

Voting Records on agenda of the General Meeting of Shareholders of MOTOR SICH JSC

March 27, 2014

Agenda:

1. Election of the Counting Committee for the Meeting.

Decided:

1. Work of the Supervisory Board shall be considered satisfactory.

2. The Supervisory Board shall increase control over production, financial and economic activities of the Company in 2014.

2.1 It shall ensure control over fulfillment of contracts and contractual obligations with respect to supply of products and providing services.

2.2 It shall increase control over purposeful, optimal spending of funds that come from selling of products, activities and services.

2.3 Jointly with the Board of Directors of the Company it shall ensure that necessary administrative and organizational decisions about improving production efficiency, reduction of internal costs and nonproductive losses, increase of pay rate and social protection for the employees are taken.

2.4 It shall ensure that employees are properly informed about progress of implementation of decisions taken by the General Meeting of Shareholders that concern main lines of activity.

Voted: "For" 1,465,257 votes (shares)

"Against" 0 votes (shares)

"Abstain" 0 votes (shares)

"Didn't vote" 681 votes (shares)

Resolution carried by 99.95% of votes (shares).

3. On economic state of MOTOR SICH JSC at 2013, the Company's main lines in production, financial and economic activity for 2014. Approval of the Company's Annual Report.

Decided:

1. To approve the Annual Report of MOTOR SICH JSC on results of production, financial and economic activity of the Company for 2014.

2. To approve the Technical, Production and Financial Plan of the Company for 2014 and to ensure its full implementation.

3. To continue work on implementation of the main components of the effective strategy of the Company:

- design and production of new aircraft engines that are competitive at the world market as well as power plants based on them, science intensive industrial products and consumer goods for the purpose of increasing sales volume;

- constant improvement of all stages of life cycle of products being manufactured: design, production, sale, after-sale service and repair in order to satisfy needs of a customer fully;

- close control over the quality at all production stages in order to ensure correspondence of products to the higher world standards;

- build-up of innovative potential of the company aimed at modernization of its industrial and administrative systems;

- maintenance and elaboration of fruitful cooperation and mutually beneficial integration and cooperation communications with numerous partners that allow development of engine of the future;

- constant improvement of system for training of highly qualified personnel and staff education.

Voted: "For" 1,464,386 votes (shares)

"Against" 871 votes (shares)

"Abstain" 0 votes (shares)

"Didn't vote" 681 votes (shares)

Resolution carried by 99.89% of votes (shares).

4. Report of the Auditing Committee on the results of the Company's financial and economic activity in 2013.

Decided:

1. To approve the Report of the Auditing Committee on results of production, financial and economic activity of the Company for 2013.

2. To consider provision of systematic internal control as the main task of the Auditing Committee for 2014. The control shall be over the following:

- observance of the effective law of Ukraine and the Charter of the joint stock company;

- implementation of decisions made by the Board of Directors that concern the elimination of defects and violations revealed in the course of financial and economic activity of the Company;

- performance of activities aimed at increasing labour productivity by means of reduction in labour cost, improvement of management of production and administration, provision of timely performance of contracts;

- safety of material valuables and communal assets of the Company;

- generation and use of means gained in the result of industrial and financial activity of the joint stock company;

- correctness of calculation of profit that is intended for settling with shareholders according to shares;

- validity of data that are contained in the annual financial report records of the joint stock company.

Voted: "For" 1,465,257 votes (shares)

"Against" 0 votes (shares)

"Abstain" 0 votes (shares)

"Didn't vote" 681 votes (shares)

Resolution carried by 99.95% of votes (shares).

5. Actual use of specialized funds generated from profits, distribution of net profit at 2013 year-end, generation and distribution of profits according to the plan for 2014.

Decided:

1. To approve use of specialized funds generated from profits according to the joint stock company's activity for 2013 within the scope of actually incurred costs:

- fund of production development million; - UAH 191.6

- fund of social development million; - UAH 143.3

- fund of financial incentives million; - UAH 1.8

- other goals million. - UAH 8.4

2. To confirm reasonability of the Company's expenditures in 2013:

- for optimization of loan portfolio of the Company for repaying credits as per agreements – UAH 10.5 million;

- investments in technical re-equipment of the Company made for ensuring competitive capability of output products – UAH 562.6 million;

3. To direct the following sum toward dividend payment – UAH 24.9 million.

4. To direct the rest of available profit of 2013 toward replenishment of operating assets of the Company for execution of long-term contracts, increasing rates and salaries, ensuring stable work of the Company in the current financial conditions.

5. To approve planned value of expenditure of specialized funds (generated from profit) for 2014 in the following amount:

- fund of production development million; - UAH 194.4

- fund of social development million; - UAH 156.2

- fund of financial incentives million; - UAH 2.2

- other goals
million.

- UAH 12.0

6. Dividend rate shall be considered after summing up financial and production activity of the Company for 2014.

Voted: "For" 1,430,134 votes (shares)

"Against" 4,321 votes (shares)

"Abstain" 30,802 votes (shares)

"Didn't vote" 681 votes (shares)

Resolution carried by 97.56% of votes (shares).

6. Amendments and supplements to the Company Charter, organizational structure of MOTOR SICH JSC.

Decided:

1. The first paragraph of item 2.3.1 shall be worded as follows:

"2.3.1 Joint Stock Company includes:" hereinafter as written.

2. To complete item 2.3.1 with two new paragraphs:

"- Orsha Aircraft Repair and Overhaul Plant, location: 1, Zavodska Str., Bolbasovo U. S., Orsha district, Vitebsk region, the Republic of Belarus;

- Motor Sich Helicopters, location: 98, Kopionkina Str., Zaporizhzhia, 69068".

3. To complete the Charter with the new item:

"2.3.2 Enterprises indicated in item 2.3.1 of this Charter enter into the composition of the Company as detached subdivisions without the right of a legal entity, but with the right to open current or settlement accounts, and act under regulations concerning them."

Voted: "For" 1,464,100 votes (shares)

"Against" 1,157 votes (shares)

"Abstain" 0 votes (shares)

“Didn’t vote” 681 votes (shares)

Resolution carried by 99.87% of votes (shares).

Secretary of the Meeting

/signature/

R. O. Khristenko