

TABLE

comparing articles of the current version of the Regulations on the Board of Directors of PJSC "Aeroflot" and its new version

Current Version	Proposed Version.	Grounds
Subcl. 1.2.3, cl. 1.2, art. 1 <i>Implementing the Company's development programs as approved by shareholders.</i>	Provision is deleted.	Document is updated.
Subcl. 1.2.5, cl. 1.2, art. 1 <i>Informing shareholders of the results of the audit of the Company's financial situation.</i>	Provision is deleted.	Document is updated.
Subcl. 1.2.9, cl. 1.2, art. 1 Reviewing and preliminarily approving drafts of annual reports, annual financial statements, and <i>profit and loss accounts</i> of the Company.	Subcl. 1.2.9, cl. 1.2, art. 1 Reviewing and preliminarily approving drafts of annual reports, annual accounting (<i>financial</i>) statements of the Company.	The wording is aligned with subcl 13.1, cl. 1 art. 65 of Federal Law No. 208-FZ dated December 26, 1995 "On Joint-Stock Companies" (hereinafter, the JSC Federal Law).
Subcl. 1.2.11, cl. 1.2, art. 1 Making proposals to the General Meeting of Shareholders on the <i>appointment</i> of the Auditor of the Company.	Subcl. 1.2.11, cl. 1.2, art. 1 Making proposals to the General Meeting of Shareholders on the <i>approval</i> of the Auditor of the Company.	The wording is aligned with the JSC Federal Law.
	Cl. 2.13, art. 2 <i>Newly elected members of the Board of Directors shall be familiarized by the Executive Secretary of the Company's Board of Directors with internal documents of the Company, previously adopted decisions of the Company's Board of Directors necessary for further effective work in the Company's Board of Directors and being of an organizational nature, provisions of the legislation on securities market, in respect of transactions with securities of the Company owned by them and securities (participation interests) of entities controlled by the Company, made by</i>	Recommendation of non-commercial partnership Russian Institute of Directors (hereinafter referred to as NP RID) aimed at improving the quality of corporate governance of the Company.

	<i>members of the Company's Board of Directors, and requirements to preserving confidentiality of the information they receive in the course of their duties.</i>	
Par. 2, cl. 3.2., art. 3 The most important agenda items shall be considered by the Board of Directors at physical meetings. The most important agenda items include items specified in subparagraphs 4.2.1., 4.2.3., 4.2.6., 4.2.14., 4.2.31., 4.2.32., 4.2.33., 4.2.34., paragraph 4.2., Article 4 of these Regulations.	Par. 2, cl. 3.2., art. 3 The most important agenda items shall be considered by the Board of Directors at physical meetings. The most important agenda items include items specified in subparagraphs 4.2.1., 4.2.3., 4.2.6., 4.2.14., 4.2.21. , 4.2.31., 4.2.32., 4.2.33., 4.2.34., paragraph 4.2., Article 4 of these Regulations.	Recommendation of the Code of Corporate Governance (cl. 168).
Cl. 3.5, art. 3 The decision on the approval of a transaction referred to in subparagraph 17, paragraph 19.2, Article 19 of the Articles of Association shall be made by all members of the Board of Directors unanimously, with votes of any retired members of the Board being disregarded. If the Board of Director does not reach a unanimous decision on the approval of such a transaction, the Board may decide to bring this issue to the General Meeting of Shareholders. In such a case the decision on the approval of the transaction shall be taken by the General Meeting of Shareholders by a majority vote of the holders of voting shares present at the meeting.	Cl. 3.5, art. 3 The decision on the <i>consent to execution of, or further approval</i> of a transaction referred to in subparagraph 17, paragraph 19.2, Article 19 of the Articles of Association shall be made by all members of the Board of Directors unanimously, with votes of any retired members of the Board being disregarded. If the Board of Director does not reach a unanimous decision on the <i>consent to execution of, or further approval</i> of such transaction, the Board may decide to bring the <i>consent to execution of, or further approval</i> of such transaction to the General Meeting of Shareholders. In such a case the decision on the <i>consent to execution of, or further approval</i> of the transaction shall be taken by the General Meeting of Shareholders by a majority vote of the holders of voting shares present at the meeting.	The wording is aligned with cl. 2, art. 79 of the JSC Federal Law.
Cl. 3.6, art. 3 The decision on the approval of an interested	Cl. 3.6, art. 3 The decision on <i>the consent to execution of or</i>	The wording is aligned with cl. 2, art. 83 of the JSC Federal Law.

<p>party transaction shall be made by a majority vote of independent directors who do not have an interest in the transaction. If all the Board of Directors members are regarded as having an interest in the transaction and/or are not independent directors, the transaction may be approved by a resolution of the General Meeting of Shareholders in accordance with the procedure set forth in paragraph 4, Article 83 of the Federal Law “On Joint Stock Companies”.</p>	<p>further approval of an interested party transaction shall be made by a majority vote of independent directors who do not have an interest in the transaction. If all the Board of Directors members are regarded as having an interest in the transaction and/or are not independent directors, the transaction requires consent of the General Meeting of Shareholders in accordance with the procedure set forth in paragraph 4, Article 83 of the Federal Law “On Joint Stock Companies”.</p>	
<p>Cl. 3.10, art. 3 Resolutions of the Board of Directors may be taken by absentee voting (by poll). The absentee voting (poll) procedure is described in "The Rules of Procedure and Proceedings of the Company's Board of Directors Meetings" as approved by the Company's Board of Directors.</p>	<p>Cl. 3.10, art. 3 Resolutions of the Board of Directors may be taken by absentee voting (by poll).</p>	<p>Document is updated. "The Rules of Procedure and Proceedings of the Company's Board of Directors Meetings" lost relevance and all current provisions of this document have been implemented in the Regulations on the Board of Directors of PJSC "Aeroflot".</p>
<p>Subcl. 4.2.18, cl. 4.2, art. 4 approving major transactions (including borrowings, credits, pledges, guarantees) or a series of related transactions involving the Company's assets amounting to 25 (twenty five) to 50 (fifty) percent of the book value of the Company's assets recorded in the financial statements as at the latest reporting date in accordance with the procedure set forth in Article 79 of the Federal Law "On Joint Stock Companies";</p>	<p>Subcl. 4.2.18, cl. 4.2, art. 4 consenting to execution or further approving major transactions (including borrowings, credits, pledges, guarantees) or a series of related transactions involving Company's assets amounting to 25 (twenty five) to 50 (fifty) percent of the book value of the Company's assets recorded in the financial statements as at the latest reporting date in accordance with the procedure set forth in Article 79 of the Federal Law "On Joint Stock Companies";</p>	<p>The wording is aligned with subcl 15, cl. 1 art. 65 of the JSC Federal Law.</p>
<p>Subcl. 4.2.19, cl. 4.2, art. 4 approving transactions referred to in Chapter XI of the Federal Law "On Joint Stock Companies";</p>	<p>Subcl. 4.2.19, cl. 4.2, art. 4 consenting to execution or further approving transactions referred to in Chapter XI of the Federal Law "On Joint Stock Companies";</p>	<p>The wording is aligned with subcl. 16, cl. 1 art. 65 of the JSC Federal Law.</p>

<p>Subcl. 4.2.20, 4.2.21, cl. 4.2, art. 4</p> <p>4.2.20. approving a transaction or series of related transactions (including borrowings, credits, pledges, guarantees) other than transactions made in the ordinary course of business of the Company related to the acquisition, disposal or potential disposal by the Company, directly or indirectly, of assets worth more than US\$100,000,000 (one hundred million U.S. dollars) (or the equivalent of this amount as at the date of the decision on approving the transaction) and amounting to less than 25 (twenty five) percent of the book value of the Company's assets recorded in the financial statements at the latest reporting date;</p> <p>4.2.21. approving transactions involving the sale and purchase of aircraft, financial lease (leasing) of aircraft, long-term (over 1 year) lease of aircraft, aircraft mortgage as security for financing and refinancing of loans other than transactions that are subject to approval as major transactions or interested party transactions;</p>	<p>Subcl. 4.2.20, 4.2.21, cl. 4.2, art. 4</p> <p>4.2.20. approving a transaction or series of related transactions (including borrowings, credits, pledges, guarantees) other than transactions made in the ordinary course of business of the Company related to the acquisition, disposal or potential disposal by the Company, directly or indirectly, of assets worth more than US\$100,000,000 (one hundred million U.S. dollars) (or the equivalent of this amount as at the date of the decision on approving the transaction) and amounting to less than 25 (twenty five) percent of the book value of the Company's assets recorded in the financial statements at the latest reporting date, and approving transactions involving the sale and purchase of aircraft, financial lease (leasing) of aircraft, long-term (over 1 year) lease of aircraft, aircraft mortgage as security for financing and refinancing of loans, excluding when such transactions require a consent or further approval as major transactions or interested party transactions;</p> <p>4.2.21. considering financial activity of the Company for the reporting period (quarter, year), as well as results of evaluation of the effectiveness of the Board of Directors and executive bodies of the Company;</p>	<p>Technical amendment for bringing to uniformity with the Company's Articles of Association (wordings of subcl. 4.2.20 and 4.2.21 of the current version of the Regulations are merged).</p> <p>Also the wording of subcl. 4.2.20 is aligned with amendments to chapters X and XI of the JSC Federal Law.</p> <p>In addition, to comply with recommendations of the Code of Corporate Governance (cl. 168), a new wording is added to subcl. 4.2.21 (instead of the sub-clause combined with subcl. 4.2.20.).</p>
<p>Subcl. 4.2.26, cl. 4.2, art. 4</p> <p>setting up permanent and ad hoc committees in accordance with article 11 hereof, approving the total number and remuneration of committee</p>	<p>Subcl. 4.2.26, cl. 4.2, art. 4</p> <p>setting up permanent and ad hoc committees in accordance with Article 12 hereof, approving the total number and remuneration of committee</p>	<p>Recommendation of NP RID aimed at improving the quality of corporate governance of the Company.</p>

members;	members, <i>and consideration of reports on the work of committees acting on an ongoing basis.</i>	
	Cl. 4.7, art. 4 <i>The price (monetary valuation) of property alienated or acquired under an interested party transaction stipulated by subcl. 4.2.19 of clause 4.2 of article 4 of this Regulation, is determined by a decision of the members of the Company's Board of Directors not interested in its execution, and meeting requirements established by clause 3 of Article 83 of the Federal Law "On Joint-Stock Companies", if a person interested in one or more transactions is a member of the Company's Board of Directors.</i>	Bringing into accordance with art. 77 of the JSC Federal Law.
	Cl. 4.8, art. 4 <i>If the number of directors not interested in the transaction and meeting the requirements set forth in paragraph 3 of article 83 of the Federal Law "On Joint Stock Companies" is less than a certain quorum for holding a meeting of the Company's Board of Directors and the decision to consent to execution or further approval of such a transaction is adopted by the general meeting of shareholders of the Company, the price (monetary valuation) of the property shall be determined by the General Meeting of Shareholders of the Company.</i>	Under par. 5 cl. 1, art. 77 of the JSC Federal Law, for convenience of determining the price / obtaining consent to execution or further approval of an interested-party transaction, this procedure for determining the price of the transaction is proposed.
Cl. 5.1, art. 5 The Board of Directors meetings shall be held as the need may be, but at least once a month. One of the meetings of the Board of Directors	Cl. 5.1, art. 5 The Board of Directors meetings shall be held as the need may be, but at least once a month. One of the meetings of the Board of Directors	Bringing into accordance with the legislation.

<p>(annual meeting) shall be held within 30 days prior to the date of the Annual General Meeting of Shareholders to review the draft of the Company's annual financial statements, <i>profit and loss account</i>, distribution of profit (losses), the Auditor's report and report of the Audit Commission on the results of the previous year.</p>	<p>(annual meeting) shall be held at least 30 days prior to the date of the Annual General Meeting of Shareholders to review the draft of the Company's annual accounting (<i>financial</i>) statements, distribution of profit (losses), Auditor's report and report of the Audit Commission on the results of the previous year.</p>	
	<p>Par. 9, cl. 8.2, art. 8 <i>Informing the Board of Directors and / or the Executive Secretary of the Company's Board of Directors about their related and affiliated persons;</i></p>	<p>Recommendation of NP RID aimed at improving the quality of corporate governance of the Company.</p>
	<p>Par. 10, cl. 8.2, art. 8 <i>notify the Company's Board of Directors through the Chairman of the Board of Directors and / or the Executive Secretary of the Board of Directors of ownership of the Company's securities and securities (participation interests) of its controlled entities, as well as of intention to make transactions with securities of the Company and / or securities (participation interests) of its controlled entities and of transactions made by it with such securities (participation interests).</i></p>	<p>Recommendation of NP RID aimed at improving the quality of corporate governance of the Company.</p>
	<p>Article 9. <i>Conflict of Interest</i> <i>9.1. Members of the Board of Directors of PJSC "Aeroflot" shall act in the interest of the Company and take measures to avoid situations that could give rise to a conflict of interest.</i> <i>9.2. In order to prevent conflicts of interest, members of the Board of Directors of the Company shall:</i> <i>if a member of the Company's Board of</i></p>	<p>Recommendation of NP RID aimed at improving the quality of corporate governance of the Company.</p>

Directors has a potential conflict of interest, including in case he/she has an interest in a transaction to which the Company is a party, he/she shall notify the Company's Board of Directors in writing, and in any case put the interests of the Company above his/her own interests;

refrain from any actions that will or may potentially lead to a conflict between their interests and those of the Company;

if a member of the Board of Directors of the Company has a conflict of interest, he/she shall notify the Company's Board of Directors of such conflict of interest and its reason through the Chairman or the Executive Secretary of the Board of Directors of PJSC "Aeroflot". This shall always be done in writing before the matter that invoked the conflict of interest is discussed at a meeting of the Board of Directors or its committee with the participation of such member of the Company's Board of Directors;

abstain from voting on matters in which a member of the Board of Directors has a conflict of interest, and not be present during discussions of such issue at a meeting of the Company's Board of Directors when this is required by the nature of the matter being discussed or the specifics of the conflict of interest.

9.3. Members of the Company's Board of Directors and persons related to them shall not accept gifts from parties interested in the

	<p><i>decisions made by the Company's Board of Directors and shall not use any other direct or indirect benefits provided by such parties (except for symbolic courtesies in accordance with generally accepted rules of courtesy or souvenirs given during official events).</i></p>	
	<p>Cl. 10.3, art. 10 <i>To increase the effectiveness of the Board of Directors, a decision may be made to upgrade qualifications of a member of the Board of Directors. The decision to upgrade qualification of a member of the Board of Directors is made by the Company's Board of Directors based on an application of a member of the Board of Directors or the Chairman of the Board of Directors of the Company. An application for upgrading the qualification of a member of the Board of Directors is subject to satisfaction only in cases where acquisition of additional knowledge and skills is necessary for the director to successfully fulfill duties of a member of the Company's Board of Directors, and also if such expenses are provided for by the Company's budget for the relevant period. The decision to upgrade qualification of a member of the Board of Directors should contain an indication of objectives of professional development, as well as the maximum amount of expenses allocated for these purposes. Payment of expenses on improvement of professional skills of the members of the Company's Board of Directors is carried out at</i></p>	<p>Recommendation of NP RID aimed at improving the quality of corporate governance of the Company.</p>

	<i>the expense of the corresponding budget of the Company.</i>	
	Cl. 12.6, art. 12 <i>Committees of the Board of Directors established on a mandatory basis annually submit reports on their work to the Company's Board of Directors.</i>	Recommendation of NP RID aimed at improving the quality of corporate governance of the Company.