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

**CHANGE OF DIRECTORS AND CHANGE OF COMPOSITION
OF THE AUDIT COMMITTEE**

The Board of the Company announces that due to other business commitments, Mr. Dmitry Razumov has tendered his resignation as a non-executive director of the Company and as a member of any committee of the Board (including the Audit Committee of the Company) with effect from 9 November 2012.

The Board is pleased to announce that Mr. Christophe Charlier has been appointed as a non-executive director of the Company and as a member of the Audit Committee, the Standing Committee and the Norilsk Nickel Investment Supervisory Committee of the Company with effect from 9 November 2012.

CHANGE OF DIRECTORS

The Board of Directors (the “**Board**”) of United Company RUSAL Plc (the “**Company**”) announces that due to other business commitments, Mr. Dmitry Razumov (“**Mr. Razumov**”) has tendered his resignation as a non-executive director of the Company and as a member of any committee of the Board (including the Audit Committee of the Company) with effect from 9 November 2012. Mr. Razumov confirms that he does not have any disagreement with the Board and that there is no other matter relating to his resignation which needs to be brought to the attention of the shareholders of the Company.

The Board would like to express its sincere gratitude to Mr. Razumov for his valuable contribution during his term of office with the Company.

Onexim Holdings Limited, a substantial shareholder of the Company, had proposed Mr. Christophe Charlier (“**Mr. Charlier**”) to be considered for nomination or recommendation as a non-executive director of the Company pursuant to article 23.4 of the articles of association of the Company (the “**Articles of Association**”). Onexim Holdings Limited also proposed Mr. Charlier to be considered for nomination or recommendation as a member of the Audit Committee, the Standing Committee and the Norilsk Nickel Investment Supervisory Committee of the Company. The Board is pleased to announce that Mr. Charlier has, accordingly, been appointed as a non-executive director of the Company and as a member of the Audit Committee, the Standing Committee and the Norilsk Nickel Investment Supervisory Committee of the Company with effect from 9 November 2012.

Particulars of Mr. Charlier are set out below:

Mr. Charlier, aged 40, joined Onexim Group Limited, a privately-held investment fund founded by Mr. Mikhail Prokhorov (the ultimate beneficial owner of Onexim Holdings Limited, a substantial shareholder of the Company), as Deputy CEO in September 2008. In this capacity, he currently serves on the Board of Directors of Renaissance Financial Holdings Limited, Renaissance Capital Investments Limited, Rusal Global Management BV, OJSC RBC, OJSC Quadra — Power Generation and Ukrainian Agrarian Investments S.A. and is Chairman of the Board of CJSC OptoGan. In this capacity, he also serves on the Advisory Committee of Renaissance Capital International Services Limited (Renaissance Credit) and the Representative Committee of Russian Forestry Products. In addition, Mr. Charlier was appointed as an alternate to Mr. Razumov for attending several board meetings of the Company from time to time in the past, and he has also served as an alternate director to Mr. Razumov in Polyus Gold International Limited since 2011.

Mr. Charlier is also the chairman of the Board of Directors of Brooklyn Basketball Holdings LLC (Brooklyn Nets, an NBA basketball team whose principal owner is Mr. Mikhail Prokhorov) and also serves as a member of the Board of Directors of Brooklyn Arena LLC (which owns the Barclays Center in Brooklyn, New York, of which Mr. Mikhail Prokhorov is a substantial owner).

In his personal capacity, Mr. Charlier also serves on the Board of Directors of Clean Wave Technologies Inc. and Ecometals Limited and is the Chairman of the Board of Directors of Pure Grass Films Ltd and Le Castle Sports and Entertainment LLC.

Prior to joining Onexim Group, Mr. Charlier was the Director of Strategic Development and M&A at OJSC MMC Norilsk Nickel from 2002 to 2004. From 2002 to 2004, he was also a member of the Board of Directors of OJSC MegaFon, the first trans-Russian GSM mobile operator. From 1998 to 2002, Mr. Charlier was a Vice President of LV Finance Ltd, a corporate finance and venture capital boutique in Moscow, and thereafter up to 2003 as the managing director of the same entity. Prior to that, Mr. Charlier worked in the Investment Banking Group of Renaissance Capital in Moscow and in the M&A Group of JP Morgan in New York. In 1994, Mr. Charlier graduated cum laude with a Bachelor of Science in Economics with a concentration in Finance from the Wharton School of Business and with a Bachelor of Arts in International Relations from the College of Arts & Sciences of the University of Pennsylvania.

Mr. Charlier will sign an appointment letter with the Company as a non-executive director with effect from 9 November 2012. The length of service of Mr. Charlier as a non-executive director will be determined in accordance with the Articles of Association. Mr. Charlier's appointment may be terminated by Mr. Charlier giving the Company one month's notice of termination and/or otherwise in accordance with the Articles of Association. As a non-executive director, Mr. Charlier will be entitled to a fixed director's fee of £120,000 per annum, which is determined by the Board with reference to the performance of the Company, his duties and responsibilities and the prevailing market conditions. Mr. Charlier will also be entitled to £10,000 per annum as a member of, and £15,000 per annum as chairman of, each Board committee to which he may be appointed.

As at the date of this announcement, Mr. Charlier was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, as at the date of this announcement, Mr. Charlier is independent from and not related to any other directors, senior management, substantial shareholders or controlling shareholders of the Company.

Save as disclosed above, Mr. Charlier has not held any directorship in any publicly listed companies in the last three years or any other position with the Company or its subsidiaries.

Save as disclosed above, there are no other matters relating to the appointment of Mr. Charlier that need to be brought to the attention of the shareholders of the Company and there is no other information which is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

The Board would like to welcome Mr. Charlier as a non-executive director of the Company and as a member of the Audit Committee, the Standing Committee and the Norilsk Nickel Investment Supervisory Committee of the Company.

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

12 November 2012

As at the date of this announcement, the executive Directors are Mr. Oleg Deripaska, Ms. Vera Kurochkina, 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. Christophe Charlier, Mr. Artem Volynets, Mr. Dmitry Yudin, Mr. Vadim Geraskin, and the independent non-executive Directors are Mr. Barry Cheung Chun-yuen, Dr. Peter Nigel Kenny, Mr. Philip Lader, Ms. Elsie Leung Oi-sie and Mr. Matthias Warnig (Chairman).

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.