



**ANNUAL GENERAL MEETING OF SHAREHOLDERS
OF PJSC "AEROFLOT"**

Moscow

June 26, 2017

RECOMMENDED
by the Board of Directors of PJSC "Aeroflot"
Minutes No.15 dated May 25, 2017

VOTING PROCEDURE

No.	Agenda Item	Resolution Wording	Passing Conditions	Type of voting form	Voting Form No.
1	2	3	4	5	6
1.	Approval of daily schedule, voting procedure and members of working bodies of the annual general meeting of shareholders of PJSC "Aeroflot"	To approve daily schedule, voting procedure and members of working bodies of the annual general meeting of shareholders of PJSC "Aeroflot"	Majority of votes	FOR AGAINST ABSTAINED	1
2.	Approval of the annual report of PJSC "Aeroflot" for 2016	To approve the annual report of PJSC "Aeroflot" for 2016	Majority of votes	FOR AGAINST ABSTAINED	2
3.	Approval of the annual accounting (financial) statements of PJSC "Aeroflot" for 2016	To approve the annual accounting (financial) statements of PJSC "Aeroflot" according to results of 2016 fiscal year	Majority of votes	FOR AGAINST ABSTAINED	2
4.	Approval of distribution of profits of PJSC "Aeroflot" according to results of 2016 fiscal year	To approve distribution of profit of PJSC "Aeroflot" according to the results of 2016 fiscal year (as well as retained net profit of the previous period) in accordance with recommendations of	Majority of votes	FOR AGAINST ABSTAINED	2

		<p>the Board of Directors of PJSC "Aeroflot", including:</p> <ul style="list-style-type: none"> - to pay dividends for 2016 - RUB 19,413,018.00 thousand; - to pay remuneration to members of the Audit Commission - RUB 3,375.67 thousand; - to finance capital investments from profits of 2016, repayment of the loss of PJSC "Aeroflot" for 2015, remuneration of employees of PJSC "Aeroflot" according to the results of 2016, as well as replenishment of the Targeted Programs Fund and contingencies - RUB 19,286,115.33 thousand. 													
5.	On the amount of dividends, terms and form of their payment based on the results of 2016, and establishment of the date for which persons entitled to receive dividends are determined	<p>1. To pay dividends on shares of PJSC "Aeroflot" according to the results of 2016 fiscal year in the amount of RUB 17,4795 per share in monetary form, in total amount RUB 19,413,018.00, till August 18, 2017, in the manner provided for by the current legislation of the Russian Federation.</p> <p>2. To establish July 14, 2017 as the date on which persons entitled to receive dividends on shares of PJSC "Aeroflot" are determined.</p>	Majority of votes	FOR AGAINST ABSTAINED	2										
6.	On approval of the Regulations on Remuneration and Compensation Payable to Members of the Board of Directors of PJSC "Aeroflot"	To approve the Regulations on Remuneration and Compensation Payable to Members of the Board of Directors of PJSC "Aeroflot"	Majority of votes	FOR AGAINST ABSTAINED	2										
7.	On payment of remuneration to members of the Board of Directors of PJSC "Aeroflot"	<p>1. To pay a fixed part of remuneration to members of the Board of Directors of PJSC "Aeroflot" for the period from 01.01.2016 to 30.06.2016 as follows:</p> <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 50%;">1. Alekseev M.Yu.</td> <td style="width: 50%; text-align: right;">RUB 3,107,368</td> </tr> <tr> <td>2. Androsov K.G.</td> <td style="text-align: right;">RUB 5,210,526</td> </tr> <tr> <td>3. Kamenskoy I.A.</td> <td style="text-align: right;">RUB 4,547,368</td> </tr> <tr> <td>4. Manasov M.D.</td> <td style="text-align: right;">RUB 4,232,368</td> </tr> <tr> <td>5. Pakhomov R.V.</td> <td style="text-align: right;">RUB 6,752,368</td> </tr> </table>	1. Alekseev M.Yu.	RUB 3,107,368	2. Androsov K.G.	RUB 5,210,526	3. Kamenskoy I.A.	RUB 4,547,368	4. Manasov M.D.	RUB 4,232,368	5. Pakhomov R.V.	RUB 6,752,368	Majority of votes	FOR AGAINST ABSTAINED	2
1. Alekseev M.Yu.	RUB 3,107,368														
2. Androsov K.G.	RUB 5,210,526														
3. Kamenskoy I.A.	RUB 4,547,368														
4. Manasov M.D.	RUB 4,232,368														
5. Pakhomov R.V.	RUB 6,752,368														

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| 6. | Peskov D.N. | RUB 4,232,368 |
| 7. | Saveliev V.G. | RUB 0 |
| 8. | Saprykin D.P. | RUB 0 |
| 9. | Sidorov V.V. | RUB 6,632,368 |
| 10. | Slyusar Yu.B. | RUB 3,107,368 |
| 11. | Chemezov S.V. | RUB 947,368 |

2. To approve the size of remuneration fund of members of the Board of Directors of PJSC "Aeroflot" under the long-term incentive program for the period from 01.01.2016 to 30.06.2016 in the amount of RUB 24 million, of which:

2.1. RUB 32.12 million (50%) to reserve and to postpone payment till the end of the long-term incentive program;

2.2. RUB 32.12 million (50%) to pay to members of the Board of Directors of PJSC "Aeroflot" as follows:

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| 1. | Alekseev M.Yu. | RUB 2,574,270 |
| 2. | Androsov K.G. | RUB 4,316,610 |
| 3. | Kamenskoy I.A. | RUB 3,767,220 |
| 4. | Manasov M.D. | RUB 3,506,260 |
| 5. | Pakhomov R.V. | RUB 5,593,930 |
| 6. | Peskov D.N. | RUB 3,506,260 |
| 7. | Saveliev V.G. | RUB 0 |
| 8. | Saprykin D.P. | RUB 0 |
| 9. | Sidorov V.V. | RUB 5,494,520 |
| 10. | Slyusar Yu.B. | RUB 2,574,270 |
| 11. | Chemezov S.V. | RUB 784,840. |

3. To pay a fixed part of remuneration to members of the Board of Directors of PJSC "Aeroflot" for the period from 01.07.2016 to 30.06.2017 as follows:

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| 1. | Alekseev M.Yu. | RUB 6,750,000 |
| 2. | Androsov K.G. | RUB 9,900,000 |
| 3. | Germanovich A.A. | RUB 8,550,000 |

		<p>4. Kamenskoy I.A. RUB 10,350,000 5. Pakhomov R.V. RUB 10,350,000 6. Peskov D.N. RUB 6,750,000 7. Saveliev V.G. RUB 0 8. Saprykin D.P. RUB 0 9. Sidorov V.V. RUB 10,350,000 10. Slyusar Yu.B. RUB 4,500,000 11. Chemezov S.V. RUB 1,800,000</p> <p>The mentioned maximum amounts of fixed remuneration for this period may be decreased with due consideration of actual personal participation in the Board of Directors meetings and the Board of Directors Committees in June 2017.</p>			
8.	On payment of remuneration to members of the Audit Commission of PJSC "Aeroflot".	<p>To pay remuneration to members of the Audit Commission of PJSC "Aeroflot" as follows:</p> <p>1. Belikov I.V. RUB 1,312,761 2. Mikhina M.V. RUB 1,031,455 3. Nikitina E.S. RUB 1,031,455 4. Ubugunov S.I. RUB 0 5. Shipilov V.P. RUB 0</p>	Majority of votes	FOR AGAINST ABSTAINED	2
9.	Election of the Board of Directors of PJSC "Aeroflot"	<p>To elect eleven members of the Board of Directors of PJSC "Aeroflot" from among the following candidates:</p> <p>1. Androsov K.G. 2. Voevodin M.V. 3. Germanovich A.A. 4. Kamenskoy I.A. 5. Lars Erik Anders Bergström 6. Nazarov A.N. 7. Pakhomov R.V. 8. Peskov D.N. 9. Poluboyarinov M.I. 10. Potapov V.M. 11. Saveliev V.G.</p>	The largest number of votes in cumulative voting	List of candidates for election to the Board of Directors of PJSC "Aeroflot"	3

16.	On interested party transactions of PJSC "Aeroflot".	The wording of the resolution regarding approval of transactions is set out in clause 16 of Voting Form No. 4 for voting at the annual general meeting of shareholders of PJSC "Aeroflot"	Majority of votes of all shareholders not interested in the transaction	FOR AGAINST ABSTAINED	4
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