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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, among other things, certain sale of raw materials agreements between members of the Group and the associates of SUAL Partners, Mr. Vekselberg and Mr. Blavatnik.

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KHIMPROM SALE OF SILICON AGREEMENT

On 25 January 2013, RUSAL TH, a subsidiary of the Company, as seller, entered into a sale of silicon agreement with Khimprom, as buyer, (the “**Khimprom Sale of Silicon Agreement**”), pursuant to which RUSAL TH agrees to supply and Khimprom agrees to purchase silicon of approximately 1,100 tonnes during the year ending 31 December 2013, at a total consideration of up to USD2.64 million. The scheduled termination date of the Khimprom Sale of Silicon Agreement is 31 December 2013, subject to an automatic renewal clause for one year, while both parties can choose not to renew without prior consent of the other party 20 days before the scheduled termination date.

Under the Khimprom Sale of Silicon Agreement, the consideration is to be 100% pre-paid and satisfied in cash via wire transfer.

THE ANNUAL AGGREGATE TRANSACTION AMOUNT

Based on the terms of the Khimprom Sale of Silicon Agreement and the Previously Disclosed 2013 Sale of Raw Materials Agreements, the annual aggregate transaction amount that is payable by the associates of SUAL Partners, Mr. Vekselberg and Mr. Blavatnik to the Group is approximately USD20.69 million for the year ending 31 December 2013.

The annual aggregate transaction amounts were estimated by the Directors based on the amount of the raw materials to be supplied and the relevant contract price.

REASONS FOR AND BENEFITS OF THE TRANSACTIONS

The Directors consider that the transactions contemplated under the Khimprom Sale of Silicon Agreement are for the benefit of the Company as the silicon supplied under these agreements was the current excess raw materials unused by the Group, and that the silicon sold under the relevant agreements were required under Regulation of Federal Antimonopoly Service of the Russian Federation (FAS) to meet the demand of domestic customers.

The terms of the Khimprom Sale of Silicon Agreement have been negotiated on arm's length basis between the Group and the associate of Mr. Vekselberg and are on normal commercial terms. The consideration payable under this agreement has been determined with reference to the market price and on terms no less favourable than those prevailing in the Russian market for the silicon of the same type and quality as those offered by the Group to independent third parties.

The Directors (including the independent non-executive Directors) consider that the transactions contemplated under the Khimprom Sale of Silicon Agreement were entered into on normal commercial terms which are fair and reasonable and the transactions contemplated 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 have a material interest in the transactions contemplated by the Khimprom Sale of Silicon Agreement.

LISTING RULES IMPLICATIONS

Mr. Vekselberg, being a non-executive Director until his resignation on 16 March 2012, is indirectly interested in more than 30% in Khimprom. Accordingly, Khimprom is a connected person of the Company under the Listing Rules.

Accordingly, the transactions contemplated under the Khimprom Sale of Silicon Agreement constitute continuing connected transactions of the Company.

The annual aggregate transaction amount of the continuing connected transactions under the Khimprom Sale of Silicon Agreement and the Previously Disclosed 2013 Sale of Raw Materials Agreements for the financial year ending 31 December 2013 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 for the year ending 31 December 2013 are 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 Khimprom Sale of Silicon Agreement and the Previously Disclosed 2013 Sale of Raw Materials 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

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.

Khimprom is principally engaged in producing chemicals.

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.
“Khimprom”	Open Joint Stock Company “Khimprom”, a company incorporated under the laws of the Russian Federation.
“Listing Rules”	the Rules Governing the Listing of Securities On The Stock Exchange Of Hong Kong Limited.
“Mr. Blavatnik”	Mr. Len Blavatnik, a non-executive Director.
“Mr. Vekselberg”	Mr. Victor Vekselberg, whose resignation as a non-executive Director took effect on 16 March 2012.
“percentage ratios”	the percentage ratios under Rule 14.07 of the Listing Rules.

“Previously Disclosed 2013 Sale of Raw Materials Agreements”	the sale of raw materials agreements under which members of the Group were the sellers and the associates of SUAL Partners, Mr. Vekselberg and/or Mr. Blavatnik 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.
“SUAL Partners”	SUAL Partners Limited, a company incorporated under the laws of Bahamas, which is a substantial shareholder of the Company.
“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

28 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.