,638 rubles 3. E.S. Nikitina 706,476 rubles 4. A.Yu. Shchepin 706,476 rubles 5. P.M. Fradkov 0 rubles	Majority vote	FOR AGAINST ABSTAIN	2
9.	Election of members of the Board of Directors of PJSC "Aeroflot";	Be it resolved to elect eleven members to the Board of Directors of PJSC "Aeroflot" from the following nominees: 1. M.Yu. Alekseev 8. D.N. Peskov 2. K.G. Androsov 9. V.M. Potapov 3. M.I. Voevodin. 10. V.G. Saveliev 4. A.A. Germanovich 11. D.P. Saprykin 5. I.A. Kamenskoy 12. V.V. Sidorov 6. A.V. Korobov 13. Yu.B. Slyusar 7. R.V. Pakhomov 14. S.V. Chemezov	Most votes cumulative voting	List of nominees for election of members to the Board of Directors of PJSC "Aeroflot"	3
10.	Election of members of the Audit Commission of PJSC "Aeroflot";	Be it resolved to elect five members to the Audit Commission of PJSC "Aeroflot" from the following nominees: 1. I.V. Belikov 4. S.I. Ubugunov 2. M.V. Mikhina 5. V.P. Shipilov 3. E.S. Nikitina	Majority vote	List of nominees for election of members to the Audit Commission of PJSC "Aeroflot"	2

11.	Approval of the Auditor of PJSC “Aeroflot” for 2016;	Be it resolved to appoint audit firm [●] as the Auditor of PJSC “Aeroflot” for 2016.	Majority vote	FOR AGAINST ABSTAIN	2
12.	Approval of the revised Articles of Association of PJSC “Aeroflot”;	Be it resolved to approve the Articles of Association of Public Joint Stock Company “Aeroflot – Russian Airlines” (Rev. No. 9)	Three-fourth majority vote	FOR AGAINST ABSTAIN	2
13.	Approval of the revised Regulations on the General Meeting of Shareholders of PJSC “Aeroflot”;	Be it resolved to approve the Regulations on the General Meeting of Shareholders of Public Joint Stock Company “Aeroflot – Russian Airlines” (Rev. No. 5)	Majority vote	FOR AGAINST ABSTAIN	2
14.	Approval of the revised Regulations on the Board of Directors of PJSC “Aeroflot”;	Be it resolved to approve the Regulations on the Board of Directors of Public Joint Stock Company “Aeroflot – Russian Airlines” (Rev. No. 7)	Majority vote	FOR AGAINST ABSTAIN	2
15.	Approval of the revised Regulations on the Executive Board of PJSC “Aeroflot”;	Be it resolved to approve the Regulations on the Executive Board of Public Joint Stock Company “Aeroflot – Russian Airlines” (Rev. No. 4)	Majority vote	FOR AGAINST ABSTAIN	2
16.	Approval of interested party transactions of PJSC “Aeroflot”, including transactions that may be entered into by PJSC “Aeroflot” in the future in the ordinary course of business;	The wording of resolution on approval of the transactions shall be as set out in paragraph 16 in Ballot No. 4 for voting at the Annual General Meeting of PJSC “Aeroflot”	Majority vote of all shareholders who do not have an interest in the transaction	FOR AGAINST ABSTAIN	4
17.	Approval of transactions, one of which is an interested party transaction, involving the financing of the acquisition of ten new regional jet aircraft between JSC “Sukhoi Civil Aircraft”, JSC “Sberbank Leasing” and PJSC “Aeroflot”.	The wording of resolution on approval of the transactions shall be as set out in paragraph 17 in Ballot No. 4 for voting at the Annual General Meeting of PJSC “Aeroflot”	Majority vote of all shareholders who do not have an interest in the transaction	FOR AGAINST ABSTAIN	4