

*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 REPAIR SERVICES**

Reference is made to the announcements of the Company dated 2 July 2015, 24 January 2017, 2 February 2017 and 28 February 2017 in relation to the Previously Disclosed Repair Services Contracts.

The Company announces that on 18 April 2017, members of the Group entered into contracts/additional agreements with associates of En+, pursuant to which the associates of En+ agreed to provide repair services to the members of the Group.

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

Reference is made to the announcements of the Company dated 2 July 2015, 24 January 2017, 2 February 2017 and 28 February 2017 in relation to the Previously Disclosed Repair Services Contracts.

The Company announces that on 18 April 2017, members of the Group entered into contracts/additional agreements with associates of En+, pursuant to which the associates of En+ agreed to provide repair services to the members of the Group (the “**New Repair Services Contracts**”), details of which are set out below.

No.	Date of contract/ additional agreement	Customer (member of the Group)	Contractor (associate of En+)	Term of contract	Repair services	Estimated consideration payable for the year ending 31 December 2017 excluding VAT (USD)	Payment terms
1.	Additional agreement dated 18 April 2017 to the original contract dated 10 January 2017	Limited Liability Company "Russian Engineering Company"	Joint-Stock Company "Irkutskenergoremont"	Up to 31 December 2017	Production equipment maintenance and repair works	14,157	Payment within 30 calendar days of signature by the customer of the performed works certificate based on the invoice
2	Additional agreement dated 18 April 2017 to the original contract dated 10 January 2017	Limited Liability Company "Russian Engineering Company"	Joint-Stock Company "Irkutskenergoremont"	Up to 31 December 2017	Production equipment maintenance and repair works	19,199	Payment within 40 calendar days after the signing of the performed works certificate based on the invoice
3	Contract dated 18 April 2017	JSC RUSAL Achinsk	Bratskenergoremont	Up to 31 December 2017	Performance of work upon overhaul of the turbine and the generator	917,308	A prepayment of 50% of the consideration shall be paid according to the monthly financial schedule set out in the contract up to the 5th day of the month, the remaining 50% to be paid within 10 calendar days from receipt of the original invoices
	Total estimated consideration payable for the year 2017					950,664	

The consideration under the New Repair Services Contracts is to be paid in cash via wire transfer or set-off of counter obligations.

## THE ANNUAL AGGREGATE TRANSACTION AMOUNT

The contract price payable under the New Repair Services Contracts has 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 basis of calculation of payments under the New Repair Services Contracts is the price of contract offered by the associate of En+ which is based on the estimated costs (including labour costs and the necessary materials) for the relevant repair works.

The Company invited several organizations to take part in the tender in relation to the required repair services and chose the contractors offering the best terms and conditions (taking into account the price and availability of professionals with the required skill and experience) and then entered into the contract/additional agreement with the chosen contractors.

Based on the terms of the New 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 2017 is estimated to be approximately USD12.899 million.

The annual aggregate transaction amount is estimated by the Directors based on the amount of repair services expected to be received and the contract price.

### **THE AGGREGATION APPROACH**

Pursuant to Rule 14A.81 of the Listing Rules, the continuing connected transactions contemplated under the New 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 New Repair Services Contracts are for the benefit of the Company, as the contractors offered a competitive price.

The Directors (including the independent non-executive Directors) consider that the New 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 New 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 New 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 each of Joint-Stock Company "Irkutskenergoremont" and Bratskenergoremont. 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 New Repair Services Contracts.

## **LISTING RULES IMPLICATIONS**

Each of Joint-Stock Company “Irkutskenergoremont” and Bratskenergoremont is 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 New Repair Services Contracts and the Previously Disclosed Repair Services Contracts for the financial year ending 31 December 2017 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 New 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.

Joint-Stock Company “Irkutskenergoremont” is principally engaged in activities for supporting of operability of thermal power plants.

Bratskenergoremont is principally engaged in activities for supporting of operability of the equipment, production of electric installation, all-construction works and others.

## 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 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 members of the Group and associates of En+, pursuant to which the associates of En+ agreed to provide repair services to members of the Group during the year 2017, as disclosed in the announcements of the Company dated 2 July 2015, 24 January 2017, 2 February 2017 and 28 February 2017.

“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*

19 April 2017

*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. Ivan Glasenberg, Mr. Maksim Goldman, Ms. Gulzhan Moldazhanova, Mr. Daniel Lesin Wolfe, Ms. Olga Mashkovskaya, Ms. Ekaterina Nikitina and Mr. Marco Musetti, 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/hkse/>, <http://rusal.ru/investors/info/moex/> and <http://www.rusal.ru/en/press-center/press-releases.aspx>, respectively.*