



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

Moscow

June 27, 2014

RECOMMENDED by  
the Board of Directors of JSC “Aeroflot”  
Minutes No. 18 dated May 15, 2013

**VOTING ORDER**

<b>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 #</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 JSC “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 “JSC Aeroflot”.	Majority vote	FOR AGAINST ABSTAIN	1
2.	Approval of the Annual Report of JSC “Aeroflot” for the year 2013.	Be it resolved to approve the Annual Report of JSC “Aeroflot” for the year 2013.	Majority vote	FOR AGAINST ABSTAIN	2
3.	Approval of the annual financial statements, including the profit and loss account of the Company for 2013.	Be it resolved to approve the annual financial statements, including the profit and loss account of JSC “Aeroflot” at the end of the financial year 2013.	Majority vote	FOR AGAINST ABSTAIN	2

1	2	3	4	5	6
4.	Approval of the distribution of profit of JSC "Aeroflot" for the financial year 2013.	Be it resolved to approve the distribution of profit (including payment (declaration) of dividends) of JSC "Aeroflot" for the financial year 2013.	Majority vote	FOR AGAINST ABSTAIN	2
5.	The amount, time and form of payment of dividends for the year 2013 and determination of the dividend record date.	Be it resolved 1. To pay the dividends on shares of JSC Aeroflot for the year 2013 in cash in the amount of 2.4984 rubles per share. 2. To set the dividend record on July 8, 2014.	Majority vote	FOR AGAINST ABSTAIN	2
6.	On payment of remuneration to members of the Board of Directors of JSC "Aeroflot"	Be it resolved 1. To pay the remuneration to members of the Board of Directors of JSC "Aeroflot" in the following amounts: 1. S.V. Aleksashenko 2,889,798 rubles. 2. M.Yu. Alekseev 3 079 190 rubles. 3. K.G. Androsov 5,000,000 rubles. 4. A.A. Germanovich 4,477,976 rubles. 5. I.V. Kogan 4,213,684 rubles. 6. I.A. Lozhevsky 4,480,000 rubles. 7. M.D. Manasov 3,079,190 rubles. 9. A.A. Navalny 2,871,822 rubles. 10. G.S. Nikitin 0 rubles. 11. R.V. Pakhomov 3,101,215 rubles. 11. V.G. Saveliev 3,800,000 rubles. 12. D.P. Saprykin 3,977,976 rubles. 13. V.V. Sidorov 3,090,202 rubles. 14. A.V. Tikhonov 0 rubles. 15. S.V. Chemezov 3,880,000 rubles.  2. To pay the remuneration to members of the Board of Directors of JSC "Aeroflot" under the Option Program for 2013 in the following amounts: 1. S.V. Aleksashenko 1,757,836 rubles. 2. M.Yu. Alekseev 2,131,990 rubles. 3. K.G. Androsov 5,926,640 rubles.	Majority vote	FOR AGAINST ABSTAIN	2

		<p>4. A.A. Germanovich 4,895,356 rubles.  5. I.V. Kogan 4,373,237 rubles.  6. I.A. Lozhevsky 4,899,355 rubles.  7. M.D. Manasov 2,131,990 rubles.  9. A.A. Navalny 1,722,324 rubles.  10. G.S. Nikitin 0 rubles.  11. R.V. Pakhomov 2,175,500 rubles.  11. V.G. Saveliev 0 rubles.  12. D.P. Saprykin 0 rubles.  13. V.V. Sidorov 2,153,745 rubles.  14. A.V. Tikhonov 0 rubles.  15. S.V. Chemezov 3,714,027 rubles.</p>			
7.	On payment of remuneration to members of the Audit Commission of “JSC Aeroflot”	<p>Be it resolved to pay the remuneration to members of the Audit Commission of JSC “Aeroflot” in the following amounts:</p> <p>1. I.V. Belikov 432,000 rubles.  2. S.I. Poma 360,000 rubles.  3. V.G. Mironova 360,000 rubles.  4. M.V. Mikhina 0 rubles.  5. A.S. Vasilchenko 0 rubles.</p>	Majority vote	FOR AGAINST ABSTAIN	2
8.	Election of members of the Board of Directors of JSC “Aeroflot”	<p>Be it resolved to elect eleven members to the Board of Directors of JSC “Aeroflot” from the following nominees:</p> <p>1. M.Yu. Alekseev 8. V.G. Saveliev  2. K.G. Androsov 9. D.P. Saprykin  3. I.A. Kamenskoy 10. V.V. Sidorov  4. I.V. Kogan 11. S.V. Skvortsov  5. M.D. Manasov 12. A.I. Fedorov  6. R.V. Pakhomov 13. S.V. Chemezov  7. D.N. Peskov</p>	Most votes commutative voting	List of nominees for election to the Board of Directors of JSC “Aeroflot”	3
9.	Election of members of the Audit Commission of JSC “Aeroflot”	<p>Be it resolved to elect five members to the Audit Commission of JSC “Aeroflot” from the following nominees:</p> <p>1. I.V. Belikov 5. M.V. Sorokin</p>	Majority vote	List of nominees for election of members to the Audit	2

		2. M.K. Dyemina 3. M.V. Mikhina 4. N.A. Sligun	6. A.Yu. Shchepin 7. M.V. Yakimets		Commission of JSC "Aeroflot"	
10.	Approval of the Auditor of JSC "Aeroflot" for 2014.	Be it resolved to appoint audit firm ZAO BDO as the Auditor of JSC "Aeroflot" for 2014.		Majority vote	FOR AGAINST ABSTAIN	2
11.	Approval of the revised Articles of Association of JSC "Aeroflot".	Be it resolved to approve the revised Articles of Association of JSC "Aeroflot".		Three-fourth majority vote	FOR AGAINST ABSTAIN	2
12.	Approval of the revised Regulations on the General Meeting of Shareholders of JSC "Aeroflot".	Be it resolved to approve the revised Regulations on the General Meeting of Shareholders of JSC "Aeroflot"		Majority vote	FOR AGAINST ABSTAIN	2
13.	Approval of the Revised Regulations on the Board of Directors of JSC "Aeroflot".	Be it resolved to approve the revised Regulations on the Board of Directors of JSC "Aeroflot"		Majority vote	FOR AGAINST ABSTAIN	2
14.	Approval of the 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.					
14.1-14.5		The wording of resolutions on approval of transactions shall be as set out in subparagraphs 14.1 – 14.5 in Ballot # 2 for voting at the Annual General Meeting of JSC "Aeroflot"		Majority vote of all shareholders that do not have an interest in the transaction	FOR AGAINST ABSTAIN	2