

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



## **UNITED COMPANY RUSAL PLC**

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

**(Stock Code: 486)**

### **CONTINUING CONNECTED TRANSACTIONS SALE OF RAW MATERIALS**

Reference is made to the announcement of the Company dated 28 December 2012 in relation to certain continuing connected transactions regarding the supply of raw materials by members of the Group to the associates of Mr. Deripaska/En+.

The Company announces that on 15 January 2013, Open Joint Stock Company "RUSAL Achinsk", a member of the Group, as seller, has entered into a soda ash supply contract with LLC "Eniseyskiy CBK", an associate of Mr. Deripaska.

Reference is made to the announcement of the Company dated 28 December 2012 in relation to certain continuing connected transactions regarding the supply of raw materials by members of the Group to the associates of Mr. Deripaska/En+.

#### **SODA ASH SUPPLY CONTRACT**

The Company announces that on 15 January 2013, Open Joint Stock Company "RUSAL Achinsk" ("**RUSAL Achinsk**"), a member of the Group, as seller, has entered into a contract with LLC "Eniseyskiy CBK", an associate of Mr. Deripaska, as buyer, pursuant to which RUSAL Achinsk agreed to supply and LLC "Eniseyskiy CBK" agreed to purchase soda ash in the estimated volume of 9,360 tonnes at the consideration of approximately USD2.63 million for the financial year ending 31 December 2013 (the "**Soda Ash Supply Contract**"). The scheduled termination date of the Soda Ash Supply Contract is on 31 December 2013, which can be extended upon additional agreement between the parties. The consideration is to be paid in advance, and is to be satisfied in cash via wire transfer.

## **THE AGGREGATION APPROACH**

Pursuant to Rule 14A.25 of the Listing Rules, the continuing connected transactions under the Soda Ash Supply Contract and the Previously Disclosed 2013 Raw Materials Supply Contracts are required to be aggregated, as they were entered into by the Group with the associates of the same connected persons or with parties connected or otherwise associated with one another, and the subject matter of each of the contracts relates to the supply of raw materials by the Group.

The annual aggregate transaction amount payable under the Soda Ash Supply Contract and the Previously Disclosed 2013 Raw Materials Supply Contracts is estimated to be up to approximately USD13.72 million for the year ending 31 December 2013.

The annual aggregate amounts are estimated by Directors based on the maximum amount of consideration payable under the terms of the Soda Ash Supply Contract and the Previously Disclosed 2013 Raw Materials Supply Contracts.

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

The entry into of the Soda Ash Supply Contract is in the ordinary and usual course of business of the Group. The Company believes that the entry into of the Soda Ash Supply Contract with its connected persons is for the benefit of the Company as the Group is assured of payment on a timely basis.

The terms of the Soda Ash Supply Contract have been negotiated on arm's length basis between member of the Group and the associates of Mr. Deripaska, and the transactions are entered into on normal commercial terms. The consideration payable under the Soda Ash Supply 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.

The Directors (including the independent non-executive Directors) consider that the Soda Ash Supply Contract have been negotiated on an arm's length basis and on normal commercial terms 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 Soda Ash Supply Contract save for Mr. Deripaska who is indirectly interested in more than 30% of the issued share capital of LLC "Eniseyskiy CBK". Accordingly, Mr. Deripaska did not vote on the Board resolutions approving the Soda Ash Supply Contract.

## **LISTING RULES IMPLICATIONS**

LLC “Eniseyskiy CBK” is held indirectly by Mr. Deripaska, the chief executive officer of the Company and an executive Director, as to more than 30% of the issued share capital. LLC “Eniseyskiy CBK” is therefore an associate of Mr. Deripaska and is thus a connected person of the Company.

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

As the applicable percentage ratios (other than the profits ratio) for the Soda Ash Supply Contract and the Previously Disclosed 2013 Raw Materials Supply Contracts for the year ending 31 December 2013 are more than 0.1% but less than 5%, pursuant to Rule 14A.34 of the Listing Rules, the transactions contemplated under the Soda Ash Supply Contract and the Previously Disclosed 2013 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 Soda Ash Supply Contract and the Previously Disclosed 2013 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 “Eniseyskiy CBK” is principally engaged in the production of pasteboard paper.

## 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
“En+”	En+ Group Limited, a company incorporated in Jersey, a substantial shareholder 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 of the Company and an executive Director, who also indirectly holds more than 50% interests in En+, the controlling shareholder (as defined in the Listing Rules) of the Company
“percentage ratios”	the percentage ratios under Rule 14.07 of the Listing Rules
“Previously Disclosed 2013 Raw Materials Supply Contracts”	the raw materials supply contracts pursuant to which members of the Group were the sellers and the associates of Mr. Deripaska/En+ were the buyers in relation to the financial year ending 31 December 2013, as disclosed in the announcement of the Company dated 28 December 2012

“Stock Exchange”

The Stock Exchange of Hong Kong Limited

“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*

16 January 2013

*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.*