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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**

The Company announces that on 15 November 2013, RUSAL Achinsk, an indirect wholly-owned subsidiary of the Company, as seller, agreed to renew certain raw materials supply contracts which were previously announced by the Company in its announcement dated 20 December 2011, and entered into a series of additional agreements to these raw materials supply contracts with the associates of Mr. Deripaska or of En+, as buyers for the year ending 31 December 2014.

The Company also provides updated information in relation to the 2013 Raw Materials Supply Contracts.

**2013 RAW MATERIALS SUPPLY CONTRACTS**

Reference is made to the announcements of the Company dated 28 December 2012, 16 January 2013, 25 January 2013, 28 January 2013, 8 February 2013, 3 July 2013, 17 September 2013 and 31 October 2013 in relation to certain continuing connected transactions regarding the supply of raw materials by members of the Group to the associates of Mr. Deripaska or of En+ as buyers for the year ending 31 December 2013. Pursuant to an additional agreement dated 15 November 2013, the total estimated value of the original contract regarding supply of crushed limestone as agreed on 25 December 2012 between RUSAL Achinsk and Achinsk Cement LLC for the year ending 31 December 2013 has been changed to approximately USD4.64 million due to unit price increase. As a result the annual aggregate transaction amount payable under the 2013 Raw Materials Supply Contracts is estimated to be approximately USD 48.06 million.

The Directors (including the independent non-executive Directors) consider that the additional agreement dated 15 November 2013 mentioned above has been negotiated on an arm's length basis and on normal commercial terms which are fair and reasonable and the transactions contemplated thereunder 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.

## THE ADDITIONAL AGREEMENTS FOR 2014

The Company announces that on 15 November 2013, RUSAL Achinsk, an indirect wholly-owned subsidiary of the Company, as seller, agreed to renew certain raw materials supply contracts which were previously announced by the Company in its announcement dated 20 December 2011, and entered into a series of additional agreements to these raw materials supply contracts with the associates of Mr. Deripaska or of En+, as buyers for the year ending 31 December 2014 (the “**Additional Agreements for 2014**”) with particulars set out below:

Raw materials to be supplied	Buyer	Estimated consideration payable for the year ending 31 December 2014 (USD)	Estimated delivery volume for the year ending 31 December 2014	Payment terms
Diesel fuel	KraMZ-Auto LLC	142,036	120 tonnes	100% prepayment
Diesel fuel	Achinsk Cement LLC	7,845	7.2 tonnes	100% prepayment by instalments
Fuel oil	Achinsk Cement LLC	2,394,778	6,000 tonnes	100% prepayment by instalments
Coal	Achinsk Cement LLC	12,646,537	210,632 tonnes	100% prepayment by instalments
Pulverized coal fuel	Achinsk Cement LLC	2,693,695	36,000 tonnes	100% prepayment by instalments
Total estimated consideration payable for the year ending 31 December 2014:		17,884,891		

The Additional Agreements for 2014 are scheduled to be terminated on 31 December 2014. Under each of the Additional Agreements for 2014, the consideration is to be satisfied in cash via wire transfer.

## THE AGGREGATION APPROACH

Pursuant to Rule 14A.25 of the Listing Rules, the consideration payable under each of the Additional Agreements for 2014 is required to be aggregated since these contracts were entered into by members of 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 matter of each contract relates to supply of raw materials by members of the Group.

The annual aggregate transaction amount payable under the Additional Agreements for 2014 is estimated to be approximately USD17.88 million for the year ending 31 December 2014. The annual aggregate amount is estimated by the Directors based on the maximum amount of consideration paid/payable under the terms of the Additional Agreements for 2014 and the historical transaction amounts in 2011, 2012 and 2013.

## **REASONS FOR AND BENEFITS OF THE TRANSACTIONS**

The Directors consider that the entry into the Additional Agreements for 2014 is for the benefit of the Company as the Group is assured of payment on a timely basis and there are less financial risks.

The consideration payable under the Additional Agreements for 2014 has been arrived at by reference to 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 members of the Group to independent third parties customers.

The Directors (including the independent non-executive Directors) consider that the Additional Agreements for 2014 have been negotiated on an arm's length basis and on normal commercial terms which are fair and reasonable and the transactions contemplated thereunder 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 Additional Agreements for 2014 save for:

- (a) Mr. Deripaska who is indirectly interested in more than 30% of the issued share capital of each of KraMZ-Auto LLC and Achinsk Cement LLC. Accordingly, Mr. Deripaska did not vote on the Board resolutions approving the 2014 Raw Materials Supply Contracts ; and
- (b) Mr. Vladislav Soloviev, Mr. Maxim Sokov, Ms. Olga Mashkovskaya and Ms. Gulzhan Moldazhanova, who are directors of En+, being the holding company of KraMZ-Auto LLC. Accordingly, Mr. Vladislav Soloviev, Mr. Maxim Sokov, Ms. Olga Mashkovskaya and Ms. Gulzhan Moldazhanova did not vote on the Board resolutions approving the diesel fuel supply contract between RUSAL Achinsk and KraMZ-Auto LLC as mentioned above.

## **LISTING RULES IMPLICATIONS**

Mr. Deripaska is indirectly beneficially interested in more than 30% of Achinsk Cement LLC. Therefore, Achinsk Cement LLC is an associate of Mr. Deripaska, the chief executive officer of the Company and an executive Director, and thus a connected person of the Company.

KraMZ-Auto LLC is an indirect subsidiary of En+, a substantial shareholder of the Company. Mr. Deripaska is beneficially interested in more than 50% of the issued share capital of En+ and is therefore indirectly interested in more than 30% of the issued share capital of KraMZ-Auto LLC. Accordingly, KraMZ-Auto LLC is an associate of Mr. Deripaska and En+, and therefore a connected person of the Company.

Accordingly, the transactions contemplated under the Additional Agreements for 2014 constitute continuing connected transactions of the Company.

As the applicable percentage ratios (other than the profits ratio) for the 2013 Raw Materials Supply Contracts and the Additional Agreements for 2014 for the years ending 31 December 2013 and 31 December 2014 respectively are more than 0.1% but less than 5%, pursuant to Rule 14A.34 of the Listing Rules, the transactions contemplated under the 2013 Raw Materials Supply Contracts and the 2014 Raw Materials Supply Contracts 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. They are exempt from the independent shareholders' approval requirements of Chapter 14A of the Listing Rules.

Details of the 2013 Raw Materials Supply Contracts and the Additional Agreements for 2014 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 69,000 people.

Achinsk Cement LLC is principally engaged in the production of cement.

KraMZ-Auto LLC is principally engaged in the provision of transportation services.

## 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
“En+”	En+ Group Limited, a company incorporated in Jersey, the controlling shareholder (as defined in the Listing Rules) of the Company
“Group”	the Company and its subsidiaries
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Mr. Deripaska”	Mr. Oleg Deripaska, the chief executive officer of the Company and an executive Director
“percentage ratios”	the percentage ratios under Rule 14.07 of the Listing Rules
“RUSAL Achinsk”	RUSAL Achinsk Open Joint-Stock Company, a company incorporated in Russia, an indirect wholly-owned subsidiary of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“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
“2013 Raw Materials Supply Contracts”	the raw materials supply contracts pursuant to which members of the Group were the sellers and the associates of Mr. Deripaska/En+ 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, 16 January 2013, 25 January 2013, 28 January 2013, 8 February 2013, 3 July 2013, 17 September 2013 and 31 October 2013

By Order of the Board of Directors of  
**United Company RUSAL Plc**  
**Vladislav Soloviev**  
*Director*

18 November 2013

*As at the date of this announcement, the executive Directors are Mr. Oleg Deripaska, Ms. Vera Kurochkina, Mr. Maxim Sokov, Mr. Vladislav Soloviev and Mr. Stalbek Mishakov, the non-executive Directors are Mr. Dmitry Afanasiev, Mr. Len Blavatnik, Mr. Ivan Glasenberg, Mr. Maksim Goldman, Ms. Gulzhan Moldazhanova, Mr. Christophe Charlier, Ms. Olga Mashkovskaya 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.*