

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim 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 PURCHASE OF RAW MATERIALS FOR PRODUCTION

The Company announces that on 2 July 2015, UC RUSAL TH, as buyer, entered into an addendum to the purchase of graphitized electrodes agreement with CJSC “EPM-NovEP”.

Reference is made to the announcement of the Company dated 30 December 2014 in relation to certain continuing connected transactions regarding the purchase of raw materials for production between UC RUSAL TH and the associates of Mr. Blavatnik, pursuant to which the associates of Mr. Blavatnik agreed to supply raw materials for production to UC RUSAL TH.

ADDENDUM TO THE PURCHASE OF GRAPHITIZED ELECTRODES AGREEMENT WITH CJSC “EPM-NOVEP”

Reference is made to the announcement of the Company dated 19 June 2013 in relation to, among other things, the purchase of graphitized electrodes agreement with Close Joint Stock Company “ENERGOPROM — Novosibirsk Electrode Plant” (“CJSC “EPM-NovEP””) dated 18 June 2013.

The Company announces that on 2 July 2015, UC RUSAL TH, as buyer, entered into an addendum to the above-mentioned agreement with CJSC “EPM-NovEP”, an associate of Mr. Blavatnik, as seller, for the purchase of carbon electrodes in the estimated amount of 990 tons and graphitized carbon electrodes in the estimated amount of 114 tons for the year ending 31 December 2015, for an estimated total consideration of approximately USD1,800,600 (the “Addendum”). The term of the Addendum is up to 31 December 2015.

Under the Addendum, the payment of the consideration is to be made within 30 days from the date of shipment and is to be satisfied in cash via wire transfer.

THE AGGREGATION APPROACH

Pursuant to Rule 14A.81 of the Listing Rules, the continuing connected transactions under the Addendum are required to be aggregated with the Previously Disclosed Purchase of Raw Materials Agreements, 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 purchase of raw materials by members of the Group for the purpose of the Group's production.

THE ANNUAL AGGREGATE TRANSACTION AMOUNT

Based on the terms of the Addendum 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 for the financial year ending 31 December 2015 is estimated to be up to approximately USD29.665 million.

This annual aggregate transaction amount is estimated by the Directors based on the amount of raw materials to be supplied for the purpose of the Group's production and their contract price.

The consideration payable under the Addendum is calculated by multiplying the price per ton by the volume. Under the Addendum, the relevant price per ton of the carbon electrodes and the graphitized carbon electrodes is approximately USD1,600 and USD1,900 respectively.

The consideration (which is based on the unit price and the volume) 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 the associates of Mr. Blavatnik to independent third parties. The Company invited several organizations to take part in the tender in relation to the purchase of the electrodes and chose the sellers offering the best terms and conditions (taking into account the price and quality offered by those sellers and the proximity of the sellers) and then entered into agreements with the chosen sellers. Accordingly, the Addendum was entered into.

REASONS FOR AND BENEFITS OF THE TRANSACTIONS

The Directors consider that the Addendum is for the benefit of the Company, as the seller offered a competitive price and is in close proximity for convenient delivery, and the raw materials to be supplied by the seller meet the technical specification for the Group's production.

The Directors (including the independent non-executive Directors) consider that the Addendum has been negotiated on an arm's length basis and on normal commercial terms which are fair and reasonable and the transactions contemplated under Addendum 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 Addendum, save for Mr. Blavatnik, a non-executive Director, who is interested in more than 30% in CJSC "EPM-NovEP". Accordingly, Mr. Blavatnik did not vote on the Board resolutions approving the Addendum.

LISTING RULES IMPLICATIONS

Mr. Blavatnik indirectly holds more than 30% of the issued share capital of CJSC "EPM-NovEP". CJSC "EPM-NovEP" is therefore an associate of Mr. Blavatnik, a non-executive Director, and hence a connected person of the Company under the Listing Rules.

The annual aggregate transaction amount for the financial year ending 31 December 2015 of the continuing connected transactions under the Addendum and the Previously Disclosed Purchase of Raw Materials Agreements 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 agreements 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 Addendum and the Previously Disclosed Purchase of Raw Materials Agreements 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.

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

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(s)"	has the same meaning ascribed thereto under the Listing Rules.
"continuing connected transaction(s)"	has the same meaning ascribed thereto under the Listing Rules.
"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.
"percentage ratios"	the percentage ratios under Rule 14.07 of the Listing Rules.
"Previously Disclosed Purchase of Raw Materials Agreements"	the agreements/addendums/additional agreements entered into between UC RUSAL TH as buyer and the associates of Mr. Blavatnik as sellers in relation to the purchase of raw materials for the year ending 31 December 2015 for the purpose of the Group's production, as previously disclosed in the Company's announcement dated 30 December 2014.

“Stock Exchange”	The Stock Exchange of Hong Kong Limited.
“UC RUSAL TH”	Open Joint Stock Company “United Company RUSAL -Trading House”, a company incorporated in the Russian Federation and an indirect wholly-owned subsidiary of the Company.
“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
Aby Wong Po Ying
Company Secretary

3 July 2015

As at the date of this announcement, the executive Directors are Mr. Oleg Deripaska, 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, Mr. Mark Garber and Mr. Dmitry Vasiliev.

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>, <http://rusal.ru/investors/info/moex/> and <http://www.rusal.ru/en/press-center/press-releases.aspx>, respectively.