

Pursuant to Chapter 38 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the Securities and Futures Commission regulates United Company RUSAL Plc in relation to the listing of its shares on The Stock Exchange of Hong Kong Limited. The Securities and Futures Commission takes no responsibility for the contents of this announcement, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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

CONTINUING CONNECTED TRANSACTIONS
REPAIR SERVICES

The Company announces that members of the Group entered into contracts with the associates of En+ pursuant to which the associates of En+ agreed to provide repair services to members of the Group.

Reference is made to the announcements of the Company dated 29 August 2013 and 22 January 2014 in relation to the continuing connected transactions regarding the repair services provided by the associates of En+.

THE REPAIR SERVICES CONTRACTS

The Company announces that members of the Group entered into contracts with the associates of En+ pursuant to which the associates of En+ agreed to provide repair services to members of the Group (the “**Repair Services Contracts**”), details of which are set out below.

| Date of contract | Customer (member of the Group) | Contractor (associate of En+) | Term of contract | Repair services | Estimated consideration payable for the year ending 31 December 2014 (USD, net of VAT) | Payment terms |
|-------------------------|---------------------------------------|--|-------------------------|---|---|--|
| 20 February 2014 | RUS-Engineering LLC | Krasnoyarsk Metallurgical Plant (“ KraMZ LLC ”) | Up to 31 December 2014 | Repair of coil of the induction furnace | 4,467 | 70% prepayment; the remaining 30% is to be paid within 5 banking days after signing of the work completion certificate and receiving the original invoice. Payment is to be satisfied in cash via wire transfer. |

| Date of contract | Customer (member of the Group) | Contractor (associate of En+) | Term of contract | Repair services | Estimated consideration payable for the year ending 31 December 2014 (USD, net of VAT) | Payment terms |
|---|---|--|-------------------------|---|---|--|
| 20 February 2014 | RUS-Engineering LLC | Bratskenergoremont Closed Joint Stock Company ("Bratskenergoremont") | Up to 31 December 2014 | Maintenance of power plant equipment | 1,688,471 | 90% is to be paid within 30 calendar days; 10% is to be paid within 60 calendar days after signing the work acceptance certificate against invoice issued by the contractor. Payment is to be satisfied in cash via wire transfer. |
| 20 February 2014 (addendum to a previous contract dated 18 January 2013 which was disclosed in the Company's announcement dated 29 August 2013) | RUSAL Bratsk Aluminium Smelter Open Joint Stock Company | Irkutskenergoremont Closed Joint Stock Company ("Irkutskenergoremont") | Up to 30 June 2014 | Repair of process equipment (relocation of water pipelines) | 75,800 | Prepayment of not more than 30% of the estimated scope of works for the current month by the 10th day of each month for purchase of materials for the repair works. Payment for actual work is made on a monthly basis within 30 days after receiving an invoice issued by the contractor. Payment is to be satisfied in cash via wire transfer. |
| Total estimate consideration for the year: | | | | | 1,768,738 | |

THE ANNUAL AGGREGATE TRANSACTION AMOUNT

The contract price payable under the Repair Services Contracts has been determined with reference to the market price and on terms no less favourable than those prevailing in the Russian market for repair services of the same type and quality and those offered by the associates of En+ to independent third parties. The basis of calculation of payments under the Repair Services Contracts is the price of contracts offered by the contractor. The Company invites tenders from contractors and then chooses the contractor offering the best terms and conditions (taking into account the price and quality offered by those contractors) and enters into a contract with the chosen contractor. The price under such contract remains invariable during the term of the contract.

Based on the terms of the Repair Services Contracts and the Previously Disclosed Repair Services Contracts, the annual aggregate transaction amount that is payable by the Group to the associates of En+ for the financial year ending 31 December 2014 is estimated to be approximately USD9.64 million.

The annual aggregate transaction amount is estimated by the Directors based on the amount of repair services to be received and their contract price.

THE AGGREGATION APPROACH

Pursuant to Rule 14A.25 of the Listing Rules, the continuing connected transactions contemplated under the Repair Services Contracts and the Previously Disclosed Repair Services Contracts 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 matter of each of the contracts relate to the receipt of repair and maintenance services by members of the Group.

REASONS FOR AND BENEFITS OF THE TRANSACTIONS

The Directors consider that the Repair Services Contracts are for the benefit of the Company, as the contractors, which are associates of En+, offer a competitive price.

The Directors (including the independent non-executive Directors) consider that the Repair Services Contracts 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 Repair Services Contracts 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 Repair Services Contracts, save for Mr. Deripaska, Mr. Vladislav Soloviev, Mr. Maxim Sokov, Ms. Olga Mashkovskaya and Ms. Gulzhan Moldazhanova, who are directors of En+, being the holding company of KraMZ LLC, Bratskenergoremont and Irkutskenergoremont. Accordingly, Mr. Deripaska, Mr. Vladislav Soloviev, Mr. Maxim Sokov, Ms. Olga Mashkovskaya and Ms. Gulzhan Moldazhanova did not vote on the Board resolutions approving the Repair Services Contracts.

LISTING RULES IMPLICATIONS

Each of KraMZ LLC, Bratskenergoremont and Irkutskenergoremont is directly or indirectly held by En+ as to more than 30% of the issued share capital, each of them is therefore an associate of En+ which is a substantial shareholder of the Company and thus is a connected person of the Company under Chapter 14A of the Listing Rules.

The estimated annual aggregate transaction amount of the continuing connected transactions under the Repair Services Contracts and the Previously Disclosed Repair Services Contracts for the financial year ending 31 December 2014 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 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. These transactions are exempt from the independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

Details of the Repair Services Contracts and the Previously Disclosed Repair Services Contracts 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 69,000 people.

KraMZ LLC is principally engaged in metallurgy and metal production.

Bratskenergoremont is principally engaged in activities for supporting the operability of the equipment, production of electric installation, construction works and others.

Irkutskenergoremont is principally engaged in activities for supporting the operability of thermal power plants.

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 transactions” | 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, a substantial shareholder 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. 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. |
| “Previously Disclosed Repair Services Contracts” | the contracts between members of the Group and the associates of En+ as disclosed in the Company’s announcements dated 29 August 2013 and 22 January 2014, in relation to the receipt of equipment repair and maintenance services by members of the Group for the year ending 31 December 2014. |
| “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. |
| “VAT” | value added tax |

By Order of the Board of Directors of
United Company RUSAL Plc
Aby Wong Po Ying
Company Secretary

21 February 2014

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.