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UNITED COMPANY RUSAL PLC

(Incorporated under the laws of Jersey with limited liability)

(Stock Code: 486)

CONTINUING CONNECTED TRANSACTIONS

Reference is made to the announcements of the Company dated 15 February 2011 and 12 September 2011 in relation to certain continuing connected transactions regarding the supply of raw materials by members of the Group to the associates of Mr. Deripaska.

The Company announces that certain members of the Group as sellers, will enter into certain raw materials supply contracts with the associates of Mr. Deripaska as buyers.

Reference is made to the announcements of the Company dated 15 February 2011 and 12 September 2011 in relation to certain continuing connected transactions regarding the supply of raw materials by members of the Group to the associates of Mr. Deripaska.

NEW 2011 RAW MATERIALS SUPPLY CONTRACTS

The Company announces that during December 2011, RUSAL Achinsk, an indirect wholly-owned subsidiary of the Company, as seller, will enter into the following raw materials supply contracts with Achinsk Cement LLC, an associate of Mr. Deripaska, as buyer, with particulars set out below (the “**New 2011 Raw Materials Supply Contracts**”):

Raw materials to be supplied	Consideration payable for the year ending 31 December 2011 (USD, million)	Delivery volume for the year ending 31 December 2011	Payment terms
Black coal	2.80	26,437 tonnes	100% pre-payment
Clay from overburden	0.03	20,297 tonnes	100% pre-payment
Crushed limestone	0.05	8,907 tonnes	100% pre-payment
Nepheline mud overburden	0.44	83,949 tonnes	100% pre-payment
Total consideration payable for the year ending 31 December 2011:	3.32		

The New 2011 Raw Materials Supply Contracts are scheduled to be terminated on 31 December 2011 and are renewable subject to agreement between the parties. Under each of the New 2011 Raw Materials Supply Contracts, the consideration is to be satisfied in cash via wire transfer.

2012 RAW MATERIALS SUPPLY CONTRACTS

The Company announces that certain members of the Group (namely RUSAL TH, SUAL-Kremniy-Ural LLC, RUSAL Sayanogorsk Aluminium Smelter, RUSAL Bratsk Aluminium Smelter, RUSAL Krasnoyarsk Aluminium Smelter and RUSAL Achinsk) as sellers, will enter into the following raw materials supply contracts with particulars set out below (the “**2012 Raw Materials Supply Contracts**”):

Expected date of contract	Buyer (an associate of Mr. Deripaska)	Raw materials to be supplied	Consideration payable for the year ending 31 December 2012 (USD, million)	Delivery volume for the year ending 31 December 2012	Duration and extension clause	Payment terms
On or around 1 January 2012	LLC “Autocomponent - Group GAZ”	Silicon	0.72	240 tonnes	Until 31 December 2012 (Note 1)	100% pre-payment
By 31 December 2011	LLC KraMZ	Silicon	1.50	500 tonnes	Until 31 December 2012 (Note 1)	100% pre-payment
By 31 December 2011	OAo Barnaultransmash	Silicon	0.03	10 tonnes	Until 31 December 2012 (Note 1)	100% pre-payment
By 31 December 2011	JSC “BaselCement-Pikalevo”	Granules of high purity aluminum	0.44	60 tonnes	Until 31 December 2012 (Note 2)	100% pre-payment

Expected date of contract	Buyer (an associate of Mr. Deripaska)	Raw materials to be supplied	Consideration payable for the year ending 31 December 2012 (USD, million)	Delivery volume for the year ending 31 December 2012	Duration and extension clause	Payment terms
By 31 December 2011	“Glavstroj Ust-Labinsk” Ltd.	Aluminium paste	0.77	140 tonnes	Until 31 December 2012	100% pre-payment
On or around 1 January 2012	KraMZ-Auto Limited Liability Company	Fuel and lubricants	1.17	1,103 tonnes	Until 31 December 2012	Payment upon delivery within ten business days from the date of the pro-forma invoice
On or around 1 January 2012	KraMZ-Auto Limited Liability Company	Commodities and materials (petroleum, diesel fuel, oils, lubricants)	0.61	1,062 tonnes	Until 31 December 2012	Upon delivery within 10 business days, or by means of set off, if there are any counter-obligations
On or around 1 January 2012	KraMZ-Auto Limited Liability Company	Fuel and lubricants	1.86	Diesel fuel — 1,362 tonnes Petroleum — 257 tonnes Other fuel and lubricants, including motor oil, hydraulic oil, cooling fluid, solid oil, lithol — 33.5 tonnes	Until 31 December 2012	Monthly, before the 10th day of the month following the reporting month on the basis of the issued pro-forma invoice
On or around 1 January 2012	Stroyservice Limited Liability Company	Lumber, construction materials, fuel and lubricants	4.87	Fuel and lubricants — 180 tonnes Lumber, construction materials — 27,184 meter ³	Until 31 December 2012	Payment upon delivery within ten business days from the date of the pro-forma invoice
On or around 1 January 2012	Irkutskenergoremont Closed Joint-Stock Company	Commodities and materials (petroleum, diesel fuel, oils, lubricants)	0.031	31.74 tonnes	Until 31 December 2012	Upon delivery within 10 business days, or by means of set off, if there are any counter-obligations
By 31 December 2011	Achinsk Cement LLC	Fuel oil	2.73	6,000 tonnes	Until 31 December 2012 (Note 2)	100% pre-payment
By 31 December 2011	Achinsk Cement LLC	Diesel fuel	0.01	6.20 tonnes	Until 31 December 2012 (Note 2)	100% pre-payment
By 31 December 2011	Achinsk Cement LLC	Coal	21.80	255,600 tonnes	Until 31 December 2012 (Note 2)	100% pre-payment
By 31 December 2011	KraMZ-Auto Limited Liability Company	Diesel fuel	0.11	120 tonnes	Until 31 December 2012 (Note 2)	100% pre-payment

Expected date of contract	Buyer (an associate of Mr. Deripaska)	Raw materials to be supplied	Consideration payable for the year ending 31 December 2012 (USD, million)	Delivery volume for the year ending 31 December 2012	Duration and extension clause	Payment terms
On or around 1 January 2012	Achinsk Cement LLC	Clay from overburden	0.15	104,008 tonnes	Until 31 December 2012 (Note 2)	100% pre-payment
By 31 December 2011	Achinsk Cement LLC	Crushed limestone	5.20	914,924 tonnes	Until 31 December 2012 (Note 2)	100% pre-payment
By 31 December 2011	Achinsk Cement LLC	Nepheline mud	4.04	655,314 tonnes	Until 31 December 2012 (Note 2)	100% pre-payment
By 31 December 2011	Achinsk Cement LLC	Pulverised coal fuel slime	5.09	63,720 tonnes	Until 31 December 2012 (Note 2)	100% pre-payment
Total consideration payable for the year ending 31 December 2012:			51.131			

Notes:

1. The contract will be extended automatically upon expiry but either party can choose not to renew the contract without prior consent of the other party 20 days before the end of contract.
2. Renewable upon the agreement of both parties.

For each of the contracts set out above, the consideration is to be satisfied in cash via wire transfer.

THE AGGREGATION APPROACH

Pursuant to Rule 14A.25 of the Listing Rules, the consideration payable under the New 2011 Raw Materials Supply Contracts is required to be aggregated with the consideration payable under the Previously Disclosed Raw Materials Supply Contracts since these contracts were entered into by members of the Group with Mr. Deripaska's associates and the subject matter of each contract relates to supply of raw materials by the Group to Mr. Deripaska's associates.

The annual aggregate transaction amount payable under the New 2011 Raw Materials Supply Contracts and the Previously Disclosed Raw Materials Supply Contracts is estimated to be approximately USD38.82 million for the year ending 31 December 2011.

Pursuant to Rule 14A.25 of the Listing Rules, the consideration payable under the 2012 Raw Materials Supply Contracts is required to be aggregated with the consideration payable under the Soda Ash Supply Contract since these contracts were entered into by members of the Group with Mr. Deripaska's associates and the subject matter of each contract relates to supply of raw materials by the Group to Mr. Deripaska's associates.

The annual aggregate transaction amount payable under the 2012 Raw Materials Supply Contracts and the Soda Ash Supply Contract is estimated to be approximately USD61 million for the year ending 31 December 2012.

The consideration payable under the New 2011 Raw Materials Supply Contracts and the 2012 Raw Materials Supply Contracts has been arrived at by reference to the prevailing market price and on terms no less favourable than those prevailing in the Russian market for raw materials of the same type and quality and those offered by members of the Group to independent third parties customers. This annual aggregate amount is estimated by Directors based on the maximum amount of consideration paid/payable under the terms of the New 2011 Raw Materials Supply Contracts, the 2012 Raw Materials Supply Contracts and the Previously Disclosed Raw Materials Supply Contracts.

REASONS FOR AND BENEFITS OF THE TRANSACTIONS

The entry into the New 2011 Raw Materials Supply Contracts and the 2012 Raw Materials Supply Contracts is part of the Group's inventory management process. The first five contracts as listed in the table under the paragraph headed "2012 Raw Materials Supply Contracts" above is also entered into in order to comply with the requirements of the Federal Antimonopoly Service. As the Federal Antimonopoly Service instructs, the Group is required to supply the raw materials to local consumers subject to existing capacities. The entry into the New 2011 Raw Materials Supply Contracts and the 2012 Raw Materials Supply Contracts is in the ordinary and usual course of business of the Group. The Company believes that the entry into the New 2011 Raw Materials Supply Contracts and the 2012 Raw Materials Supply Contracts with its connected persons is for the benefit of the Company as the Group is assured of payment on a timely basis and there are no financial risks.

The terms of the New 2011 Raw Materials Supply Contracts and the 2012 Raw Materials Supply Contracts have been negotiated on arm's length basis between members of the Group and Mr. Deripaska's associates, and the transactions are entered into on normal commercial terms. The consideration payable under the New 2011 Raw Materials Supply Contracts and the 2012 Raw Materials Supply Contracts

has been arrived at by reference to market price and on terms no less favourable than those prevailing in the Russian market for raw materials of the same type and quality and those offered by members of the Group to independent third parties customers.

The Directors (including the independent non-executive Directors) consider that the New 2011 Raw Materials Supply Contracts and the 2012 Raw Materials Supply Contracts 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 New 2011 Raw Materials Supply Contracts and the 2012 Raw Materials Supply Contracts save for Mr. Deripaska who is indirectly interested in more than 30% of the issued share capital of each of the Associates of Mr. Deripaska. Accordingly, Mr. Deripaska has abstained from voting on the Board resolutions approving the New 2011 Raw Materials Supply Contracts and the 2012 Raw Materials Supply Contracts.

LISTING RULES IMPLICATIONS

Mr. Deripaska is indirectly beneficially interested in more than 30% of each of the Associates of Mr. Deripaska. Therefore, each of the Associates of Mr. Deripaska is an associate of Mr. Deripaska, the chief executive officer and the executive Director of the Company. Accordingly, each of the Associates of Mr. Deripaska is a connected person of the Company under the Listing Rules.

Accordingly, the transactions contemplated in the New 2011 Raw Materials Supply Contracts and the 2012 Raw Materials Supply Contracts constitute continuing connected transactions of the Company.

As the applicable percentage ratios (other than the profits ratio) for the New 2011 Raw Materials Supply Contracts, the 2012 Raw Materials Supply Contracts and the Previously Disclosed Raw Materials Supply Contracts for the two years ending 31 December 2011 and 31 December 2012 are more than 0.1% but less than 5%, pursuant to Rule 14A.34 of the Listing Rules, the transactions contemplated under the New 2011 Raw Materials Supply Contracts, the 2012 Raw Materials Supply Contracts and the Previously Disclosed Raw Materials Supply Contracts 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 New 2011 Raw Materials Supply Contracts and the 2012 Raw Materials Supply Contracts and the Previously Disclosed Raw Materials Supply Contracts 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.

LLC "Autocomponent - Group GAZ" is principally engaged in the motor-car industry.

LLC KraMZ is principally engaged in aluminium alloys production.

OAO Barnaultransmash is principally engaged in alloys and car parts (units).

JSC "BaselCement-Pikalevo" is principally engaged in the production of alumina.

"Glavstroi Ust-Labinsk" Ltd. is principally engaged in construction.

KraMZ-Auto Limited Liability Company is principally engaged in the provision of transportation services.

Stroyservice Limited Liability Company is principally engaged in the provision of transportation services and construction materials .

Irkutskenergoremont Closed Joint-Stock Company is principally engaged in the provision of repair services.

Achinsk Cement LLC is principally engaged in the production of cement.

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

“Associates of Mr. Deripaska”	LLC “Autocomponent - Group GAZ”, LLC KraMZ, OAO Barnaultransmash, JSC “BaselCement-Pikalevo”, “Glavstroi Ust-Labinsk” Ltd., KraMZ-Auto Limited Liability Company, Stroyservice Limited Liability Company, Irkutskenergoremont Closed Joint-Stock Company and Achinsk Cement LLC
“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
“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
“Previously Disclosed Raw Materials Supply Contracts”	(i) the 2011 Supply Contracts (as defined in the Company’s announcement dated 15 February 2011); (ii) the Energy Resources Supply Contract (as defined in the Company’s announcement dated 15 February 2011); (iii) the Soda Ash Supply Contract; and (iv) the Silicon Supply Purchase Orders (as defined in the Company’s announcement dated 12 September 2011)
“RUSAL Achinsk”	RUSAL Achinsk Open Joint-Stock Company, a company incorporated in Russia, an indirect wholly-owned subsidiary of the Company

“RUSAL TH”	Open Joint Stock Company “United Company RUSAL Trading House”, a company incorporated in the Russian Federation and an indirect wholly-owned subsidiary of the Company
“Soda Ash Supply Contract”	has the same meaning as defined in the Company’s announcement dated 12 September 2011
“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.