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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

Reference is made to the announcement of the Company dated 23 December 2014 in relation to certain continuing connected transactions regarding the supply of raw materials by members of the Group, as sellers, to associates of Mr. Deripaska/En+, as buyers.

ADDITIONAL 2015 RAW MATERIALS SUPPLY CONTRACTS

The Company announces that members of the Group, as sellers, have entered into the following raw materials supply contracts with the associates of Mr. Deripaska/En+, as buyers, with particulars set out below (the “**Additional 2015 Raw Materials Supply Contracts**”):

No.	Date of contract	Seller (member of the Group)	Buyer (an associate of Mr. Deripaska/En+)	Raw materials to be supplied	Estimated delivery volume for the year ending 31 December 2015	Estimated consideration payable for the year ending 31 December 2015, excluding VAT (USD)	Payment terms
1.	1 January 2015	RUSAL Sayanogorsk Aluminium Smelter Open Joint Stock Company (“ RUSAL Sayanogorsk ”)	KraMZ-Auto LLC	Petrol, diesel fuel, oil, lubricants, anti-freeze liquid	Diesel fuel: 14,600 kg Petrol: 900 tons Oil, lubricants: 40 litres Anti-freeze liquid (Tosol): 144 kg	998,636	Payment after actual delivery and no later than 10 working days after receipt of invoice
2.	1 January 2015	RUSAL Bratsk Aluminium Smelter Open Joint Stock Company (“ RUSAL Bratsk ”)	KraMZ-Auto LLC	Petrol, diesel fuel, oil, lubricants, anti-freeze liquid	Oil: 13,260 kg Anti-freeze liquid (Tosol): 2,580 kg Petrol, diesel fuel: 190 tons Lubricants: 1,200 litres	238,720	Payment within 10 working days after actual delivery, or by mutual settlements if there are counter-obligations
3.	1 January 2015	RUSAL Krasnoyarsk Aluminium Smelter Open Joint Stock Company	KraMZ-Auto LLC	Petrol, diesel fuel, oil, lubricants	Diesel fuel: 26,422 kg Petrol: 955 tons Oil, lubricants: 2,828 litres	1,006,560	Payment by the 15th day of the month following the month of delivery
4.	1 January 2015	RUSAL Sayanogorsk	Stroyservice Limited Liability Company (“ Stroyservice LLC ”)	Petrol, anti-freeze liquid, oil, inventories (Timber)	Petrol: 240 tonnes Anti-freeze liquid (Tosol): 78 kg Inventories (Timber): 22,860 m ³ Oil: 64,223 kg	3,284,020	Payment after actual delivery and no later than 10 working days after receipt of invoice
5.	1 January 2015	UC RUSAL TH	LLC KraMZ	Silicon	250 tons	587,500	100% pre-payment
	Total estimated consideration payable for the year:					6,115,436	

For each of the contracts set out in the table above, the consideration is to be satisfied in cash via wire transfer. For contracts no. 1 to no. 4 above, the scheduled termination date is 31 December 2015. For contract no. 5 above, the scheduled termination date is 31 December 2015 and may be extended for next calendar year if neither party declares its intention to terminate the contract in writing at least 20 days prior to the expiry of the contract.

THE AGGREGATION APPROACH

Pursuant to Rule 14A.81 of the Listing Rules, the continuing connected transactions under the Additional 2015 Raw Materials Supply Contracts are required to be aggregated together with the Previously Disclosed Raw Materials Supply Contracts, as they were entered into by the Group with the associates of the same connected persons or with parties connected or otherwise associated with one another, and the subject matter of each of the contracts relates to the supply of raw materials by the Group.

The annual aggregate transaction amount payable under the Additional 2015 Raw Materials Supply Contracts and the Previously Disclosed Raw Materials Supply Contracts is estimated to be approximately USD28.38 million for the year ending 31 December 2015.

The consideration payable under the Additional 2015 Raw Materials Supply Contracts is calculated by multiplying the unit price by the volume. The unit price of the relevant raw materials are set out below (adopting the same numberings in the table which set out the major terms of the Additional 2015 Raw Materials Supply Contracts), which is based on the total production cost or original purchase price plus gross margin where applicable.

No.	Raw materials	Approximate unit price
1.	Petrol, diesel fuel, oil, lubricants, anti-freeze liquid	Anti-freeze liquid (Tosol) : USD11.3 per kg (inclusive of 2% gross margin) Oil, lubricants : USD4.75 per litre (inclusive of 2% gross margin) Petrol: USD1,149 per 1 ton (inclusive of 2% gross margin) Diesel fuel: USD2.41 per 1 kg (inclusive of 2% gross margin)

2.	Petrol, diesel fuel, oil, anti-freeze liquid, lubricants	<p>Petrol : USD1,122 per ton (inclusive of 2% gross margin)</p> <p>Oil: USD4.5 per litre (inclusive of 2% gross margin)</p> <p>Anti-freeze liquid (Tosol): USD2.2 per 1 kg (inclusive of 2% gross margin)</p> <p>Diesel fuel: USD1.3 per kg (inclusive of 2% gross margin)</p> <p>Lubricants: USD4.52 per litre (inclusive of 2% gross margin)</p>
3.	Petrol, diesel fuel, oil, lubricants	<p>Petrol: USD1,181 per ton (inclusive of 2% gross margin)</p> <p>Oil, lubricants : USD3.6 per litre (inclusive of 2% gross margin)</p> <p>Diesel fuel : USD1.4 per kg (inclusive of 2% gross margin)</p>
4.	Petrol, anti-freeze liquid, oil, inventories (Timber)	<p>Petrol : USD1,149 per 1 tonne (inclusive of 2% gross margin)</p> <p>Anti-freeze liquid (Tosol): USD11.2 per kg (inclusive of 2% gross margin)</p> <p>Inventories (Timber): USD157.5 per m³ (inclusive of 2% gross margin)</p> <p>Oil: USD2.4 per 1 kg (inclusive of 2% gross margin)</p>
5.	Silicon	USD2,350 per ton (inclusive of 13.5% gross margin)

The consideration payable under the Additional 2015 Raw Materials Supply Contracts has been arrived at after arm's length negotiation 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 annual aggregate amount is the maximum amount of consideration payable under the terms of the Additional 2015 Raw Materials Supply Contracts and the Previously Disclosed Raw Materials Supply Contracts based on the delivery volume for the year ending 31 December 2015 estimated by Directors and the demand from the buyers.

REASONS FOR AND BENEFITS OF THE TRANSACTIONS

The Directors consider that the entering into of the Additional 2015 Raw Materials Supply Contracts is for the benefit of the Company as the sale is profitable and the Group is assured of payment on a timely basis and there are less financial risks. As to contracts no. 1 to 4, the sale of raw materials to the relevant buyers is to ensure continuous operations of the buyers as those buyers provide services to members of the Group (including transportation, repair and construction services). As to contract no. 5, it was entered into in order to comply with the requirements of the Federal Antimonopoly Service. As the Federal Antimonopoly Service instructs, the Group is required to supply certain raw materials to local consumers.

The Directors (including the independent non-executive Directors) consider that the Additional 2015 Raw Materials Supply Contracts 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 under the Additional 2015 Raw Materials Supply Contracts, save for:

- (i) 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-Auto LLC, Stroyservice LLC and LLC KraMZ. Mr. Deripaska is also indirectly interested in more than 30% of the issued share capital of KraMZ-Auto LLC and LLC KraMZ. 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 raw materials supply contract with KraMZ-Auto LLC, Stroyservice LLC and LLC KraMZ.

LISTING RULES IMPLICATIONS

Each of KraMZ-Auto LLC, Stroysservice LLC and LLC KraMZ is held by En+ (a substantial shareholder of the Company) as to more than 30% of the issued share capital. En+ is in turn held by Mr. Deripaska as to more than 50% of the issued share capital. Each of KraMZ-Auto LLC, Stroysservice LLC and LLC KraMZ is therefore an associate of Mr. Deripaska and of En+, and is thus a connected person of the Company.

Accordingly, the transactions contemplated under the Additional 2015 Raw Materials Supply Contracts constitute continuing connected transactions of the Company.

The estimated annual aggregate transaction amount for the financial year ending 31 December 2015 of the continuing connected transactions under the Additional 2015 Raw Materials Supply Contracts and the Previously Disclosed Raw Materials Supply Contracts is more than 0.1% but less than 5% under the applicable percentage ratios. Accordingly, pursuant to Rule 14A.76 of the Listing Rules, the transactions contemplated under these contracts are only subject to the announcement requirements set out in Rules 14A.35 and 14A.68, the annual review requirements set out in Rules 14A.49, 14A.55 to 14A.59, 14A.71 and 14A.72 and the requirements set out in Rules 14A.34 and 14A.50 to 14A.54 of the Listing Rules. These transactions are exempt from the circular and shareholders' approval requirements under Chapter 14A of the Listing Rules.

Details of the Additional 2015 Raw Materials Supply Contracts and the Previously Disclosed Raw Materials Supply Contracts will be included in the next annual report and accounts of the Company in accordance with Rule 14A.71 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.

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

Stroysservice LLC is principally engaged in the provision of transportation services and construction materials.

LLC KraMZ is principally engaged in aluminium processing.

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(s)”	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 (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, an executive Director
“percentage ratios”	the percentage ratios under Rule 14.07 of the Listing Rules
“Previously Disclosed Raw Materials Supply Contracts”	the raw materials supply contracts pursuant to which a member of the Group was the seller and the associates of Mr. Deripaska/En+ were the buyers in relation to the financial year ending 31 December 2015, as disclosed in the announcements of the Company dated 23 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

14 January 2015

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