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## **UNITED COMPANY RUSAL PLC**

*(Incorporated under the laws of Jersey with limited liability)*

**(Stock Code: 486)**

### **CONTINUING CONNECTED TRANSACTIONS**

The Company announces that on or around 25 February 2012, the Company through its wholly-owned subsidiary, JSC “RUSAL Bratsk”, will enter into the Emission Reduction units (ERU) Sale Contract with En+ Magnesium Ltd, being an associate of En+, pursuant to which JSC “RUSAL Bratsk” agrees to sell and En+ Magnesium Ltd agrees to purchase ERUs.

#### **ERU SALE CONTRACT**

The Company announces that on or around 25 February 2012, the Company through its wholly-owned subsidiary, JSC “RUSAL Bratsk”, will enter into the ERU Sale Contract with En+ Magnesium Ltd, being an associate of En+, for a period of three years ending 31 December 2014 pursuant to which JSC “RUSAL Bratsk” agrees to sell and En+ Magnesium Ltd agrees to purchase approximately 0.9 million and 0.4 million of ERUs for the two years ending 31 December 2012 and 31 December 2013 respectively, at a consideration of approximately USD12 million and USD5 million for the two years ending 31 December 2012 and 31 December 2013 respectively. The consideration is paid by En+ Magnesium Ltd no later than forty calendar days from the date of invoice and is satisfied in cash via wire transfer. The expected termination date of the ERU Sale Contract is 31 December 2014. The amount of ERU to be transacted under the ERU Sale Contract for the year ending 31 December 2014 is to be determined by the parties on the date of signing the Emission Reduction units (ERU) Sale Contract with En+ Magnesium Ltd. The Company shall comply with the relevant Listing Rules requirements (including without limitation Chapter 14A) once the amount of ERU to be transacted under the ERU Sale Contract for the year ending 31 December 2014 and the consideration have been determined.

The annual aggregate amount for each of the two years ending 31 December 2012 and 31 December 2013 is estimated by Directors based on the maximum amount of consideration payable under the terms of the ERU Sale Contract.

## **REASONS FOR AND BENEFITS OF THE TRANSACTIONS**

The entry into the ERU Sale Contract is for the purpose of making additional profit from selling of ERUs generated by Joint Implementation Project “Reduction of Perfluorocarbons Emissions at JSC “RUSAL Bratsk” and is in the ordinary and usual course of business of the Group. The Company believes that the entry into the ERU Sale Contract with its connected persons is for the benefit of the Company as it can be assured of timely payment. The Company intends to invest the profit obtained in Environmental and Energy efficiency projects of JSC “RUSAL Bratsk”.

The terms of the ERU Sale Contract have been negotiated on arm’s length basis between JSC “RUSAL Bratsk” and En+ Magnesium Ltd, and the transactions are entered into on normal commercial terms. The consideration payable under the ERU Sale Contract has been arrived at with reference to market price and on terms no less favourable than those prevailing in the Russian market for ERU and those offered by members of the Group to independent third parties.

The Directors (including the independent non-executive Directors) consider that the ERU Sale Contract has been negotiated on an arm’s length basis and on normal commercial terms (including the consideration payable) which are fair and reasonable and the transactions contemplated thereunder 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 ERU Sale Contract save for Mr. Deripaska who is indirectly interested in more than 30% of the issued share capital of En+ Magnesium Ltd. Accordingly, Mr. Deripaska has abstained from voting on the Board resolutions approving the ERU Sale Contract.

## **LISTING RULES IMPLICATIONS**

En+ Magnesium Ltd is an indirect subsidiary of En+, and is therefore an associate of En+ which is a substantial shareholder of the Company. Accordingly, En+ Magnesium Ltd is a connected person of the Company under the Listing Rules and the transactions contemplated under the ERU Sale Contract constitute continuing connected transactions of the Company.

As the applicable percentage ratios (other than the profits ratio) for the ERU Sale Contract for the year ending 31 December 2012 is more than 0.1% but less than 5%, pursuant to Rule 14A.34 of the Listing Rules, the transactions contemplated under the ERU Sale 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 ERU Sale Contract will be included in the next annual report and accounts of the Company in accordance with Rule 14A.46 of the Listing Rules where appropriate.

## **PRINCIPAL BUSINESS ACTIVITIES**

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 72,000 people.

En+ Magnesium Ltd is principally engaged in investments.

## **DEFINITIONS**

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

“associate”	has the same meaning ascribed thereto under the Listing Rules
“Board”	the board of Directors of the Company
“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
“Director(s)”	the director(s) of the Company

“ERU”	emission reduction unit, which is a trading unit under the Kyoto Protocol representing a reduction of greenhouse gases under the Joint Implementation mechanism, where it represents one tonne of CO2 equivalent reduced
“ERU Sale Contract”	the contract expected to be dated on or around 25 February 2012 entered into between JSC “RUSAL Bratsk” and En+ Magnesium Ltd in relation to the sale of ERU of which the details are set out in the paragraph headed “ERU Sale Contract” of this announcement
“Group”	the Company and its subsidiaries
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange
“Mr. Deripaska”	Mr. Oleg Deripaska, the chief executive officer and an executive Director of the Company
“percentage ratios”	the percentage ratios under Rule 14.07 of the Listing Rules
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder”	has the same meaning ascribed thereto under the Listing Rules
“USD”	United States dollars, the lawful currency of the United States of America

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

20 December 2011

*As at the date of this announcement, our executive Directors are Mr. Oleg Deripaska, Mr. Vladislav Soloviev, 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. Dmitry Troshenkov, Mr. Dmitry Razumov, Mr. Anatoly Tikhonov, Mr. Artem Volynets and Mr. Petr Sinshinov, 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/investors/info.aspx> and <http://www.rusal.ru/en/press-center/press-releases.aspx>, respectively.*