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UNITED COMPANY RUSAL PLC
(Incorporated under the laws of Jersey with limited liability)
(Stock Code: 486)

CONTINUING CONNECTED TRANSACTIONS

The Board is pleased to announce that RUSAL Achinsk, as the supplier, and Achinsk Cement, as the buyer, entered into the 2011 Supply Contracts on 14 February 2011 (Moscow time).

THE AGGREGATION APPROACH

Pursuant to Rule 14A.25 of the Listing Rules, the continuing connected transactions contemplated under each of the 2011 Supply Contracts and the Energy Resources Supply Contract should be aggregated. This is on the basis that these contracts were each entered into by RUSAL Achinsk with Achinsk Cement and the subject matter of each contract relates to the supply of raw materials by RUSAL Achinsk to Achinsk Cement.

The amounts payable under each of the 2011 Supply Contracts (other than the Coal Supply Contract) and the Energy Resources Supply Contract for the year ending 31 December 2011 are individually de minimus. When the amounts payable under the 2011 Supply Contracts and the Energy Resources Supply Contract for the year ending 31 December 2011 are aggregated, the annual aggregate transaction amount payable for the year ending 31 December 2011 is estimated to be up to USD 25.61 million.

LISTING RULES IMPLICATIONS

Mr. Deripaska is indirectly beneficially interested in more than 30% of Achinsk Cement. Achinsk Cement is therefore an associate of Mr. Deripaska, the chief executive officer and the executive Director of the Company. On this basis, Achinsk Cement is a connected person of the Company under the Listing Rules.

Accordingly, the transactions contemplated in the 2011 Supply Contracts and the Energy Resources Supply Contract constitute continuing connected transactions for the Company.

As the annual aggregate value for the year ending 31 December 2011 of the continuing connected transactions under the 2011 Supply Contracts and the Energy Resources Supply Contract is expected to be more than 0.1% but less than 5% under all the applicable percentage ratios including the assets ratio, revenue ratio and consideration ratio, pursuant to Rule 14A.34 of the Listing Rules, the transactions contemplated under the 2011 Supply Contracts and the Energy Resources Supply Contract are only subject to the reporting and announcement requirements set out in Rules 14A.45 to 14A.47, the annual review requirements set out in Rules 14A.37 to 14A.40 and the requirements set out in Rules 14A.35(1) and 14A.35(2) of the Listing Rules. They are exempt from the independent shareholders' approval requirements of Chapter 14A of the Listing Rules.

The Board is pleased to announce that RUSAL Achinsk, as the supplier, and Achinsk Cement, as the buyer, entered into the following contracts on 14 February 2011 (Moscow time):

- (a) a fuel oil supply contract pursuant to which RUSAL Achinsk agreed to sell and Achinsk Cement agreed to buy approximately 14,610.00 tonnes of fuel oil during 2011, for a total consideration of up to USD 5.98 million (including VAT) (the “**Fuel Oil Supply Contract**”);
- (b) a crushed limestone supply contract pursuant to which RUSAL Achinsk agreed to sell and Achinsk Cement agreed to buy approximately 700,600.00 tonnes of crushed limestone during 2011, for a total consideration of up to USD 4.03 million (including VAT) (the “**Crushed Limestone Supply Contract**”);
- (c) a nepheline mud supply contract pursuant to which RUSAL Achinsk agreed to sell and Achinsk Cement agreed to buy approximately 501,800.00 tonnes of nepheline mud during 2011, for a total consideration of up to USD 2.47 million (including VAT) (the “**Nepheline Mud Supply Contract**”);
- (d) an overburden clay supply contract pursuant to which RUSAL Achinsk agreed to sell and Achinsk Cement agreed to buy approximately 56,587.00 tonnes of overburden clay during 2011, for a total consideration of up to USD 0.10 million (including VAT) (the “**Overburden Clay Supply Contract**”);

- (e) a diesel fuel supply contract pursuant to which RUSAL Achinsk agreed to sell and Achinsk Cement agreed to buy approximately 6.20 tonnes of diesel fuel in the year 2011, for a total consideration of up to USD 0.01 million (including VAT) (the “**Diesel Fuel Supply Contract**”);
- (f) a coal supply contract pursuant to which RUSAL Achinsk agreed to sell and Achinsk Cement agreed to buy approximately 143,420.00 tonnes of coal in the year 2011, for a total consideration of up to USD 9.47 million (including VAT) (the “**Coal Supply Contract**”); and
- (g) a pulverised coal supply contract pursuant to which RUSAL Achinsk agreed to sell and Achinsk Cement agreed to buy approximately 33,454.00 tonnes of pulverised coal during 2011, for a total consideration of up to USD 2.41 million (including VAT) (the “**Pulverised Coal Supply Contract**”).

The contracts discussed above are collectively referred to as the “**2011 Supply Contracts**”.

The key terms of the 2011 Supply Contracts are set out below:

	Fuel Oil Supply Contract
Date:	14 February 2011
Contracting Parties:	(1) RUSAL Achinsk, as the seller (2) Achinsk Cement, a connected person of the Company, as the buyer
Duration:	2011
Amount of fuel oil to be supplied:	14,610.00 tonnes
Amount of Consideration:	up to USD 5.98 million subject to any applicable cross-currency exchange rate adjustments
Terms of Delivery:	Ex Works RUSAL Achinsk
Terms of Payment:	100% of the consideration is required to be prepaid and is payable in cash via wire transfer.

	Crushed Limestone Supply Contract
Date:	14 February 2011
Contracting Parties:	(1) RUSAL Achinsk, as the seller (2) Achinsk Cement, a connected person of the Company, as the buyer
Duration:	2011
Amount of crushed limestone to be supplied:	700,600.00 tonnes
Amount of Consideration:	up to USD 4.03 million, subject to any applicable cross-currency exchange rate adjustments
Terms of Delivery:	Ex Works RUSAL Achinsk
Terms of Payment:	100% of the consideration is required to be prepaid and is payable in cash via wire transfer.

	Nepheline Mud Supply Contract
Date:	14 February 2011
Contracting Parties:	(1) RUSAL Achinsk, as the seller (2) Achinsk Cement, a connected person of the Company, as the buyer
Duration:	2011
Amount of nepheline mud to be supplied:	501,800.00 tonnes
Amount of Consideration:	up to USD 2.47 million, subject to any applicable cross-currency exchange rate adjustments
Terms of Delivery:	Ex Works RUSAL Achinsk
Terms of Payment:	100% of the consideration will be prepaid and is payable in cash via wire transfer.

	Overburden Clay Supply Contract
Date:	14 February 2011
Contracting Parties:	(1) RUSAL Achinsk, as the seller (2) Achinsk Cement, a connected person of the Company, as the buyer
Duration:	2011
Amount of overburden clay to be supplied:	56,587.00 tonnes
Amount of Consideration:	up to USD 0.10 million, subject to any applicable cross-currency exchange rate adjustments
Terms of Delivery:	Ex Works RUSAL Achinsk
Terms of Payment:	100% of the consideration will be prepaid and is payable in cash via wire transfer.

	Diesel Fuel Supply Contract
Date:	14 February 2011
Contracting Parties:	(1) RUSAL Achinsk, as the seller (2) Achinsk Cement, a connected person of the Company, as the buyer
Duration:	2011
Amount of diesel fuel to be supplied:	6.20 tonnes
Amount of Consideration:	up to USD 0.01 million, subject to any applicable cross-currency exchange rate adjustments
Terms of Delivery:	Ex Works RUSAL Achinsk
Terms of Payment:	100% of the consideration will be prepaid and is payable in cash via wire transfer.

	Coal Supply Contract
Date:	14 February 2011
Contracting Parties:	(1) RUSAL Achinsk, as the seller (2) Achinsk Cement, a connected person of the Company, as the buyer
Duration:	2011
Amount of coal to be supplied:	143,420.00 tonnes
Amount of Consideration:	up to USD 9.47 million, subject to any applicable cross-currency exchange rate adjustments
Terms of Delivery:	Ex Works RUSAL Achinsk
Terms of Payment:	100% of the consideration will be prepaid and is payable in cash via wire transfer.

	Pulverised Coal Supply Contract
Date:	14 February 2011
Contracting Parties:	(1) RUSAL Achinsk, as the seller (2) Achinsk Cement, a connected person of the Company, as the buyer
Duration:	2011
Amount of pulverised coal to be supplied:	33,454.00 tonnes
Amount of Consideration:	up to USD 2.41 million, subject to any applicable cross-currency exchange rate adjustments
Terms of Delivery:	Ex Works Achinsk
Terms of Payment:	100% of the consideration will be prepaid and is payable in cash via wire transfer.

There are ongoing supply arrangements relating to the supply of various raw materials by RUSAL Achinsk, as the supplier, to Achinsk Cement, as the buyer, from time to time. Accordingly, the Company may make supplementary announcements to comply with the Listing Rules once the information is available.

ENERGY RESOURCES SUPPLY CONTRACT

Reference is made to the description of the Energy Resources Supply Contract provided in the announcement of the Company dated 28 December 2010.

RUSAL Achinsk entered into a contract with Achinsk Cement on 17 July 2008, with an initial purchase order date of 28 July 2008¹ pursuant to which RUSAL Achinsk agreed to sell and Achinsk Cement agreed to buy process water, steam heat energy, heat energy transfer (steam), desalted water, compressed air, treated water, heat energy in hot water, heat energy transfer, drinking water and discharges from 17 July 2008 to 31 December 2010 (the “**Energy Resources Supply Contract**”). The amount of energy resources to be supplied by RUSAL Achinsk to Achinsk Cement each year is determined by Achinsk Cement on an annual basis and is notified by Achinsk Cement to RUSAL Achinsk in writing prior to the commencement of each year of supply in question. The Energy Resources Supply Contract was extended for a further year ending 31 December 2011. The aggregate amount of consideration payable by RUSAL Achinsk to Achinsk Cement under the Energy Resources Supply Contract for the year ending 31 December 2011 is up to USD 1.14 million. All of the consideration is required to be prepaid in cash via wire transfer.

THE AGGREGATION APPROACH

Pursuant to Rule 14A.25 of the Listing Rules, the continuing connected transactions contemplated under each of the 2011 Supply Contracts and the Energy Resources Supply Contract should be aggregated. This is on the basis that these contracts were each entered into by RUSAL Achinsk with Achinsk Cement and the subject matter of each contract relates to the supply of raw materials by RUSAL Achinsk to Achinsk Cement.

The amounts payable under each of the 2011 Supply Contracts (other than the Coal Supply Contract) and the Energy Resources Supply Contract for the year ending 31 December 2011 are individually de minimus. When the amounts payable under the 2011 Supply Contracts and the Energy Resources Supply Contract for the year ending 31 December 2011 are aggregated, the annual aggregate transaction amount payable for the year ending 31 December 2011 is estimated to be up to USD 25.61

¹ As disclosed in the announcement dated 28 December 2010.

million. This annual aggregate amount is estimated by the Directors based on Achinsk Cement's estimated demand for raw materials for 2011 and the estimated prices of raw materials (being production prices and prices at which RUSAL Achinsk is able to purchase them from third parties²).

REASONS FOR AND BENEFITS OF THE TRANSACTION

Reference is made to the announcement dated 28 December 2010 by the Company. In the year 2011 RUSAL Achinsk and Achinsk Cement have agreed to enter into agreements in the form of the 2011 Supply Agreements.

Entering into the 2011 Supply Contracts is a part of the Group's inventory management process which is a normal business activity. The Group plans to receive proceeds and net income under the 2011 Supply Contracts as part of other income.

The terms of each of the 2011 Supply Contracts have been negotiated on an arm's length basis between RUSAL Achinsk and Achinsk Cement and the transactions are entered into on normal commercial terms. The consideration payable under each of the 2011 Supply Contracts has been determined with reference to market price and on terms no less favourable than those prevailing in the Russian market for fuel oil, crushed limestone, nepheline mud, overburden clay, diesel fuel, coal and pulverised coal respectively, of the same type and quality as those offered by RUSAL Achinsk to independent third parties.

The Directors (including the independent non-executive Directors) consider that each of the 2011 Supply Contracts have been negotiated on an arm's length basis and on normal commercial terms (including the annual aggregate transaction value for the year ending 31 December 2011) which are fair and reasonable and the transactions contemplated under each of the 2011 Supply Contracts are in the ordinary and usual course of business of the Group and in the interests of the Company and its shareholders as a whole.

None of the Directors has a material interest in the transactions contemplated by the 2011 Supply Contracts save for Mr. Deripaska who is indirectly beneficially interested in more than 30% of Achinsk Cement. Accordingly, Mr. Deripaska abstained from voting on the board resolutions approving the 2011 Supply Contracts.

² The prices for raw materials sold under the Energy Resources Supply Contract are based on government regulated prices for such materials.

LISTING RULES IMPLICATIONS

Mr. Deripaska is indirectly beneficially interested in more than 30% of Achinsk Cement. Achinsk Cement is therefore an associate of Mr. Deripaska, the chief executive officer and the executive Director of the Company. On this basis, Achinsk Cement is a connected person of the Company under the Listing Rules.

Accordingly, the transactions contemplated in the 2011 Supply Contracts and the Energy Resources Supply Contract constitute continuing connected transactions for the Company.

As the annual aggregate value for the year ending 31 December 2011 of the continuing connected transactions under the 2011 Supply Contracts and the Energy Resources Supply Contract is expected to be more than 0.1% but less than 5% under all the applicable percentage ratios, including the assets ratio, revenue ratio and consideration ratio, pursuant to Rule 14A.34 of the Listing Rules, the transactions contemplated under the 2011 Supply Contracts and the Energy Resources Supply Contract are only subject to the reporting and announcement requirements set out in Rules 14A.45 to 14A.47, the annual review requirements set out in Rules 14A.37 to 14A.40 and the requirements set out in Rules 14A.35(1) and 14A.35(2) of the Listing Rules. They are exempt from the independent shareholders' approval requirements of Chapter 14A of the Listing Rules.

Details of the 2011 Supply Contracts and the Energy Resources Supply Contract will be included in the next annual report and accounts of the Company in accordance with Rule 14A.46 of the Listing Rules.

PRINCIPAL BUSINESS ACTIVITIES

The Company is mainly engaged in the production of aluminium and alumina. The Company's assets include bauxite and nepheline ore mines, alumina refineries, aluminium smelters, casthouse business for alloys production, aluminium foil mills and production of aluminium packaging materials as well as power-generating assets. Spread across 19 countries in 5 continents, the operations and offices of the Company employ over 75,000 people.

RUSAL Achinsk is an indirect wholly-owned subsidiary of the Company and is mainly engaged in the production of alumina.

Achinsk Cement is mainly engaged in the production of cement.

DEFINITIONS

In this announcement, the following expressions have the following meanings, unless the context otherwise requires:

“2011 Supply Contracts”	the Fuel Oil Supply Contract, Crushed Limestone Supply Contract, Nepheline Mud Supply Contract, Overburden Clay Supply Contract, Diesel Fuel Supply Contract, Coal Supply Contract and Pulverised Coal Supply Contract
“Achinsk Cement”	Achinsk Cement Limited Liability Company, a company incorporated in the Russian Federation, more than 30% of which is indirectly controlled by Mr. Deripaska and therefore an associate of Mr. Deripaska
“associate”	has the same meaning ascribed thereto under the Listing Rules
“Board”	the board of Directors of the Company
“Coal Supply Contract”	contract dated 14 February 2011, between RUSAL Achinsk as the supplier and Achinsk Cement as the buyer for the supply of coal in 2011, for the total consideration of up to USD 9.47 million
“Company”	United Company RUSAL Plc, a limited liability company incorporated in Jersey, the shares of which are listed on the main board of the Stock Exchange
“connected person”	has the same meaning ascribed thereto under the Listing Rules
“continuing connected transaction”	has the same meaning ascribed thereto under the Listing Rules
“Crushed Limestone Supply Contract”	contract dated 14 February 2011, between RUSAL Achinsk as the supplier and Achinsk Cement as the buyer for the supply of crushed limestone in 2011, for the total consideration of up to USD 4.03 million
“Diesel Fuel Supply Contract”	contract dated 14 February 2011, between RUSAL Achinsk as the supplier and Achinsk Cement as the buyer for the supply of diesel fuel in 2011, for the total consideration of up to USD 0.01 million

“Director(s)”	the director(s) of the Company
“Energy Resources Supply Contract”	contract dated 17 July 2008, between RUSAL Achinsk as the supplier and Achinsk Cement as the buyer for the supply of energy resources with key terms described on page 7 of this announcement
“Ex Works”	has the same meaning ascribed thereto in INCOTERMS 2000, developed by the International Chamber of Commerce in Paris
“Fuel Oil Supply Contract”	contract dated 14 February 2011, between RUSAL Achinsk as the supplier and Achinsk Cement as the buyer for the supply of fuel oil in 2011, for the total consideration of up to USD 5.98 million
“Group”	the Company and its subsidiaries
“Listing Rules”	The Rules Governing the Listing of Securities on the Hong Kong Stock Exchange
“Mr. Deripaska”	Mr. Oleg Deripaska, the chief executive officer of the Company and an executive Director
“Nepheline Mud Supply Contract”	contract dated 14 February 2011, between RUSAL Achinsk as the supplier and Achinsk Cement as the buyer for the supply of nepheline mud in 2011, for the total consideration of up to USD 2.47 million
“percentage ratios”	the percentage ratios under Rule 14.07 of the Listing Rules
“Pulverised Coal Supply Contract”	contract dated 14 February 2011, between RUSAL Achinsk as the supplier and Achinsk Cement as the buyer for the supply of pulverised coal in 2011, for the total consideration of up to USD 2.41 million
“Overburden Clay Supply Contract”	contract dated 14 February 2011, between RUSAL Achinsk as the supplier and Achinsk Cement as the buyer for the supply of overburden clay in 2011, for the total consideration of up to USD 0.10 million
“RUSAL Achinsk”	RUSAL Achinsk Open Joint-Stock Company, a company incorporated in Russia, an indirect wholly-owned subsidiary of the Company

“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“USD”	United States dollars, the lawful currency of the United States
“VAT”	value-added tax.

By Order of the Board of Directors of
United Company RUSAL Plc
Tatiana Soina
Director

15 February 2011

As at the date of this announcement, our executive directors are Mr. Oleg Deripaska, Mr. Vladislav Soloviev, Mr. Petr Sinshinov, Ms. Tatiana Soina, Mr. Alexander Livshits and Ms. Vera Kurochkina, our non-executive directors are Mr. Victor Vekselberg (Chairman), Mr. Dmitry Afanasiev, Mr. Len Blavatnik, Mr. Ivan Glasenberg, Mr. Alexander Popov, Mr. Dmitry Razumov, Mr. Anatoly Tikhonov and Mr. Artem Volynets, and our independent non-executive directors are Dr. Peter Nigel Kenny, Mr. Philip Lader, Mr. Barry Cheung Chun-Yuen and Ms. Elsie Leung Oi-sie.

All announcements and press releases published by the Company are available on its website under the links http://www.rusal.ru/en/stock_fillings.aspx and <http://www.rusal.ru/en/press-center.aspx>, respectively.