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## **UNITED COMPANY RUSAL PLC**

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

**(Stock Code: 486)**

### **POLL RESULTS OF ANNUAL GENERAL MEETING HELD ON 24 JUNE 2016 CHANGE OF DIRECTORS AND CHANGES TO THE COMPOSITION OF COMMITTEES**

United Company RUSAL Plc (“**Company**”) is pleased to announce that at the annual general meeting (“**AGM**”) of the Company held on 24 June 2016, the proposed resolutions (except for Resolution 5 which was not passed as a special resolution and Resolution 6 which was not passed as an ordinary resolution as it was conditional upon Resolutions 4 and 5 being passed) set out in the notice of AGM dated 24 May 2016 (“**Notice**”) were duly passed by the shareholders of the Company (“**Shareholders**”) by way of poll. Pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Listing Rules**”), poll voting was required.

The poll results in respect of the resolutions proposed at the AGM were as follows:

<b>Resolutions proposed at the AGM</b>		<b>No. of Votes (%)</b>		<b>Total Votes</b>
		<b>For</b>	<b>Against</b>	
1	To receive and consider the audited financial statements, the report of the directors of the Company (“ <b>Directors</b> ”) and the auditor’s report of the Company, each for the year ended 31 December 2015.	11,733,958,999 (99.999785%)	25,276 (0.000215%)	11,733,984,275
The resolution was duly passed as an ordinary resolution.				

Resolutions proposed at the AGM		No. of Votes (%)		Total Votes
		For	Against	
2(a)	To re-appoint Mr. Oleg Deripaska as an executive Director.	14,133,971,460 (99.993074%)	979,010 (0.006926%)	14,134,950,470
	The resolution was duly passed as an ordinary resolution.			
2(b)	To re-appoint Mr. Vladislav Soloviev as an executive Director.	14,133,989,095 (99.993074%)	979,010 (0.006926%)	14,134,968,105
	The resolution was duly passed as an ordinary resolution.			
2(c)	To re-appoint Ms. Gulzhan Moldazhanova as a non-executive Director.	14,133,485,011 (99.989603%)	1,469,645 (0.010397%)	14,134,954,656
	The resolution was duly passed as an ordinary resolution.			
2(d)	To re-appoint Ms. Ekaterina Nikitina as a non-executive Director.	14,133,504,354 (99.989728%)	1,452,010 (0.010272%)	14,134,956,364
	The resolution was duly passed as an ordinary resolution.			
2(e)	To re-appoint Mr. Maxim Sokov as a non-executive Director.	14,133,485,011 (99.989603%)	1,469,645 (0.010397%)	14,134,954,656
	The resolution was duly passed as an ordinary resolution.			
2(f)	To appoint Mr. Bernard M.F.M. Zonneveld as an independent non-executive Director.	14,134,951,792 (100.000000%)	10 (0.000000%)	14,134,951,802
	The resolution was duly passed as an ordinary resolution.			
3	To appoint JSC KPMG as the auditor and authorise the Directors to fix the remuneration of the auditor for the year ending 31 December 2016.	14,134,479,761 (99.996654%)	473,000 (0.003346%)	14,134,952,761
	The resolution was duly passed as an ordinary resolution.			
4	To give a general mandate to the Directors to allot, issue, grant and deal with additional securities of the Company.	8,630,979,801 (61.061233%)	5,503,978,554 (38.938767%)	14,134,958,355
	The resolution was duly passed as an ordinary resolution.			

Resolutions proposed at the AGM		No. of Votes (%)		Total Votes
		For	Against	
5	To give a general mandate to the Company and the Directors on behalf of the Company to repurchase securities of the Company (to be passed as a special resolution).	8,669,656,937 (61.334818%)	5,465,311,168 (38.665182%)	14,134,968,105
	The resolution was not passed as a special resolution.			
6	Conditional upon Resolutions 4 and 5 being passed, to extend the general mandate granted to the Directors to allot, issue, grant and deal with additional securities of the Company by the addition of the aggregate nominal value of the securities repurchased.	8,631,834,209 (61.067277%)	5,503,124,146 (38.932723%)	14,134,958,355
	As this resolution was conditional upon Resolutions 4 and 5 being passed, the resolution was not passed as an ordinary resolution.			

The total number of shares entitling the Shareholders to attend and vote for or against each and every resolution at the AGM was 15,193,014,862 shares, representing the entire issued share capital of the Company as at the date of the AGM. There were no shares entitling the holders to attend and abstain from voting in favour of the resolutions at the AGM as set out in Rule 13.40 of the Listing Rules, and there were no shares of holders that are required under the Listing Rules to abstain from voting at the AGM. None of the Shareholders have stated their intention in the circular of the Company dated 24 May 2016 to vote against or to abstain from voting on any of the resolutions at the AGM. The Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, was appointed as the scrutineer at the AGM for the purpose of vote-taking.

## APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Company announces that, as mentioned above, the appointment of Mr. Bernard Zonneveld (“**Mr. Zonneveld**”) as an independent non-executive Director was approved by the shareholders of the Company by ordinary resolution at the AGM pursuant to the Articles of Association of the Company (“**Articles**”).

Particulars of Mr. Zonneveld are set out below:

**Mr. Bernard Zonneveld**, aged 60 (*independent non-executive Director*)

Since August 2014, Mr. Zonneveld has served as Head of ING Eurasia at ING Bank's Commercial banking division in Amsterdam. Since May 2007, Mr. Zonneveld has served as Managing Director/Global Head of Structured Metals & Energy Finance at ING Bank's Commercial banking division in Amsterdam. Mr. Zonneveld joined ING Group in 1993 and since then he has held various senior positions, including Managing Director/Global Co-Head of Commodities Group, Managing Director/Global Head of Structured Commodity Finance and Product Development and Director/Head of Structured Commodity & Export Finance. He has served as Chairman of the Netherlands-Russian Council for Trade Promotion, a member of the Dutch Trade Board, a member of the Russian committee and a member of the Board of the Netherlands-Ukraine Council for Trade Promotion. He holds a master's degree in business law from Erasmus University in Rotterdam.

Mr. Zonneveld was an independent non-executive director of Vimetco N.V., a company whose global depositary receipts are listed on the London Stock Exchange, from July 2007 to June 2013.

Mr. Zonneveld is required to sign an appointment letter with the Company as an independent non-executive Director with effect from 24 June 2016. The length of service of Mr. Zonneveld as an independent non-executive Director will be determined in accordance with the Articles. Mr. Zonneveld's appointment may be terminated by Mr. Zonneveld giving the Company one month's notice of termination and/or otherwise in accordance with the Articles and/or the terms of his appointment letter. As an independent non-executive director, Mr. Zonneveld is entitled to a fixed director's fee of £120,000 per annum, and will also be entitled to £10,000 as a member of, and £15,000 as a chairman of, each Board committee to which he is appointed.

As at the date of this announcement, Mr. Zonneveld was not interested or deemed to be interested in any Shares or underlying shares of the Company or its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, as at the date of this announcement, Mr. Zonneveld was independent from and not related to any other Directors, members of senior management, substantial shareholders or controlling shareholders of the Company.

Save as disclosed above, Mr. Zonneveld has not held any directorship in any publicly listed companies in the last three years or any other position with the Company or its subsidiaries.

Save as disclosed above, Mr. Zonneveld confirms that there is no other information which is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

The Company would like to welcome Mr. Zonneveld as an independent non-executive Director.

## **RESIGNATION OF DIRECTOR**

The Company announces that Mr. Stalbek Mishakov (who was an executive director and a member of the Standing Committee of the Company) tendered his resignation as a director and as a member of any committee of the board of directors of the Company with effect from 24 June 2016, due to other business commitments. Mr. Stalbek Mishakov confirms that he does not have any disagreement with the Board and that there is no other matter relating to his resignation which needs to be brought to the attention of the shareholders of the Company. The Company would like to express its sincere gratitude to Mr. Stalbek Mishakov for his valuable contribution during his term of office with the Company.

## **APPOINTMENT OF EXECUTIVE DIRECTOR**

The Company also announces that, Mr. Siegfried Wolf (“**Mr. Wolf**”) has been appointed as an executive Director of the Company with effect from 24 June 2016 to fill a casual vacancy.

Particulars of Mr. Wolf are set out below:

### **Mr. Siegfried Wolf**, aged 59 (*executive Director*)

Mr. Wolf has served as the Business Development Director of Rusal Global Management BV, a Company’s subsidiary, since February 2016. Since March 2010, Mr. Wolf has served as a Member of the Supervisory Board of Banque Eric Sturdza SA. Since April 2010, Mr. Wolf has served as the Chairman of the Supervisory Board of GAZ Group. Since August 2010, Mr. Wolf has served as the Chairman of the Supervisory Board of Russian Machines. Mr. Wolf has also served as a Member of the Supervisory Board of each of Continental AG and Schaeffler AG since December 2010 and December 2014, respectively. Since February 2012, Mr. Wolf has served as

the Chairman of the Supervisory Board of SBERBANK Europe AG. Since June 2015, Mr. Wolf has served as a Member of the Supervisory Board of each of MIBA AG and Mitterbauer Beteiligungs AG. Mr. Wolf holds a degree in Technical Engineering from the University of Applied Sciences.

Mr. Wolf is required to sign an appointment letter with the Company. The length of service of Mr. Wolf as an executive Director has been determined in accordance with the Articles. Mr. Wolf's appointment may be terminated by Mr. Wolf giving the Company one month's notice of termination and/or otherwise in accordance with the Articles. As an executive Director, Mr. Wolf is not entitled to a director's fee. In respect of Mr. Wolf's employment with the Company and/or its subsidiaries (the "**Group**"), Mr. Wolf is entitled to EUR1,500,000 per annum which has been determined with reference to his experience, duties and responsibilities with the Group, and a discretionary bonus may be paid by the Group to Mr. Wolf on the basis of achievement of key performance targets.

As at the date of this announcement, Mr. Wolf was not interested or deemed to be interested in any Shares or underlying shares of the Company or its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, as at the date of this announcement, Mr. Wolf was independent from and not related to any other Directors, members of senior management, substantial shareholders or controlling shareholders of the Company.

Save as disclosed above, Mr. Wolf has not held any directorship in any publicly listed companies in the last three years or any other position with the Company or its subsidiaries.

Save as disclosed above, Mr. Wolf confirms that there is no other information which is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

The Company would like to welcome Mr. Wolf as an executive Director.

## **CHANGES TO THE COMPOSITION OF COMMITTEES**

The Company announces that Mr. Maxim Sokov, a non-executive Director, was appointed as a member of the Standing Committee of the Company with effect from 24 June 2016.

The Company also announces that Mr. Bernard Zonneveld, an independent non-executive director of the Company, was appointed as the Chairman of the Audit Committee with effect from 24 June 2016, and was appointed as a member of each of the Corporate Governance & Nomination Committee, the Remuneration Committee and the Health, Safety and Environmental Committee with effect from 24 June 2016.

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

27 June 2016

*As at the date of this announcement, the executive Directors are Mr. Oleg Deripaska, Mr. Vladislav Soloviev and Mr. Siegfried Wolf, 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), Mr. Philip Lader, Dr. Elsie Leung Oi-sie, Mr. Mark Garber, Mr. Dmitry Vasiliev and Mr. Bernard Zonneveld.*

*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.*