



**R E P O R T**

**ON VOTING RESULTS**

**AT THE EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING**

**OF PUBLIC JOINT STOCK COMPANY**

**AEROFLOT – RUSSIAN AIRLINES**

**conducted in the form of a meeting**  
**October 23, 2018 at 10:00**  
**Conference hall**  
**Aeroflot PJSC office complex**  
**(Moscow, Northern Administrative District,**  
**Mezhdunarodnoe shosse, estate 31, building 1)**

**Moscow, 2018**

The Company Trade Name and location of the Company:  
Aeroflot – Russian Airlines Public Joint Stock Company.

Location of the Company: 10 Arbat ul., Moscow, 119002, Russian Federation.

Type of the general meeting: extraordinary.

Form of the General Meeting: meeting.

Date of record for persons entitled to attend the general meeting:  
August 30, 2018.

Date of the General Meeting: October 23, 2018.

Location of the general meeting held in the form of a meeting: Moscow, Northern Administrative District, Mezhdunarodnoe shosse, estate 31, building 1 (Conference hall of Aeroflot PJSC office complex).

Postal address to which the completed ballot papers were sent: Russian Federation, 119002, Moscow, Arbat ul., 10, Corporate Governance Department of Aeroflot PJSC.

### **Agenda of the General Meeting of Shareholders:**

- 1) Approval of the time schedule, voting rules, and composition of the working bodies of the Extraordinary General Meeting of Shareholders of Aeroflot PJSC.
- 2) Early termination of the powers of the members of the Board of Directors of the Company.
- 3) Election of members of the Board of Directors of the Company.

The function of the Counting Board was performed by the Registrar: Joint Stock Company “Independent Registrar Company,” Russian Federation, 107076, Moscow, 18 Stromynka ul., building 5B.

Authorized Persons by the Registrar: Anton Lapenkov (Chairman of the Counting Commission), Igor Akhmatov (Secretary of the Counting Commission), Olga Vissulina (Member of the Counting Commission).

Chairman of the Meeting: Mikhail Igorevich Poluboyarinov.

Secretary of the Meeting: Aleksey Vladimirovich Melyokhin.

Date of compilation and number of Minutes of the Extraordinary General Meeting of Shareholders:

October 24, 2018, No 43.

### **Issue No. 1 of the agenda.**

***“Approval of the time schedule, voting rules, and composition of the working bodies of the Extraordinary General Meeting of Shareholders of Aeroflot PJSC”.***

### **Results of the voting on issue No. 1 (ballot paper No. 1):**

Number of votes belonging to persons included into the List of persons eligible to participate in the general meeting of shareholders on this Agenda issue is 1,110,616,299.

Number of votes corresponding to the voting shares of the Company on the agenda subject to provisions of Clause 4.20 of the Regulation on additional requirements to the order of preparation, convocation and holding general meeting of shareholders, approved by Order of the FFMS of Russia No. 12-6/pz-n dated February 2, 2012: 1062798503.

Number of votes belonging to persons that took part in the Meeting and entitled to vote on this issue, taking into account provisions of Clause 4.13 of the Regulation on additional requirements to the procedure for preparation, convocation and holding general shareholders' meeting, approved by FFMS Order No. 12-6/pz-n dated February 2, 2012: 687,702,164. Quorum is therefore present (64.7067%) for the purpose of taking a decision on this matter.

Pursuant to Article 49 (2) of the Federal Law "On Joint Stock Companies", a decision on this matter shall be taken by a majority vote of shareholders participating in the meeting in person or by proxy, i.e. the decision requires at least 343,851,083 "FOR" votes to be passed.

Votes obtained were as follows:

"FOR"	-	685,189,396 votes.
"AGAINST"	-	4,145 votes.
"ABSTAINED"	-	167,360 votes.

Invalid ballots were declared invalid with a total of 112,320 votes.

**Following the results of the voting, the decision is:**

"Approval of the time schedule, voting rules, and composition of the working bodies of the Extraordinary General Meeting of Shareholders of Aeroflot PJSC".

**APPROVED**

**Issue No. 2 of the agenda.**

***"Early termination of the powers of the members of the Board of Directors of the Company"***

**Results of the voting on issue No. 2 (ballot paper No. 2):**

Number of votes belonging to persons included into the List of persons eligible to participate in the general meeting of shareholders on this Agenda issue is 1,110,616,299.

Number of votes corresponding to the voting shares of the Company on the agenda subject to provisions of Clause 4.20 of the Regulation on additional requirements to the order of preparation, convocation and holding general meeting of shareholders, approved by Order of the FFMS of Russia No. 12-6/pz-n dated February 2, 2012: 1,062,798,503.

Number of votes belonging to persons that took part in the Meeting are entitled to vote on the matter: 687,702,164. Quorum is therefore present (64.7067%) for the purpose of taking a decision on this matter.

Pursuant to Article 49 (2) of the Federal Law "On Joint Stock Companies", a decision on this matter shall be taken by a majority vote of shareholders participating in the meeting in person or by proxy, i.e. the decision requires at least 343,851,083 "FOR" votes to be passed.

Votes obtained were as follows:

"FOR"	-	588,775,445 votes.
"AGAINST"	-	78,501,915 votes.
"ABSTAINED"	-	3,113,775 votes.

Invalid ballots were declared invalid with a total of 15,097,563 votes.

**Following the results of the voting, the decision is:**

“Terminate the powers of the current Board of Directors of Aeroflot PJSC, elected on June 25, 2018”.

**APPROVED**

**Issue No. 3 of the agenda.**

***“Election of members of the Board of Directors of the Company”***

**Results of the voting on issue No. 3 (ballot paper No. 2):**

Number of votes held by the persons on the list entitled to take part in the General Meeting on this agenda issue is 1,110,616,299 votes, representing 12,216,779,289 votes in cumulative voting.

Number of cumulative votes attributable to voting shares of the Company on the agenda, taking into account the provisions of Clause 4.20 of the Regulations on additional requirements to the procedure for preparation, convocation and holding general shareholders' meeting, approved by FFMS Order dated February 2, 2012 No. 12-6/pz-n: 11,690,783,533.

Number of cumulative votes belonging to persons that took part in the Meeting on the issue: 7,564,723,804.

Number of cumulative votes distributed to candidates: 7,306,136,983.

Number of cumulative votes not counted due to the invalidation of the ballot papers (including the voting on this issue): 176,476,553.

Number of cumulative votes not counted on other grounds stipulated by the Regulation on Additional Requirements to the Procedure for Preparing, Convening and Holding General Meetings of Shareholders approved by Order of the FFMS of Russia No. 12-6/pz-n dated February 2, 2012: 22,727,725.

Quorum is therefore present (64.7067%) for the purpose of taking a decision on this matter.

Votes in the cumulative vote were distributed as follows:

“FOR” election to the Board of Directors of Aeroflot PJSC:

<b>o.</b>	<b>Full Name of the candidate (and their position)</b>	<b>Number of votes cast “FOR” a candidate</b>
1	<b>Mikhail Viktorovich Voevodin</b> – CEO, VSMPO-AVISMA Corporation PJSC	<b>702,016,998</b>
2	<b>Aleksey Andreevich Germanovich</b> – Member of the Board of Directors, St. Petersburg State University Development Foundation	<b>232,518,357</b>
3	<b>Evgeny Ivanovich Dietrich</b> – Minister of Transport of the Russian Federation	<b>702,024,663</b>
4	<b>Igor Nikolayevich Zavyalov</b> – Deputy CEO, Rostec State Corporation	<b>1,218,442</b>
5	<b>Igor Aleksandrovich Kamenskoy</b> – Managing Director Renaissance Broker LLC	<b>702,029,070</b>

6	<b>Roman Viktorovich Pakhomov</b> – CEO, Aviacapital-Service LLC	434,901,692
7	<b>Dmitriy Nikolaevich Peskov</b> – Head of the Young Professionals area of the Agency for Strategic Initiatives to Promote New Projects	702,014,757
8	<b>Mikhail Igorevich Poluboyarinov</b> – First Deputy Chairman – Member of the Vnesheconombank Management Board	702,022,895
9	<b>Vitaly Gennadyevich Saveliev</b> – CEO, Aeroflot PJSC	702,425,725
10	<b>Vasily Vasilievich Sidorov</b> – CEO, Agency for Recapitalization of Infrastructure and Long-Term Assets LLC	318,911,198
11	<b>Yuri Borisovich Slyusar</b> – President, PJSC United Aircraft Corporation	702,020,005
12	<b>Maksim Yurievich Sokolov</b> – CEO, PJSC LSR Group	702,018,055
13	<b>Sergey Viktorovich Chemezov</b> – CEO, Rostec State Corporation	702,015,126

“AGAINST” all candidates - 1,950,531 cumulative votes;  
“ABSTAINED” on all candidates - 57,432,012 cumulative votes.

Following the Results of cumulative voting, Aeroflot PJSC's Board of Directors was elected:

1. Vitaly Gennadyevich Saveliev
2. Igor Aleksandrovich Kamenskoy
3. Evgeny Ivanovich Dietrich
4. Mikhail Igorevich Poluboyarinov
5. Yuri Borisovich Sliusar
6. Maksim Yurievich Sokolov
7. Mikhail Viktorovich Voevodin
8. Sergey Viktorovich Chemezov
9. Dmitry Nikolaevich Peskov
10. Roman Viktorovich Pakhomov
11. Vasily Vasilievich Sidorov

**Following the results of the voting, the decision is:**

“Elect eleven members of the Board of Directors of Aeroflot PJSC”:

1. Vitaly Gennadyevich Saveliev
2. Igor Aleksandrovich Kamenskoy
3. Evgeny Ivanovich Dietrich
4. Mikhail Igorevich Poluboyarinov
5. Yuri Borisovich Sliusar
6. Maksim Yurievich Sokolov
7. Mikhail Viktorovich Voevodin
8. Sergey Viktorovich Chemezov
9. Dmitry Nikolaevich Peskov
10. Roman Viktorovich Pakhomov
11. Vasily Vasilievich Sidorov

**APPROVED.**

The Report issued on October 24, 2018 in 2 (two) copies, each of which shall be of equal legal force.

Chairman of the Meeting:

M.I. Poluboyarinov

Secretary of the Meeting:

A.V. Melyokhin