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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 DUMP TRUCK

Reference is made to the announcement of the Company dated 28 December 2012 in relation to the continuing connected transactions regarding the purchase of railcars from an associate of Mr. Deripaska.

The Company announces that on 20 May 2014, RUSAL Achinsk, as buyer, and Achinsk Cement LLC, as seller, entered into the Purchase of Dump Truck Agreement.

Reference is made to the announcement of the Company dated 28 December 2012 in relation to the continuing connected transactions regarding the purchase of railcars from an associate of Mr. Deripaska.

THE PURCHASE OF DUMP TRUCK AGREEMENT

The Company announces that on 20 May 2014, RUSAL Achinsk Open Joint-Stock Company (“**RUSAL Achinsk**”), as buyer, and Achinsk Cement LLC, as seller, entered into a purchase of dump truck agreement (the “**Purchase of Dump Truck Agreement**”) pursuant to which RUSAL Achinsk agreed to buy and Achinsk Cement LLC agreed to sell a dump truck (Belaz 7555B) for the consideration of USD4,366 (net of VAT) for the year ending 31 December 2014.

The Purchase of Dump Truck Agreement is expected to be completed and/or terminated by 31 December 2014. Under the Purchase of Dump Truck Agreement, the consideration is to be pre-paid and satisfied in cash via wire transfer.

THE AGGREGATION APPROACH

Pursuant to Rule 14A.25 of the Listing Rules, the consideration payable under the Purchase of Dump Truck Agreement and the Railcars Supply Agreement are required to be aggregated since these contracts were entered into by members of the Group with the associates of Mr. Deripaska, and the subject matter of such agreements relate to the purchase of vehicles from the associates of Mr. Deripaska.

THE ANNUAL AGGREGATE TRANSACTION AMOUNT

The contract price payable under the Purchase of Dump Truck Agreement has been determined with reference to the market price and on terms no less favourable than those prevailing in the Russian market for vehicles of the same type and quality and those offered by Achinsk Cement LLC to independent third parties. The basis of calculation of payments under the Purchase of Dump Truck Agreement is the price offered by Achinsk Cement LLC. The Company organized an open tender in relation to the purchase of dump truck and only Achinsk Cement LLC participated in the tender. Under such circumstances, the Purchase of Dump Truck Agreement was entered into.

Based on the terms of the Purchase of Dump Truck Agreement and the Railcars Supply Agreement, the annual aggregate transaction amount that is payable by members of the Group to the associates of Mr. Deripaska for the financial year ending 31 December 2014 is estimated to be up to approximately USD 15.205 million.

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

REASONS FOR AND BENEFITS OF THE TRANSACTION

The transactions contemplated under the Purchase of Dump Truck Agreement are entered into for the purpose of acquiring a dump truck (Belaz 7555B) for the transportation of limestone that was procured on the Mazulsky limestone mine for the purpose of production of alumina. The Company considers that the transactions contemplated under the Purchase of Dump Truck Agreement are for the benefit of the Company, as Achinsk Cement LLC offered the dump truck to RUSAL Achinsk at costs no less favourable than the prevailing market and the quality of the dump truck satisfies the requirement of RUSAL Achinsk.

The Directors (including the independent non-executive Directors) consider that the Purchase of Dump Truck Agreement has 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 Dump Truck Agreement 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 Purchase of Dump Truck Agreement save for Mr. Deripaska and Ms. Gulzhan Moldazhanova, who are directors of Basic Element Limited, being the holding company of Achinsk Cement LLC. Accordingly, Mr. Deripaska and Ms. Gulzhan Moldazhanova did not vote on the Board resolutions for approving the Purchase of Dump Truck Agreement.

LISTING RULES IMPLICATIONS

Achinsk Cement LLC is held by Basic Element Limited as to more than 30% of the issued share capital. Basic Element Limited is in turn held by Mr. Deripaska (the chief executive officer of the Company and an executive Director) as to more than 50% of the issued share capital. Achinsk Cement LLC is therefore an associate of Mr. Deripaska and is thus a connected person of the Company.

Accordingly, the transactions contemplated under the Purchase of Dump Truck Agreement constitute continuing connected transactions of the Company.

The annual aggregate transaction amount for the financial year ending 31 December 2014 of the continuing connected transactions under the Purchase of Dump Truck Agreement and the Railcars Supply Agreement 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 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 Dump Truck Agreement and the Railcars Supply Agreement 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.

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

DEFINITIONS

In this announcement, the following expressions have the following meanings, unless the context otherwise requires:

“associate(s)”	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
“Group”	the Company and its subsidiaries
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange
“Mr. Deripaska”	Mr. Oleg Deripaska, an executive Director and the chief executive officer of the Company
“percentage ratios”	the percentage ratios under Rule 14.07 of the Listing Rules
“Railcars Supply Agreement”	the Railcars Supply Agreement as defined and disclosed in the Company's announcement dated 28 December 2012

“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“USD”	United States dollars, the lawful currency of the United States
“VAT”	value added tax

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

21 May 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.