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## **UNITED COMPANY RUSAL PLC**

*(Incorporated under the laws of Jersey with limited liability)*

**(Stock Code: 486)**

### **CONTINUING CONNECTED TRANSACTIONS REPAIR SERVICES**

Reference is made to the announcements of the Company dated 2 July 2015, 30 December 2015, 12 January 2016, 5 February 2016 and 30 March 2016 in relation to the Previously Disclosed Repair Services Contracts.

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

#### **THE REPAIR SERVICES CONTRACTS**

The Company announces that members of the Group, entered into contracts with 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.

No.	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 2016, excluding VAT (USD)	Payment terms
1	19 May 2016	Joint stock company "RUSAL Sayanogorsk Smelter"	ZAO "Baikalenergo" ("Baikalenergo")	Up to 31 December 2016	Monthly service to the external heat networks and industrial plant wiring	60,571 (Note 1)	Payment to be made within 60 calendar days after receipt of the original invoices corresponding to the certificates of acceptance signed by both parties
2	19 May 2016	Joint stock company "RUSAL Sayanogorsk Smelter"	Limited Liability Company "Khakassia Utilities"	Up to 31 December 2016	Monthly service to the fuel pump station	7,677 (Note 2)	Payment to be made within 60 calendar days after receipt of the original invoices corresponding to the certificates of acceptance signed by both parties
	Total estimated consideration for the year:					68,248	

*Note:*

1. The service fee is based on the actual cost of monthly servicing works taking into account labour cost (approximately USD3.6 per man hour and estimated man hours: 16,825), cost of materials and scope.
2. The service fee is based on the actual cost of monthly servicing works taking into account labour cost (approximately USD3.4 per man hour and estimated man hours: 2,253), cost of materials and scope.

The Consideration will be settled by cash via wire transfer or set-off.

## **THE ANNUAL AGGREGATE TRANSACTION AMOUNT**

The contract prices payable under the Repair Services Contracts have 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 Company invited several organizations to take part in the tender in relation to the relevant required repair services and chose the contractor offering the best terms and conditions (taking into account the price) and then entered into contract with the chosen contractors.

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 2016 is estimated to be approximately USD12.12 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.81 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 relates 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 offered 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. Maxim Sokov, Ms. Olga Mashkovskaya and Ms. Gulzhan Moldazhanova, who are directors of En+, being the holding company of Baikalenergo and Limited Liability Company "Khakassia Utilities". Mr. Deripaska is also indirectly interested in more than 50% of the issued share capital of En+. Accordingly, Mr. Deripaska, Mr. Maxim Sokov, Ms. Olga Mashkovskaya and Ms. Gulzhan Moldazhanova did not vote on the Board resolution approving the Repair Services Contracts.

### **LISTING RULES IMPLICATIONS**

Each of Baikalenergo and Limited Liability Company "Khakassia Utilities" is directly or indirectly held by En+ as to more than 30% of the issued share capital and is therefore an associate of En+ which is a substantial shareholder of the Company and thus is a connected person of the Company under 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 2016 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 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 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 and sale of aluminium, including alloys and value-added products, and alumina.

Baikalenergo is principally engaged in generating heat and electricity, the production, transmission and distribution of steam and hot water (thermal energy), and activities for supporting of operability of thermal networks.

Limited Liability Company "Khakassia Utilities" is principally engaged in generating heat and electricity, the production, transmission and distribution of steam and hot water (thermal energy), and activities for ensuring operability of boiler rooms of thermal power plants.

## **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.
“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.
“Mr. Deripaska”	Mr. Oleg Deripaska, an executive Director.
“percentage ratios”	the percentage ratios under Rule 14.07 of the Listing Rules.
“Previously Disclosed Repair Services Contracts”	the repair services contracts between member of the Group and the associate of En+, pursuant to which the associate of En+ agreed to provide repair services to member of the Group during the year 2016, as disclosed in the announcements of the Company dated 2 July 2015, 30 December 2015, 12 January 2016, 5 February 2016 and 30 March 2016.
“RUB”	Rubles, the lawful currency of the Russian Federation
“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*

20 May 2016

*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, Dr. 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.*