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

**EXCEEDING 2009 ANNUAL CAPS
FOR CONTINUING CONNECTED TRANSACTIONS**

Reference is made to certain continuing connected transactions relating to aluminium sales involving the Group set out in the Prospectus and the Annual Report. The Board announces that the Group has exceeded annual caps for the year ended 31 December 2009 for aluminium sales contracts with associates of SUAL Partners in relation to three continuing connected transactions and with associates of Mr Deripaska and EN+ in relation to four continuing connected transactions.

(a) **Aluminium sale contracts with associates of SUAL Partners**

1. **Aluminium sale contracts with OJSC KUMZ**

As part of the Group's ordinary course of business and pursuant to compulsory antimonopoly requirements to supply aluminium to Russian purchasers, members of the Group have entered into a long-term aluminium sale contract with, amongst others, OJSC KUMZ, which is a company owned by certain shareholders of SUAL Partners, who in aggregate have a controlling interest in SUAL Partners which is a substantial shareholder of the Company.

As set out on page 308 of the Prospectus, on 4 October 2007, open joint stock company UCR Trade, a wholly-owned subsidiary of the Company, entered into a supply contract for the supply of aluminium to OJSC KUMZ, for a period until December 2021. The price is set on arm's length terms, tied to the price of aluminium on the LME. Payment shall be made within 30 days from delivery and the consideration is satisfied in cash via wire transfer.

The actual monetary volume of aluminium supplied by the Group to OJSC KUMZ under this long-term supply contract for the year ended 31 December 2009 was US\$ 44.32 million, compared to the annual cap of US\$ 45 million previously disclosed in the Prospectus.

Recently, it has come to the Board's attention that, in fact, UCR Trade, a wholly-owned subsidiary of the Company, had entered into a series of spot contracts on 31 December 2009, 29 January 2010, 1 March 2010, 5 March 2010, 1 April 2010, 5 April 2010, 21 April 2010, 30 April 2010, 31 May 2010 and 21 July 2010 respectively, which did not have a material impact on the financial position or results of the Company during the financial year of 2010, supplemental to this long-term supply contract with OJSC KUMZ, whereby UCR Trade agreed to supply the aluminium produced by the Company's smelters to OJSC KUMZ with the range and list of products and its price being determined on a monthly basis. The monetary value of the aluminium supplied by the Group to OJSC KUMZ under such series of spot contracts for the year ended 31 December 2009 was US\$ 18.7 million. The price is set on arm's length terms, tied to the price of aluminium on the LME. There is a 100% prepayment by OJSC KUMZ and the consideration is satisfied in cash via wire transfer.

As a result, the actual monetary volume of aluminium supplied by the Group to OJSC KUMZ for the year ended 31 December 2009 was US\$ 63.02 million, rather than US\$ 44 million as stated in the Annual Report. On the basis that the long-term supply contract and the series of spot contracts supplemental to the long-term supply contract mentioned above were entered into by the Group with the same party, they should have been aggregated and the monetary value of aluminium supplied by the Group for the year ended 31 December 2009 pursuant to the long-term supply contract and the series of spot contracts with OJSC KUMZ thus exceeded the cap stated in the Prospectus by an amount of US\$ 18.02million.

2. *Aluminium sale contract with Zavod Demidovsky*

As part of the Group's ordinary course of business and pursuant to antimonopoly requirements to supply aluminium to Russian purchasers, members of the Group have entered into short-term aluminium sale contracts in Russia with, amongst others, Zavod Demidovsky. Zavod Demidovsky is 36% owned by SUAL Partners, a substantial shareholder of the Company. Therefore, Zavod Demidovsky is an associate of SUAL Partners and a connected person of the Company and the transactions contemplated under the short-term contract mentioned above between members of the Group and Zavod Demidovsky constitute continuing connected transactions for the Company under the Listing Rules.

On 3 July 2009, UCR Trade, a wholly-owned subsidiary of the Company, entered into a short-term sale contract with Zavod Demidovsky for the supply of aluminium to Zavod Demidovsky for a period until 31 December 2010 at arm's length with prices tied to the price of aluminium on the LME. Payment is made within 15 days from shipment and the consideration is satisfied in cash via wire transfer.

The actual monetary volume of aluminium supplied to Zavod Demidovsky under this aluminium sale contract for the year ended 31 December 2009 was US\$3.48 million.

3. Aluminium sale contract with Khimprom.

As part of the Group's ordinary course of business and pursuant to antimonopoly requirements to supply aluminium to Russian purchasers, members of the Group have entered into short-term aluminium sale contracts in Russia with, amongst others, Khimprom. Khimprom is 34% owned by SUAL Partners, a substantial shareholder of the Company. Therefore, Khimprom is an associate of SUAL Partners and a connected person of the Company and the transactions contemplated under short-term contract mentioned above between members of the Group and Khimprom constitute continuing connected transactions for the Company under the Listing Rules.

On 1 December 2009, OJSC SUAL, a wholly-owned subsidiary of the Company, entered into a short-term sale contract with Khimprom for the supply of aluminium for a period until 31 December 2010 at arm's length with prices tied to the price of aluminium on the LME. 100% prepayment by Khimprom is provided and the consideration is satisfied in cash via wire transfer.

The actual monetary volume of aluminium supplied to Khimprom under these aluminium sale contracts for the year ended 31 December 2009 was US\$0.03 million.

Aggregate amount of transactions with OJSC KUMZ, Zavod Demidovsky and Khimprom for the year ended 31 December 2009 and 2009 annual cap exceeded

In the course of reviewing its connected transactions procedures, it has come to the Board's attention that as OJSC KUMZ, Zavod Demidovsky and Khimprom are all associates of SUAL Partners, the Aluminium Sale Contracts with associates of SUAL Partners should have been aggregated and accordingly the actual monetary value of the aluminium supply amounted to US\$ 66.53 million for the year ended 31

December 2009. As a result, the annual cap (for the supply of aluminium to OJSC KUMZ) of US\$ 45 million as previously disclosed in the Annual Report and the Prospectus was exceeded after such aggregation by an amount of US\$ 21.53 million.

The failure by UC Rusal to identify these contracts was as a result of inadvertent error in properly identifying companies entering into connected transactions associated with SUAL Partners. UC Rusal is continuing to strengthen its monitoring and control on connected transactions and is continually reviewing its procedures to ensure timely reporting. UC Rusal will review the cap amounts for the year ending 31 December 2011 and is prepared to seek approval for any exceeded amounts from the independent shareholders of UC Rusal if required. UC Rusal will make further announcements and/or send shareholders' circulars (as appropriate) in this regard pursuant to the Listing Rules as and when appropriate.

(b) **Aluminium sales contracts with associates of Mr Deripaska**

1. **Aluminium supply contracts with DOZAKL**

As part of the Group's ordinary course of business and pursuant to antimonopoly requirements to supply aluminium to Russian purchasers, on 14 December 2006, UCR Trade, a wholly-owned subsidiary of the Company entered into a long-term aluminium supply contract with DOZAKL for the supply of aluminium to DOZAKL for a term of 15 years until 31 December 2021 in respect of delivery and settlement until complete performance of obligations by the parties to such contract. Pursuant to such contract, the Group will supply 1 620 tonnes per year (from 2007 to 2016) at prices set on arm's length terms, tied to the price of aluminium on the LME. Payment shall be made no later than 30 days from delivery and the consideration is satisfied by cash via wire transfer. The actual monetary value of aluminium supplied by the Group to DOZAKL under this long-term aluminium supply contract for the year ended 31 December 2009 was US\$ 5.1 million.

The parties may, at DOZAKL's request, no later than two calendar months in advance of the beginning of a new year of supplies, agree in writing a new annual volume of goods to be supplied subject to the variation not exceeding 10% of the original agreed volume. The volume of goods supplied from 2017 to 2021 will be further agreed by the parties.

Due to the request from DOZAKL for additional goods, exceeding the amounts specified in the contract dated 14 December 2006 mentioned above, UCR Trade and DOZAKL signed in 2009 and 2010 monthly addendums to the contract dated 14 December 2006 specifying the additional amount of aluminium to be supplied, its price list and the producer (consignor) of aluminium products.

As part of the Group's ordinary course of business, on 1 January 2008, RUSAL Foil, a wholly-owned subsidiary of the Company, entered into a supply contract with DOZAKL for the supply of aluminium tape to DOZAKL until 28 February 2009. On 14 February 2009, RUSAL Foil entered into another supply contract with DOZAKL for the supply of aluminium tape to DOZAKL until 28 February 2010. Pursuant to these contracts, the Group supplied aluminium at prices set on arm's length terms, tied to the price of aluminium on the LME. Payment has been made no later than 20 days from delivery and the consideration has been satisfied by cash via wire transfer. The actual monetary value of aluminium tape supplied by the Group to DOZAKL under these supply contracts for the year ended 31 December 2009 was US\$ 3.08 million.

It has come to the Board's attention that while there was significant disclosure in the Prospectus of the contractual arrangements between UC Rusal and associates of Mr. Deripaska, the aluminium supply contracts with DOZAKL were not disclosed in the Prospectus.

DOZAKL is 93.18% owned by EN+ which is ultimately controlled by Mr. Deripaska. DOZAKL is therefore an associate of EN+ and Mr. Deripaska and a connected person of the Company.

2. *Aluminium supply contract with Glavstroy-MOSMEK*

As part of the Group's ordinary course of business and pursuant to antimonopoly requirements to supply aluminium to Russian purchasers, on 6 February 2009, UCR Trade, a wholly-owned subsidiary of the Company, entered into a master agreement with Glavstroy-MOSMEK for the supply of aluminium products to Glavstroy-MOSMEK for a term until 31 December 2009 in respect of delivery and settlement until complete performance of obligations by the parties to such contract, with an option to extend. Pursuant to such contract, the amount of aluminium products to be supplied, their prices, assortment and producer (consignor) shall be determined on arm's length terms on a monthly basis. The agreement will be automatically extended for the next calendar year unless the parties declare their intention to terminate it and the extended term will include an automatic extension clause. The actual monetary value of aluminium supplied by the Group to Glavstroy-MOSMEK under such contract for the year ended 31 December 2009 was US\$4.36 million. 100% pre-payment shall be made by Glavstroy-MOSMEK and the consideration is satisfied in cash via wire transfer.

It has come to the Board's attention that while there was significant disclosure in the Prospectus of the contractual arrangements between UC Rusal and associates of EN+, the aluminium supply contract with Glavstroy-MOSMEK was not disclosed in the Prospectus.

Glavstroy-MOSMEK is indirectly controlled by Mr. Deripaska as to more than 30%. Glavstroy-MOSMEK is therefore an associate of Mr. Deripaska and a connected person of the Company.

3. *Aluminium supply contract with Barnaultransmash*

As part of the Group's ordinary course of business and pursuant to antimonopoly requirements to supply aluminium to Russian purchasers, on 28 January 2009, UCR Trade, a wholly-owned subsidiary of the Company, entered into an aluminium supply contract with Barnaultransmash for the supply of aluminium to Barnaultransmash for a term until 30 August 2009 in respect of delivery and settlement until complete performance of the obligations by the parties to such contract, with an option to extend. Pursuant to such contract, the amount of aluminium products to be supplied, their prices, assortment and producer (consignor) shall be determined on arm's length terms on a monthly basis. The agreement will be automatically extended for the next calendar year unless the parties declare their intention to terminate it and the extended term will not include an automatic extension clause. The actual monetary value of aluminium supplied by the Group to Barnaultransmash under such contract for the year ended 31 December 2009 was US\$0.63 million. 100% prepayment shall be made and the consideration is satisfied in cash via wire transfer.

It has come to the Board's attention that while there was significant disclosure in the Prospectus of the contractual arrangements between UC Rusal and associates of Mr. Deripaska, the aluminium supply contract with Barnaultransmash was not disclosed in the Prospectus.

Barnaultransmash is a subsidiary of Basic Element which is ultimately controlled by Mr. Deripaska. Barnaultransmash is therefore an associate of Mr. Deripaska and a connected person of the Company.

4. *Aluminium supply contract with Managing Company GAZ*

As part of the Group's ordinary course of business and pursuant to antimonopoly requirements to supply aluminium to Russian purchasers, on 18 December 2007, UCR Trade, a wholly-owned subsidiary of the Company, entered into an aluminium supply contract with Managing Company GAZ for the supply of aluminium to Managing Company GAZ. The amount of aluminium supplied is determined on arm's length terms on a monthly basis and the agreement has an automatic extension clause. It was not terminated as of 31 December 2009. The aluminium was not supplied under this contract from July 2009. The actual

monetary value of aluminium supplied by the Group to Managing Company GAZ under such contract for the year ended 31 December 2009 was US\$3.67 million. The consideration is satisfied in cash via wire transfer with the 100% prepayment.

It has come to the Board's attention that while there was significant disclosure in the Prospectus of the contractual arrangements between UC Rusal and associates of EN+, the aluminium supply contract with Managing Company GAZ was not disclosed in the Prospectus.

Managing Company GAZ is 80% owned by EN+ which is ultimately controlled by Mr. Deripaska. Managing Company GAZ is therefore an associate of EN+ and Mr. Deripaska and a connected person of the Company.

Aggregate amount of transactions with DOZAKL, Glavstroy-MOSMEK, Barnaultransmash and Managing Company GAZ for the year ended 31 December 2009 and 2009 annual cap exceeded

In the course of reviewing its connected transactions procedures, it has come to the Board's attention that as DOZAKL, Glavstroy-MOSMEK, Barnaultransmash and Managing Company GAZ are all associates of Mr. Deripaska and EN+, each of the Aluminium Sale Contracts with associates of Mr. Deripaska should have been aggregated and accordingly the actual monetary value of the aluminium supply amounted to US\$187.84 million for the year ended 31 December 2009. As a result, the annual cap (for the supply of aluminium to LLC Tradecom and LLC GAZ) of US\$ 125 million as previously disclosed in the Prospectus and updated in the announcement made by the Company on 23 April 2010 to US\$171 million was exceeded after such aggregation by a further amount of US\$16.84 million.

The failure by UC Rusal to identify these contracts was as a result of inadvertent error in properly identifying companies entering into connected transactions associated with Mr Deripaska and EN+. UC Rusal is continuing to strengthen its monitoring and control on connected transactions and is continually reviewing its procedures to ensure timely reporting. UC Rusal will review the cap amounts for the year ending 31 December 2011 and is prepared to seek the approval of any exceeded amounts from independent shareholders of UC Rusal if required. UC Rusal will make further announcements and/or send shareholders' circulars (as appropriate) in this regard pursuant to the Listing Rules as and when appropriate.

Reasons for entering into and benefits of the Aluminium Sale Contracts

The Company is principally 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.

Since sale of aluminium is one of the principal activities of the Group and that the transactions contemplated under the Aluminium Sale Contracts will bring in revenue, the Board considers that it is beneficial for the Group to enter into the Aluminium Sale Contracts.

The Board considers that it is common for industrial concerns to enter into long-term supply contracts for raw materials to ensure that production will not be interrupted. Given the Company's obligation to supply aluminium pursuant to compulsory antimonopoly requirements and that the price of the aluminium supplied under the Aluminium Sale Contracts are based on market price of aluminium, the Directors (including the independent non-executive Directors) are of the view that the Aluminium Sale Contracts are fair and reasonable, conducted under normal commercial terms, have been entered into in the usual and ordinary course of business of the Group and are in the interest of the Company and its Shareholders as a whole.

Terms of the Aluminium Sale Contracts

The Directors consider that the duration of these contracts is justified and necessary and that it is normal business practice for contracts of this type to be of such duration for the following reasons:

- it is common for industrial concerns to enter into long-term supply contracts for raw materials to ensure that production would not be interrupted; and
- the Aluminium Sale Contracts with duration of more than three years were entered into on 4 October 2007 and 15 December 2006 and it will be difficult for the Company to re-negotiate and amend the terms of such contracts.

None of the Directors has a material interest in the Continuing Connected Transactions save for:

- Mr. Vekselberg and Mr. Blavatnik who are indirectly interested in approximately 35.84% and 30.56% respectively in SUAL Partners as at the date of this announcement and are therefore indirectly interested in OJSC KUMZ, Zavod Demidovsky and Khimprom; and

- Mr. Deripaska who is the ultimate beneficial owner of more than 50% of EN+ and of Basic Element as at the date of this announcement and is therefore indirectly interested in Glavstroy-MOSMEK, DOZAKL, Barnaultransmash and Managing Company GAZ as at the date of this announcement.

Accordingly, Mr. Vekselberg, Mr. Blavatnik and Mr. Deripaska have abstained from voting on the board resolutions approving the relevant Continuing Connected Transactions.

Listing Rules Implications

SUAL Partners is interested in approximately 15.80% of the issued share capital of the Company as at the date of this announcement.

As SUAL Partners is a substantial shareholder of the Company, transactions between its associates, including OJSC KUMZ, Zavod Demidovsky and Khimprom and the Group constitute connected transactions for the Company under the Listing Rules.

As at the date of this announcement, Mr Deripaska, through his interest in EN+ was interested in approximately 47.41% of the issued share capital of the Company.

As Mr. Deripaska is a chief executive officer, an executive Director and the ultimate beneficial owner of more than 50% of the controlling shareholder of the Group, EN+, the transactions between the companies controlled by him and the Group constitute connected transactions for the Company under the Listing Rules. The companies controlled by Mr. Deripaska include DOZAKL, Glavstroy-MOSMEK, Barnaultransmash and Managing Company GAZ.

General

OJSC KUMZ is principally engaged in metallurgy.

Khimprom is principally engaged in producing chemicals.

Zavod Demidovsky is principally engaged in producing tableware.

DOZAKL is principally engaged in producing different metal products.

Glavstroy-MOSMEK is principally engaged in construction.

Barnaultransmash is principal engaged in machinery.

Managing Company GAZ is principally engaged in management.

Definitions

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

- “Aluminium Sale Contracts”
- (i) Aluminium Sale Contracts with associates of SUAL Partners; and
 - (ii) Aluminium Sale Contracts with associates of Mr. Deripaska
- “Aluminium Sale Contracts with associates of Mr. Deripaska”
- (i) Long-Term Supply Contract with LLC Tradecom;
 - (ii) the Framework Agreement with LLC GAZ;
 - (iii) the long-term aluminium supply contract dated 14 December 2006 entered into between UCR Trade and DOZAKL and the aluminium tape supply contracts dated 1 January 2008 and 14 February 2009 entered into between RUSAL Foil and DOZAKL;
 - (iv) the master agreement dated 6 February 2009 entered into between UCR Trade and Glavstroy-MOSMEK;
 - (v) the aluminium supply contract dated 28 January 2009 entered into between UCR Trade and Barnaultransmash; and
 - (vi) the aluminium supply contract dated 18 December 2007 entered into between UCR Trade and Managing Company GAZ.
- “Aluminium Sale Contracts with associates of SUAL Partners”
- (i) the long-term aluminium sale contract dated 4 October 2007 entered into between UCR Trade and OJSC KUMZ;
 - (ii) the series of spot contracts dated 31 December 2009, 29 January 2010, 1 March 2010, 5 March 2010, 1 April 2010, 5 April 2010, 21 April 2010, 30 April 2010, 31 May 2010 and 21 July 2010 respectively supplemental to the long-term aluminium sale contract mentioned in (i) above entered into between the same parties;

	(iii) the short-term aluminium sale contract dated 3 July 2009 entered into between UCR Trade and Zavod Demidovsky; and
	(iv) the short-term aluminium sale contracts dated 1 December 2009, entered into between OJSC SUAL and Khimprom.
“Associates”	has the meaning ascribed thereto in the Listing Rules
“Barnaultransmash”	Open Joint Stock Company “Holding Company Barnaultransmash”, a subsidiary of Basic Element
“Basic Element”	Basic Element Limited, a company ultimately controlled by Mr. Deripaska
“Board”	the board of Directors
“Company” or “UC Rusal”	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 persons”	has the meaning ascribed thereto in the Listing Rules
“Continuing Connected Transactions”	the continuing connected transactions contemplated under the Aluminium Sale Contracts
“Director(s)”	the director(s) of the Company
“DOZAKL”	Joint Stock Company “Dmitrov Aluminium Rolling Mill”, a company owned as to 93.18% by EN+
“EN+”	EN+ Group Limited, a company ultimately controlled by Mr. Deripaska, and the controlling shareholder of the Company
“Framework Agreement with LLC GAZ”	a framework agreement entered into between the Company and LLC GAZ dated 28 February 2009 in relation to the supply of aluminium until December 2010
“Glavstroy-MOSMEK”	Open Joint Stock Company “Glavstroy-MOSMEK”, a company indirectly controlled by Mr. Deripaska as to more than 30%
“Group”	UC Rusal and its subsidiaries

“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Khimprom”	Khimprom OJSC, a company which is 34% owned by SUAL Partners
“LME”	“London Metal Exchange”
“LLC GAZ”	LLC Torgovo-Zakupochnaya Kompaniya GAZ, a wholly-owned subsidiary of Basic Element and a company controlled by Mr. Deripaska
“LLC Tradecom”	LLC Tradecom, a wholly-owned subsidiary of EN+ and a company controlled by Mr. Deripaska
“Long Term Supply Contract with LLC Tradecom”	a long-term supply contract dated 14 December 2006 entered into between UCR Trade and LLC Tradecom for the supply of aluminium to LLC Tradecom for a period of fifteen years until December 2021
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange
“Managing Company GAZ”	LLC Managing Company of the GAZ Group, a company owned by EN+ as to 80% and a company controlled by Mr. Deripaska
“OJSC KUMZ”	Kamensk-Uralsky Metallurgical Works Joint-Stock Company, a company owned by certain shareholders of SUAL Partners who in aggregate have a controlling interest in Sual Partners
“Mr. Blavatnik”	Mr. Len Blavatnik, a non-executive Director
“Mr. Deripaska”	Mr. Oleg Deripaska, an executive Director and the chief executive officer of the Company and the ultimate beneficial owner of more than 50% of EN+ and of Basic Element
“Mr. Vekselberg”	Mr. Victor Vekselberg, a non-executive Director and the chairman of the Company
“Prospectus”	the prospectus of the Company dated 31 December 2009
“RUSAL Foil”	RUSAL Foil Limited Liability Company, a wholly-owned subsidiary of the Company
“Shareholder(s)”	holder(s) of Shares

“Share(s)”	ordinary share(s) with nominal value of US\$0.01 each in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“SUAL Partners”	SUAL Partners Limited, a substantial shareholder of the Company
“substantial shareholder”	has the meaning ascribed thereto in the Listing Rules
“UCR Trade”	Open Joint Stock Company United Company RUSAL-Trading House, a wholly-owned subsidiary of the Company
“US\$”	US dollars, the lawful currency of the United States
“Zavod Demidovsky”	Zavod Demidovsky CJSC, a company 36%-owned by SUAL Partners

By Order of the board of directors of
United Company RUSAL Plc
Tatiana Soina
Director

18 March 2011

As at the date of this announcement, the executive Directors are Mr. Oleg Deripaska, Mr. Vladislav Soloviev, Mr. Petr Sinshinov, Ms. Tatiana Soina, Mr. Alexander Livshits and Ms. Vera Kurochkina, the 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 the independent non-executive Directors are Dr. Peter Nigel Kenny, Mr. Philip Lader, Mr. Barry Cheung Chun-Yuen and Ms. Elsie Leung Oi-sie.

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