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## **UNITED COMPANY RUSAL PLC**

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

**(Stock Code: 486)**

### **CONTINUING CONNECTED TRANSACTION**

Reference is made to the announcement of the Company dated 13 February 2012 in relation to certain raw materials supply agreements which constitute continuing connected transactions of the Company.

The Company is pleased to announce that on 30 July 2012, RUS-Engineering, as the buyer, and Energoprom Management, as the supplier, entered into the Addendum.

Reference is made to the announcement of the Company dated 13 February 2012 in relation to certain raw materials supply agreements which constitute continuing connected transactions of the Company.

### **THE ADDENDUM TO THE RUS-ENGINEERING CARBON PASTES AND CATHODE BLOCKS SUPPLY AGREEMENTS**

The Company is pleased to announce that on 30 July 2012, RUS-Engineering, as the buyer, and Energoprom Management, as the supplier, entered into the addendum to the RUS-Engineering Carbon Pastes and Cathode Blocks Supply Agreements (the “**Addendum**”) pursuant to which RUS-Engineering agreed to buy and Energoprom Management agreed to sell approximately 1,050 tonnes of cathode blocks for the year ending 31 December 2012, for a total consideration of up to approximately USD1.5 million.

Under the Addendum, the consideration is to be satisfied in cash via wire transfer within 20 days after the date of supply.

## **THE AGGREGATION APPROACH**

Pursuant to Rule 14A.25 of the Listing Rules, the continuing connected transactions contemplated under the Addendum should be aggregated with the continuing connected transactions under the Previously Disclosed Raw Materials Supply Agreements, as they were entered into by the Group with the associate of the same connected persons and the subject matter of each of the agreements relates to the purchase of raw materials by members of the Group for the purposes of the Group's repair programme.

## **THE ANNUAL AGGREGATE TRANSACTION AMOUNT**

Based on the terms of the Addendum and the Previously Disclosed Raw Materials Supply Agreements, the annual aggregate transaction amount that is payable by members of the Group to Energoprom Management for the financial year ending 31 December 2012 is estimated to be approximately USD14 million.

This annual aggregate transaction amount is estimated by Directors based on the amount of cathode blocks to be supplied and their contract price, and also the relevant historical figures for the year ended 31 December 2011.

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

The transactions contemplated under the Addendum are entered into for the purposes of repairing the pots for the aluminium smelters as part of the pot repair programme. The Company considers that the transactions contemplated under the Addendum are for the benefit of the Company, as Energoprom Management offered the supply of cathode blocks to the Group at costs more favourable than the prevailing market rate based on tender.

The consideration payable under the Addendum has been determined with reference to the market price and on terms no less favourable than those prevailing in the Russian market for cathode blocks respectively of the same type and quality as those offered by Energoprom Management to independent third parties.

The Directors (including the independent non-executive Directors) consider that the Addendum has been entered into on normal commercial terms which are fair and reasonable and the transactions contemplated under the Addendum 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 Addendum save for Mr. Blavatnik who is indirectly interested in more than 30% of Energoprom Management.

Accordingly, Mr. Blavatnik did not vote at the board meeting at which the board resolution to approve the Addendum was considered.

## **LISTING RULES IMPLICATIONS**

Each of Mr. Vekselberg and Mr. Blavatnik indirectly holds more than 30% of the issued share capital of Energoprom Management. Energoprom Management is therefore an associate of each of Mr. Vekselberg (who was a non-executive Director of the Company until his resignation with effect from 16 March 2012) and Mr. Blavatnik (who is a Director). On this basis, Energoprom Management is an associate of each of Mr. Vekselberg and Mr. Blavatnik and hence a connected person of the Company under the Listing Rules.

Accordingly, the transactions contemplated under the Addendum constituted continuing connected transactions of the Company.

The estimated annual aggregate transaction amount for the financial year ending 31 December 2012 under the Addendum and the Previously Disclosed Raw Materials Supply Agreements is more than 0.1% but less than 5% under the applicable percentage ratios. Accordingly, pursuant to Rule 14A.34 of the Listing Rules, the transactions contemplated under these agreements 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. These transactions are exempt from the independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

Details of the Addendum and the Previously Disclosed Raw Materials Supply Agreements 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 OF THE COMPANY AND ENERGOPROM MANAGEMENT**

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 five continents, the operations and offices of the Company employ more than 72,000 people.

Energoprom Management is principally engaged in manufacturing high-technology electrode and cathode products, the main consumers of which are producers of steel, aluminum, silicon and ferrous alloys.

## 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
“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
“Energoprom Management”	Energoprom Management CJSC or ZAO Energoprom Management, a company incorporated under the laws of the Russian Federation
“Group”	the Company and its subsidiaries
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange
“Mr. Blavatnik”	Mr. Len Blavatnik, a non-executive Director of the Company
“Mr. Vekselberg”	Mr. Victor Vekselberg, whose resignation as a non-executive director of the Company took effect on 16 March 2012
“percentage ratios”	the percentage ratios under Rule 14.07 of the Listing Rules

“Previously Disclosed Raw Materials Supply Agreements”	the 2012 Raw Materials Supply Agreements as defined and disclosed in the Company’s announcement dated 13 February 2012
“RUS-Engineering”	RUS-Engineering LLC, an indirect wholly-owned subsidiary of the Company
“RUS-Engineering Carbon Pastes and Cathode Blocks Supply Agreements”	have the same meaning as defined and disclosed in the Company’s announcement dated 13 February 2012
“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

By Order of the Board of Directors of  
**United Company RUSAL Plc**  
**Vladislav Soloviev**  
*Director*

31 July 2012

*As at the date of this announcement, the executive Directors are Mr. Oleg Deripaska, Ms. Vera Kurochkina, Mr. Petr Sinshinov, Mr. Maxim Sokov and Mr. Vladislav Soloviev, the non-executive Directors are Mr. Dmitry Afanasiev, Mr. Len Blavatnik, Mr. Ivan Glasenberg, Mr. Maksim Goldman, Ms. Gulzhan Moldazhanova, Mr. Dmitry Razumov, Mr. Artem Volynets, Mr. Dmitry Yudin , and the independent non-executive Directors are Mr. Barry Cheung Chun-yuen (Chairman), Dr. Peter Nigel Kenny, Mr. Philip Lader, Ms. Elsie Leung Oi-sie and Mr. Matthias Warnig.*

*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.*