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

CONTINUING CONNECTED TRANSACTIONS
PURCHASE OF RAW MATERIALS FOR PRODUCTION

Reference is made to the announcement of the Company dated 28 December 2012 in relation to, among other things, certain purchase of raw materials agreements.

The Company announces that on 28 January 2013, RUSAL TH, being a subsidiary of the Company, as buyer, entered into the Cathode Blocks Supply Agreement with Doncarb Graphite, as seller.

The estimated annual aggregate transaction amount of the continuing connected transactions under the Cathode Blocks Supply Agreement and the Previously Disclosed Purchase 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 (other than the profits ratio). 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.

CATHODE BLOCKS SUPPLY AGREEMENT

The Company announces that on 28 January 2013, RUSAL TH, being a subsidiary of the Company, as buyer, entered into an agreement with Doncarb Graphite, as seller, pursuant to which RUSAL TH agreed to purchase and Doncarb Graphite agreed to supply cathode blocks in the estimated amount of up to 149 tonnes for the year

ending 31 December 2013, for an estimated total consideration of approximately USD0.33 million (the “**Cathode Blocks Supply Agreement**”). The scheduled termination date of the Cathode Blocks Supply Agreement is 31 December 2013.

Under the Cathode Blocks Supply Agreement, the consideration is to be paid upon delivery 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 contemplated under the Cathode Blocks Supply Agreement and the Previously Disclosed Purchase of Raw Materials Agreements should be aggregated, as they were entered into by the Group with the associates of the same group of connected persons who are parties connected or otherwise associated with one another, and the subject matters of each of the agreements relate to the purchase of raw materials by members of the Group for the purposes of the Group’s production.

THE ANNUAL AGGREGATE TRANSACTION AMOUNT

Based on the terms of the Cathode Blocks Supply Agreement and the Previously Disclosed Purchase of Raw Materials Agreements, the annual aggregate transaction amount that is payable by the Group to the associates of each of Mr. Vekselberg and Mr. Blavatnik for the financial year ending 31 December 2013 is estimated to be up to approximately USD23.65 million.

This annual aggregate transaction amount is estimated by the Directors based on the amount of raw materials to be supplied and their contract price for the purpose of the Group’s production.

REASONS FOR AND BENEFITS OF THE TRANSACTIONS

The Directors consider that the transactions contemplated under the Cathode Blocks Supply Agreement are for the benefit of the Company as Doncarb Graphite has close proximity to the Group’s smelter and can supply the raw materials at a competitive price.

The consideration payable under the Cathode Blocks Supply Agreement has been determined with reference to the market price and on terms no less favourable than those prevailing in the Russian market for raw materials of the same type and quality as those offered by the associates of each of Mr. Vekselberg and Mr. Blavatnik to independent third parties.

The Directors (including the independent non-executive Directors) consider that the Cathode Blocks Supply Agreement has been negotiated on an arm's length basis and on normal commercial terms which are fair and reasonable and the transactions contemplated under the Cathode Blocks Supply Agreement 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 Cathode Blocks Supply Agreement, save for Mr. Blavatnik, a non-executive Director, who is interested in more than 30% in Doncarb Graphite. Accordingly, Mr. Blavatnik did not vote on the Board resolutions to approve the Cathode Blocks Supply Agreement.

LISTING RULES IMPLICATIONS

Each of Mr. Vekselberg and Mr. Blavatnik indirectly holds more than 30% of the issued share capital of Doncarb Graphite. Doncarb Graphite 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 non-executive Director). On this basis, Doncarb Graphite is an associate of each of Mr. Vekselberg and Mr. Blavatnik and hence a connected person of the Company under the Listing Rules.

The estimated annual aggregate transaction amount of the continuing connected transactions under the Cathode Blocks Supply Agreement and the Previously Disclosed Purchase 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 (other than the profits ratio). 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 Cathode Blocks Supply Agreement will be included in the relevant 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 five continents, the operations and offices of the Company employ more than 72,000 people.

Doncarb Graphite is principally engaged in production of graphite products and spare parts.

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
“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
“Doncarb Graphite”	Doncarb Graphite Limited Liability Company, 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 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 Purchase of Raw Materials Agreements”	purchase of raw materials agreements pursuant to which members of the Group are the buyers and associates of each of Mr. Vekselberg and Mr. Blavatnik are the sellers, in relation to the financial year ending 31 December 2013, as disclosed in the announcement of the Company dated 28 December 2012
“RUSAL TH”	Open Joint Stock Company “United Company RUSAL Trading House”, an indirect wholly-owned subsidiary of the Company
“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

29 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.