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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 12 September 2011 and 20 December 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, on 12 April 2012, RUSAL TH, an indirect wholly-owned subsidiary of the Company, as seller, entered into the Sale of Soda Ash Contract with Open Joint-Stock Company “Khakasskiy Bentonit”, an associate of Mr. Deripaska, as buyer.

Reference is made to the announcements of the Company dated 12 September 2011 and 20 December 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.

**SALE OF SODA ASH CONTRACT**

The Company announces that, on 12 April 2012, RUSAL TH, an indirect wholly-owned subsidiary of the Company, as seller, entered into the Sale of Soda Ash Contract with Open Joint-Stock Company “Khakasskiy Bentonit”, an associate of Mr. Deripaska, as buyer (the “**Sale of Soda Ash Contract**”), with particulars set out below:

**Date of contract:** 12 April 2012

**Contracting parties:** (i) RUSAL TH, as seller  
(ii) Open Joint-Stock Company “Khakasskiy Bentonit”, as buyer

<b>Scheduled termination date:</b>	28 February 2013
<b>Estimated amount of soda ash to be supplied for the year ending 31 December 2012:</b>	Up to 2,700 tons
<b>Estimated consideration payable for the year ending 31 December 2012:</b>	up to USD960,000 (net of VAT)
<b>Payment terms:</b>	The consideration is to be satisfied in cash via wire transfer within 15 calendar days from the date of shipment.

### **THE AGGREGATION APPROACH**

Pursuant to Rule 14A.25 of the Listing Rules, the consideration payable under the Sale of Soda Ash Contract 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 Sale of Soda Ash Contract and the Previously Disclosed Raw Materials Supply Contracts is estimated to be approximately USD62 million for the year ending 31 December 2012.

The consideration payable under the Sale of Soda Ash Contract 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 Sale of Soda Ash Contract and the Previously Disclosed Raw Materials Supply Contracts.

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

The entry into the Sale of Soda Ash Contract is part of the Group's inventory management process and is in the ordinary and usual course of business of the Group.

The terms of the Sale of Soda Ash Contract have been negotiated on arm's length basis between RUSAL TH and Open Joint-Stock Company "Khakasskiy Bentonit", and the transactions are entered into on normal commercial terms. The consideration payable under the Sale of Soda Ash Contract 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 Sale of Soda Ash 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 Sale of Soda Ash Contract save for Mr. Deripaska who is indirectly interested in more than 30% of the issued share capital of Open Joint-Stock Company "Khakasskiy Bentonit". Accordingly, Mr. Deripaska did not vote on the Board resolutions approving the Sale of Soda Ash Contract.

### **LISTING RULES IMPLICATIONS**

Mr. Deripaska is indirectly beneficially interested in more than 30% of Open Joint-Stock Company "Khakasskiy Bentonit". Therefore, Open Joint-Stock Company "Khakasskiy Bentonit" is an associate of Mr. Deripaska, the chief executive officer and the executive Director of the Company. Accordingly, Open Joint-Stock Company "Khakasskiy Bentonit" is a connected person of the Company under the Listing Rules.

Accordingly, the transactions contemplated in the Sale of Soda Ash Contract constitute continuing connected transactions of the Company.

As the applicable percentage ratios (other than the profits ratio) for the Sale of Soda Ash Contract and the Previously Disclosed Raw Materials Supply Contracts for the year ending 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 Sale of Soda Ash Contract 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 Sale of Soda Ash Contract 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.

Open Joint-Stock Company “Khakasskiy Bentonit” is principally engaged in bentonitic clay production.

## **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
“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 2012 Raw Materials Supply Contracts (as defined in the Company’s announcement dated 20 December 2011); and (ii) the Soda Ash Supply Contract (as defined in the Company’s announcement dated 12 September 2011)

“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
“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**  
**Vladislav Soloviev**  
*Director*

13 April 2012

*As at the date of this announcement, our executive directors are Mr. Oleg Deripaska, Mr. Vladislav Soloviev, Mr. Alexander Livshits, Ms. Vera Kurochkina, Mr. Petr Sinshinov and Mr. Maxim Sokov, our non-executive directors are Mr. Maksim Goldman, Mr. Dmitry Afanasiev, Mr. Len Blavatnik, Mr. Ivan Glasenberg, Mr. Dmitry Razumov, Mr. Anatoly Tikhonov, Mr. Artem Volynets and Mr. Dmitry Troshenkov, and our independent non-executive directors are Dr. Peter Nigel Kenny, Mr. Philip Lader, Mr. Barry Cheung Chun-yuen (Chairman) 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.*