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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 announcements of the Company dated 28 December 2012 and 28 January 2013 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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ADDITIONAL AGREEMENT TO DONCARB GRAPHITE SALE OF SILICON AGREEMENT

On 5 February 2013, SUAL-Kremniy-Ural, a subsidiary of the Company, as seller, entered into an additional agreement to the sale of silicon agreement dated 11 December 2011 (the “**Initial Agreement**”, which was disclosed in the announcement of the Company dated 8 December 2011), with Doncarb Graphite as buyer (the “**Additional Agreement to Doncarb Graphite Sale of Silicon Agreement**”), pursuant to which SUAL-Kremniy-Ural agreed to supply and Doncarb Graphite agreed to purchase silicon of approximately 48 tonnes during the year ending 31 December 2013, at a total consideration of up to USD0.112 million. All other terms of the Initial Agreement remain unchanged and continue to apply to the Additional Agreement to Doncarb Graphite Sale of Silicon Agreement. The current scheduled termination date of the Initial Agreement and the Additional Agreement to Doncarb Graphite 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.

THE AGGREGATION APPROACH

Pursuant to Rule 14A.25 of the Listing Rules, the continuing connected transactions contemplated under the Additional Agreement to Doncarb Graphite Sale of Silicon Agreement and the Previously Disclosed 2013 Sale of Raw Materials Agreements will 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 sale of raw materials by members of the Group.

THE ANNUAL AGGREGATE TRANSACTION AMOUNT

Based on the terms of the Additional Agreement to Doncarb Graphite 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 USD20.802 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 Additional Agreement to Doncarb Graphite Sale of Silicon Agreement are for the benefit of the Company as the silicon supplied under the Additional Agreement to Doncarb Graphite Sale of Silicon Agreement was the current excess raw materials unused by the Group, and that the silicon sold under the Additional Agreement to Doncarb Graphite Sale of Silicon Agreement was required under Regulation of Federal Antimonopoly Service of the Russian Federation (FAS) to meet the demand of domestic customers.

The terms of the Additional Agreement to Doncarb Graphite Sale of Silicon Agreement have been negotiated on arm's length basis between the Group and Doncarb Graphite 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 Additional Agreement to Doncarb Graphite 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 Additional Agreement to Doncarb Graphite Sale of Silicon Agreement, save for Mr. Blavatnik, being a non-executive Director who is indirectly interested in more than 30% in SUAL Partners, and is also indirectly interested in Doncarb Graphite as to more than 30%. Accordingly, Mr. Blavatnik did not vote on the Board resolutions to approve the Additional Agreement to Doncarb Graphite Sale of Silicon Agreement.

LISTING RULES IMPLICATIONS

SUAL Partners, being a substantial shareholder of the Company, has a controlling interest of more than 30% in Doncarb Graphite. Each of Mr. Vekselberg (who was a non-executive Director until his resignation with effect from 16 March 2012) and Mr. Blavatnik (who is a non-executive Director) also indirectly holds more than 30% of the issued share capital of Doncarb Graphite. Accordingly, Doncarb Graphite is an associate of each of SUAL Partners, Mr. Vekselberg and Mr. Blavatnik, and thus is a connected person of the Company under the Listing Rules.

Accordingly, the transactions contemplated under the Additional Agreement to Doncarb Graphite Sale of Silicon Agreement constitute continuing connected transactions of the Company.

The annual aggregate transaction amount of the continuing connected transactions under the Additional Agreement to Doncarb Graphite 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 Additional Agreement to Doncarb Graphite 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.

Doncarb Graphite is principally engaged in the 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 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.
“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 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 announcements of the Company dated 28 December 2012 and 28 January 2013.
“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

6 February 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.