



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

Moscow

June 25, 2019

RECOMMENDED
by the Board of the Directors of PJSC
"Aeroflot"
Minutes No. 21 dated 31 May 2019

VOTING PROCEDURE

No.	Agenda Item	Text of the Resolution	Terms of Adoption of the Resolution	Type of the ballot	Ballot No.
1	2	3	4	5	6
1.	Approval of the schedule for the day, voting procedure, composition of the working bodies of the annual general meeting of shareholders of PJSC "Aeroflot"	To approve the schedule for the day, the voting procedure, composition of the 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 the year 2018	To approve the annual report of PJSC "Aeroflot" for the year 2018	Majority of votes	FOR AGAINST ABSTAINED	2
3.	Approval of the annual accounting (financial) statements of PJSC "Aeroflot" for the year 2018	To approve the annual accounting (financial) statements of PJSC "Aeroflot" for the year 2018	Majority of votes	FOR AGAINST ABSTAINED	2

4.	Approval of distribution of profit of PJSC "Aeroflot" for the year 2018	To approve distribution of profit of PJSC "Aeroflot" for the financial year 2018 in the amount of 2,796,104 thousand rubles in accordance with the recommendations of the Board of Directors of PJSC "Aeroflot", including: - 2,791,589.66 thousand rubles for payment of dividends for the year 2018; - 4,514.34 thousand rubles for payment of remuneration to the members of the Audit Commission.	Majority of votes	FOR AGAINST ABSTAINED	2
5.	Approval of distribution of retained earnings for previous years	To approve distribution of the amount equal to 64,910.34 thousand rubles from retained earnings of previous years as additional source for payment of dividends by PJSC "Aeroflot" at the end of the financial year 2018.	Majority of votes	FOR AGAINST ABSTAINED	2
6.	About the amount of dividends, terms and form of their payment based on the performance results for the year 2018 and establishment of the date on which the persons having the right to the dividends shall be determined	1. To pay dividends on the shares of PJSC "Aeroflot" based on the results of the financial year 2018 in the amount of 2.6877 rubles per share in cash, in the total amount of 2,856,500.00 thousand rubles, in accordance with the procedure provided by the applicable laws of the Russian Federation by or before 09 August 2019. 2. To set 05 July 2019 as the date on which the persons entitled to receive dividends on the shares of PJSC "Aeroflot" shall be determined.	Majority of votes	FOR AGAINST ABSTAINED	2
7.	On approval of restated version of the Regulations on payment of compensations and benefits to members of the Board of Directors	To approve restated version of the Regulations on compensations and benefits paid to members of the Board of Directors of PJSC "Aeroflot" extending to relations arisen from 30.09.2018.	Majority of votes	FOR AGAINST ABSTAINED	2

8.	On payment of remuneration to the members of the Board of Directors of PJSC "Aeroflot"	The wording of the resolution in respect of remuneration for the members of the Board of Directors of PJSC "Aeroflot" is given in Ballot No. 2 for voting at the annual general meeting of shareholders of PJSC "Aeroflot".	Majority of votes	FOR AGAINST ABSTAINED	2
9.	On payment of remuneration to the members of the Audit Commission of PJSC "Aeroflot"	To approve the amount of remuneration to the members of the Audit Commission of PJSC "Aeroflot": 1. I.V. Belikov 2,528,028 rubles; 2. M.V. Sorokin* 0 rubles; 3. E.S. Nikitina 1,986,308 rubles; 4. S.I. Ubugunov* 0 rubles; 5. V.P. Shipilov* 0 rubles; * public officials, remuneration is not paid.	Majority of votes	FOR AGAINST ABSTAINED	2
10.	Election of members of the Board of Directors of PJSC "Aeroflot"	To elect eleven members of the Board of Directors of PJSC "Aeroflot": <i>[from among the nominated candidates:</i> 1. Mikhail Viktorovich Voevodin; 2. Alexander Sergeevich Galushka; 3. Evgeny Ivanovich Ditrikh; 4. Igor Aleksandrovich Kamenskoy; 5. Maxim Stanislavovich Liksutov; 6. Roman Viktorovich Pakhomov; 7. Dmitry Nikolaevich Peskov; 8. Mikhail Igorevich Poluboyarinov; 9. Vitaly Gennadyevich Savelyev; 10. Vasily Vasilevich Sidorov; 11. Yuri Borisovich Slyusar; 12. Maxim Yurevich Sokolov; 13. Sergey Viktorovich Chemezov]	The largest number of votes in cumulative voting	List of candidates for election to the Board of Directors of PJSC "Aeroflot"	3
11.	Election of members of the Audit Commission of PJSC "Aeroflot"	To elect five members of the Audit Commission of PJSC "Aeroflot": <i>[from among the nominated candidates:</i> 1. I.V. Belikov 4. S.I. Ubugunov 2. E.S. Nikitina 5. V.P. Shipilov	Majority of votes	List of candidates for election to the Audit Commission of PJSC "Aeroflot"	4

		<i>3. M.V. Sorokin]</i>			
12.	Approval of auditors of PJSC "Aeroflot" for the year 2019	1. To approve audit firm HLB Vneshaudit as an auditor of the annual accounting (financial) statements of PJSC "Aeroflot" for the year 2019 prepared in accordance with RAS. 2. To approve audit firm JSC PricewaterhouseCoopers Audit as an auditor of consolidated financial statements of PJSC "Aeroflot" ("Aeroflot" Group) for the year 2019 prepared in accordance with IFRS.	Majority of votes	FOR AGAINST ABSTAINED	4
13.	On approval of restated version of the Charter of PJSC "Aeroflot."	To approve the Charter of Public Joint Stock Company "Aeroflot — Russian Airlines" (version No. 11.)	The majority of three-fourths of votes	FOR AGAINST ABSTAINED	4
14.	On approval of restated version of the Regulations on the General Meeting of Shareholders of PJSC "Aeroflot"	To approve the Regulations on the General Meeting of Shareholders of Public Joint Stock Company "Aeroflot – Russian Airlines" (version No. 7).	Majority of votes	FOR AGAINST ABSTAINED	4
15.	On approval of restated version of the Regulations on the Board of Directors of PJSC Aeroflot	To approve the Regulations on the Board of Directors of Public Joint Stock Company "Aeroflot – Russian Airlines" (version No. 9).	Majority of votes	FOR AGAINST ABSTAINED	4
16.	On approval of restated version of the Regulations on the Executive Board of PJSC "Aeroflot"	To approve Regulations on the Executive Board of Public Joint Stock Company "Aeroflot – Russian Airlines" (version No. 6).	Majority of votes	FOR AGAINST ABSTAINED	4
17.	On participation of PJSC "Aeroflot" in the Digital Transport and Logistics Association	To approve participation of PJSC "Aeroflot" in the Digital Transport and Logistics Association	Majority of votes	FOR AGAINST ABSTAINED	4

18.	On interested party transactions (one of which is a major transaction) of the commercial management by PJSC "Aeroflot" of JSC "Rossiya Airlines" flights loading under the agreement on the joint operation of "code-sharing/block seats" flights."	The wording of the resolutions in respect of the transactions is given in Ballot No. 5 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	5
19.	On changing the terms of the interested party transaction (series of interrelated transactions), the lease (operating leasing) of Pobeda Airlines LLC, ten new Boeing 737-800 aircraft with engines manufactured by CFM International S.A.	The wording of the resolution in respect of the transaction is given in Ballot No. 5 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	5