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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 announcements of the Company dated 28 December 2012, 29 January 2013, 21 February 2013 and 28 February 2013 in relation to, among other things, certain purchase of raw materials agreements for the Group's production.

The Company announces that in June 2013, members of the Group, as buyers, entered into the Purchase of Graphitized Electrodes Agreements with the associates of Mr. Blavatnik, as sellers.

THE PURCHASE OF GRAPHITIZED ELECTRODES AGREEMENTS

The Company announces that in June 2013, members of the Group, as buyers, entered into three agreements with the associates of Mr. Blavatnik, as sellers, for the purchase of graphitized electrodes for the Group's production purpose (the "**Purchase of Graphitized Electrodes Agreements**"), details of which are set out below.

Date of contract	Buyer (member of the Group)	Seller (associate of Mr. Blavatnik)	Term of contract	Estimated delivery volume of graphitized electrodes for the year ending 31 December 2013	Estimated consideration payable for the year ending 31 December 2013 (USD)	Payment terms
18 June 2013	RUSAL TH	Close Joint Stock Company “ENERGOPROM — Novosibirsk Electrode Plant” (“CJSC “EPM-NovEP”)	Up to 31 December 2013	1,166 metric tonnes	2.09 million	Payment to be made upon delivery and is to be satisfied in cash via wire transfer.
18 June 2013	RUSAL TH	Public Joint Stock Company “ENERGOPROM — Novocherkassk Electrode Plant” (“PJSC “EPM-NEP”)	Up to 31 December 2013	0.803 metric tonnes	1.82 million	Payment to be made upon delivery and is to be satisfied in cash via wire transfer.
18 June 2013	OJSC RUSAL Boxitogorsk	PJSC “EPM-NEP”	Up to 30 September 2013	60 metric tonnes	0.21 million	Payment is to be made within 30 days after shipment date, and is to be satisfied in cash via wire transfer.
Total estimated consideration payable for the year ending 31 December 2013					4.12 million	

THE ANNUAL AGGREGATE TRANSACTION AMOUNT

Based on the terms of the Purchase of Graphitized Electrodes Agreements and the Previously Disclosed Purchase of Raw Materials Agreements, the annual aggregate transaction amount that is payable by the Group to the associates of Mr. Blavatnik and SUAL Partners for the financial year ending 31 December 2013 is estimated to be up to approximately USD30.01 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.

THE AGGREGATION APPROACH

Pursuant to Rule 14A.25 of the Listing Rules, the continuing connected transactions contemplated under the Purchase of Graphitized Electrodes Agreements 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 purpose of the Group's production.

REASONS FOR AND BENEFITS OF THE TRANSACTIONS

The Directors consider that the Purchase of Graphitized Electrodes Agreements are for the benefit of the Company, as the sellers are in close proximity for convenient delivery and the raw materials to be supplied by the sellers meet the technical specification for the production. The consideration payable under the Purchase of Graphitized Electrodes Agreements 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 and those offered by the associates of Mr. Blavatnik to independent third parties.

The Directors (including the independent non-executive Directors) consider that the Purchase of Graphitized Electrodes Agreements have been negotiated on an arm's length basis and on normal commercial terms which are fair and reasonable and the transactions contemplated under the Purchase of Graphitized Electrodes Agreements 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 under the Purchase of Graphitized Electrodes Agreements, save for Mr. Blavatnik, a non-executive Director, who is interested in more than 30% in each of CJSC “EPM-NovEP” and PJSC “EPM-NEP”. Accordingly, Mr. Blavatnik did not vote on the Board resolutions to approve the Purchase of Graphitized Electrodes Agreements.

LISTING RULES IMPLICATIONS

Mr. Blavatnik indirectly holds more than 30% of the issued share capital of each of CJSC “EPM-NovEP” and PJSC “EPM-NEP”. Each of CJSC “EPM-NovEP” and PJSC “EPM-NEP” is therefore an associate of Mr. Blavatnik, a non-executive Director. Accordingly, each of CJSC “EPM-NovEP” and PJSC “EPM-NEP” is an associate of 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 Purchase of Graphitized Electrodes Agreements 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 Purchase of Graphitized Electrodes Agreements and the Previously Disclosed Purchase of Raw Materials Agreements 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 71,000 people.

CJSC “EPM-NovEP” is principally engaged in the production of graphite electrodes, carbon electrodes, cathode blocks, calcined petroleum coke and electrode paste.

PJSC “EPM-NEP” is principally engaged in the production of graphite electrodes, flamed anodes, electrode and anode mass, moulded graphite products, carbon graphite structural materials, consumer goods.

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.
“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 of the Company.
“percentage ratios”	the percentage ratios under Rule 14.07 of the Listing Rules.

“Previously Disclosed Purchase of Raw Materials Agreements”	the purchase of raw materials agreements entered into between members of the Group as buyers and the associates of Mr Blavatnik and SUAL Partners as sellers for the purpose of the Group’s production as previously disclosed in the Company’s announcements dated 28 December 2012, 29 January 2013, 21 February 2013 and 28 February 2013.
“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.
“SUAL Partners”	SUAL Partners Limited, 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

19 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.