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## **UNITED COMPANY RUSAL PLC**

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

**(Stock Code: 486)**

### **POLL RESULTS OF ANNUAL GENERAL MEETING HELD ON 14 JUNE 2013 CHANGE OF DIRECTORS AND CHANGE TO THE COMPOSITION OF THE AUDIT COMMITTEE**

United Company RUSAL Plc (“**Company**”) is pleased to announce that at the annual general meeting (“**AGM**”) of the Company held on 14 June 2013, all proposed resolutions (except for Resolution 7 and Resolution 8 (which was conditional upon Resolution 7 being passed)) set out in the notice of AGM dated 13 May 2013 (“**Notice**”) were duly passed by the shareholders of the Company (“**Shareholders**”) by way of poll. Pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Listing Rules**”), poll voting was required.

The poll results in respect of the resolutions proposed at the AGM were as follows:

| Resolutions proposed at the AGM  | No. of Votes (%)               |                            | Total Votes    |
|--|--------------------------------|----------------------------|----------------|
|  | For                            | Against                    |                |
| 1. To receive and consider the audited financial statements, the report of the directors of the Company (“Directors”) and the auditor’s report of the Company, each for the year ended 31 December 2012. | 9,591,442,426<br>(100%)        | 0<br>(0%)                  | 9,591,442,426  |
| The resolution was duly passed as an ordinary resolution.  |                                |                            |                |
| 2. (a) To reappoint Ms. Vera Kurochkina as an executive Director.  | 12,071,970,324<br>(99.713472%) | 34,689,013<br>(0.286528%)  | 12,106,659,337 |
| The resolution was duly passed as an ordinary resolution.  |                                |                            |                |
| (b) To reappoint Mr. Artem Volynets as a non-executive Director.   | 12,050,529,785<br>(99.279729%) | 87,426,163<br>(0.720271%)  | 12,137,955,948 |
| The resolution was duly passed as an ordinary resolution.  |                                |                            |                |
| (c) To reappoint Mr. Ivan Glasenberg as a non-executive Director.  | 11,904,986,352<br>(99.270988%) | 87,426,163<br>(0.729012%)  | 11,992,412,515 |
| The resolution was duly passed as an ordinary resolution.  |                                |                            |                |
| (d) To reappoint Dr. Peter Nigel Kenny as an independent non-executive Director.   | 11,992,411,515<br>(99.999992%) | 1,000<br>(0.000008%)       | 11,992,412,515 |
| The resolution was duly passed as an ordinary resolution.  |                                |                            |                |
| (e) To reappoint Mr. Philip Lader as an independent non-executive Director.  | 11,992,411,515<br>(99.999992%) | 1,000<br>(0.000008%)       | 11,992,412,515 |
| The resolution was duly passed as an ordinary resolution.  |                                |                            |                |
| (f) To reappoint Ms. Gulzhan Moldazhanova as a non-executive Director.   | 12,101,743,035<br>(99.701656%) | 36,212,913<br>(0.298344%)  | 12,137,955,948 |
| The resolution was duly passed as an ordinary resolution.  |                                |                            |                |
| (g) To reappoint Mr. Christophe Charlier as a non-executive Director.  | 11,879,192,852<br>(99.055906%) | 113,219,663<br>(0.944094%) | 11,992,412,515 |
| The resolution was duly passed as an ordinary resolution.  |                                |                            |                |
| (h) To appoint Ms. Alexandra Bouriko as a non-executive Director.  | 12,071,001,324<br>(99.700898%) | 36,212,913<br>(0.299102%)  | 12,107,214,237 |
| The resolution was duly passed as an ordinary resolution.  |                                |                            |                |
| (i) To appoint Ms. Ekaterina Nikitina as a non-executive Director.   | 12,101,743,035<br>(99.701656%) | 36,212,913<br>(0.298344%)  | 12,137,955,948 |
| The resolution was duly passed as an ordinary resolution.  |                                |                            |                |

| Resolutions proposed at the AGM                           |   | No. of Votes (%)              |                               | Total Votes    |
|---|---|-------------------------------|-------------------------------|----------------|
|   |   | For                           | Against                       |                |
| 3.  | To appoint ZAO KPMG as the auditor and authorise the Directors to fix the remuneration of the auditor for the year ending 31 December 2013.   | 11,992,412,515<br>(100%)      | 0<br>(0%)                     | 11,992,412,515 |
| The resolution was duly passed as an ordinary resolution. |   |                               |                               |                |
| 4.  | To give a general mandate to the Directors to allot, issue, grant and deal with additional securities of the Company as set out in the ordinary resolution in item 4 of the Notice.   | 8,967,842,692<br>(74.971489%) | 2,993,828,112<br>(25.028511%) | 11,961,670,804 |
| The resolution was duly passed as an ordinary resolution. |   |                               |                               |                |
| 5.  | To give a general mandate to the Company and the Directors on behalf of the Company to repurchase securities of the Company as set out in the special resolution in item 5 of the Notice.   | 9,114,352,426<br>(76.000992%) | 2,878,060,089<br>(23.999008%) | 11,992,412,515 |
| The resolution was duly passed as a special resolution.   |   |                               |                               |                |
| 6.  | Conditional upon Resolutions 4 and 5 being passed, to extend the general mandate granted to the Directors to allot, issue, grant and deal with additional securities of the Company under ordinary resolution 4 above by the addition of the value representing the aggregate nominal value of the share capital of the Company repurchased pursuant to the general mandate granted under resolution 5 above as set out in the ordinary resolution in item 6 of the Notice. | 9,011,438,873<br>(75.142836%) | 2,980,973,642<br>(24.857164%) | 11,992,412,515 |
| The resolution was duly passed as an ordinary resolution. |   |                               |                               |                |
| 7.  | To remove Ms. Elsie Leung Oi-sie (or to accept Ms. Elsie Leung Oi-sie's resignation in the event that Ms. Elsie Leung Oi-sie tenders her letter of resignation before the AGM) from her position as an independent non-executive Director of the Company and a member of the Audit Committee of the Company with effect upon the conclusion of the AGM.   | 4,055,154,158<br>(33.901235%) | 7,906,516,646<br>(66.098765%) | 11,961,670,804 |
| The resolution was not passed.                            |   |                               |                               |                |

| Resolutions proposed at the AGM                           |  | No. of Votes (%)              |                               | Total Votes    |
|---|--|-------------------------------|-------------------------------|----------------|
|   |  | For                           | Against                       |                |
| 8.  | Conditional upon Resolution 7 being passed, to appoint Mr. Dmitry Vasiliev as a new independent non-executive Director of the Company with effect upon the conclusion of the AGM.  | 8,213,625,896<br>(93.197132%) | 599,548,601<br>(6.802868%)    | 8,813,174,497  |
| The condition of this resolution is not satisfied.        |  |                               |                               |                |
| 9.  | Conditional upon Resolution 7 not being passed, to express the confidence of the Shareholders in Ms. Elsie Leung Oi-sie and to express the desire of the Shareholders that she continues to serve as an independent non-executive Director of the Company. | 9,270,769,426<br>(79.428772%) | 2,401,033,089<br>(20.571228%) | 11,671,802,515 |
| The resolution was duly passed as an ordinary resolution. |  |                               |                               |                |

The total number of shares entitling the Shareholders to attend and vote for or against each and every resolution at the AGM was 15,193,014,862 shares, representing the entire issued share capital of the Company as at the date of the AGM. There were no shares entitling the holders to attend and abstain from voting in favour of the resolutions at the AGM as set out in Rule 13.40 of the Listing Rules, and there were no shares of holders that are required under the Listing Rules to abstain from voting at the AGM. None of the Shareholders have stated their intention in the circular of the Company dated 13 May 2013 to vote against or to abstain from voting on any of the resolutions at the AGM. The Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, was appointed as the scrutineer at the AGM for the purpose of vote-taking.

## APPOINTMENT OF DIRECTORS

The Company announces that, as mentioned above, the appointments of Ms. Alexandra Bouriko (“**Ms. Bouriko**”) and Ms. Ekaterina Nikitina (“**Ms. Nikitina**”) as non-executive Directors were approved by the shareholders of the Company by ordinary resolution at the AGM pursuant to the Articles of Association of the Company (“**Articles**”).

Particulars of Ms. Bouriko and Ms. Nikitina are set out below:

### **Alexandra Bouriko**, aged 36 (*non-executive Director*)

Ms. Bouriko was appointed as a non-executive Director with effect from 14 June 2013. Ms. Bouriko has been the Deputy CEO of En+ Management LLC, a wholly owned subsidiary of En+ Group Limited (a controlling Shareholder), since November 2012. She is responsible for operational management of the group companies headed by En+ Group Limited focusing on enhancement of service functions efficiency and improvement of financial performance. Prior to joining En+ Management LLC, Ms. Bouriko had been a partner of ZAO KPMG in Moscow since 2005. Ms. Bouriko worked at KPMG since 1996 until October 2012. During her career at KPMG, Ms. Bouriko spent four years with KPMG in Canada and returned to Moscow in 2002. Ms. Bouriko has also been a director of EuroSibEnergo Plc. and SMR (both being subsidiaries of En+ Group Limited) from 6 December 2012 and from 28 January 2013 respectively.

During her career at KPMG, Ms. Bouriko worked with major Russian and international companies in various industries, concentrating on metals, mining, oil and gas. A number of these companies are listed on major international stock exchanges. Ms. Bouriko played key roles in the audits of financial statements of major Russian corporations. She also has a strong experience in the development and implementation of accounting and reporting systems and processes.

Ms. Bouriko graduated from the faculty of economics of Lomonosov Moscow State University. She is a member of the Canadian Institute of Chartered Accountants and the American Institute of Certified Public Accountants.

Ms. Bouriko is required to sign an appointment letter with the Company as a non-executive Director with effect from 14 June 2013. The length of service of Ms. Bouriko as a non-executive Director will be determined in accordance with the Articles of Association. Ms. Bouriko’s appointment may be terminated by Ms. Bouriko giving the Company one month’s notice of termination and/or otherwise in accordance with the Articles of Association. As a non-executive Director, Ms. Bouriko 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, her duties and responsibilities and the prevailing market conditions. Ms. Bouriko 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 she may be appointed.

As at the date of this announcement, Ms. Bouriko 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 SFO.

Save as disclosed above, Ms. Bouriko was independent from and not related to any other Directors, senior management, substantial shareholders or controlling shareholders of the Company.

Save as disclosed above, Ms. Bouriko 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, Ms. Bouriko confirms that 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 Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

**Ekaterina Nikitina**, aged 40 (*non-executive Director*)

Ms. Nikitina was appointed as a non-executive Director with effect from 14 June 2013. Ms. Nikitina has been the Human Resources Director of En+ Management LLC, a wholly owned subsidiary of En+ Group Limited, since March 2013. Prior to joining En+ Management LLC, Ekaterina Nikitina served as the Human Resources Director of the Company since April 2011. From 2009 to 2011, she was the Human Resources Director of Basis Element Company LLC, being a diversified investment company, which is controlled by Mr. Oleg Deripaska (an executive Director and the Chief Executive Officer of the Company) as to more than 50% of the issued share capital. From 2006 to 2008, she was the Deputy Human Resources Director of Basic Element Company LLC. From March 2010 to May 2011, Ms. Nikitina was a director of OJSC Ingosstrakh, a public company which is controlled by Mr. Oleg Deripaska as to more than 30%. Ms. Nikitina has also been a director of EuroSibEnergo Plc. and SMR (both being subsidiaries of En+ Group Limited) from 15 March 2013 and 19 March 2013 respectively.

She graduated from the Frunze Simferopol State University (Romano-Germanic Philology) in 1996 and also took a course at the Management Consulting School at the Academy of National Economy under the Government of the Russian Federation in 1999.

Ms. Nikitina is required to sign an appointment letter with the Company as a non-executive Director with effect from 14 June 2013. The length of service of Ms. Nikitina as a non-executive Director will be determined in accordance with the Articles of Association. Ms. Nikitina's appointment may be terminated by Ms. Nikitina giving the Company one month's notice of termination and/or otherwise in accordance with the Articles of Association. As a non-executive Director, Ms. Nikitina 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, her duties and responsibilities and the prevailing market conditions. Ms. Nikitina 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 she may be appointed.

As at the date of this announcement, Ms. Nikitina 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 SFO.

Save as disclosed above, Ms. Nikitina was independent from and not related to any other Directors, senior management, substantial shareholders or controlling shareholders of the Company.

Save as disclosed above, Ms. Nikitina 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, Ms. Nikitina confirms that 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 Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

The Company would like to welcome Ms. Bouriko and Ms. Nikitina as non-executive Directors.

## **RESIGNATION OF DIRECTORS AND CHANGE TO THE COMPOSITION OF THE AUDIT COMMITTEE**

The Company also announces that each of Mr. Dmitry Yudin (who was a non-executive director and a member of the Audit Committee of the Company) and Mr. Vadim Geraskin (who was a non-executive director of the Company) tendered his resignation as a director and as a member of any committee of the board of directors of the Company (the “**Board**”) with effect from 14 June 2013, due to other business commitments. Each of Mr. Dmitry Yudin and Mr. Vadim Geraskin 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 Company would like to express its sincere gratitude to Mr. Dmitry Yudin and Mr. Vadim Geraskin for their valuable contribution during their respective term of office with the Company.

Mr. Artem Volynets, a non-executive Director, was appointed as a member of the Audit Committee of the Company with effect from 14 June 2013.

By Order of the board of directors of  
**United Company RUSAL Plc**  
**Vladislav Soloviev**  
*Director*

17 June 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, Ms. Alexandra Bouriko and Ms. Ekaterina Nikitina, and the independent non-executive Directors are Mr. Matthias Warnig (Chairman), Dr. Peter Nigel Kenny, Mr. Philip Lader, Ms. Elsie Leung Oi-sie and Mr. Mark Garber.*

*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.*