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**UNITED COMPANY RUSAL PLC**  
*(Incorporated under the laws of Jersey with limited liability)*  
**(Stock Code: 486)**

**CONTINUING CONNECTED TRANSACTIONS**  
**TRANSPORTATION CONTRACTS**

Reference is made to the announcements of the Company dated 2 January 2014, 28 January 2014, 21 February 2014, 6 March 2014 and 7 March 2014 in relation to Previously Disclosed 2014 Transportation Contracts between members of the Group and the associates of En+.

**THE ADDENDUM TO KRAMZ-AUTO TRANSPORTATION CONTRACT**

The Company announces that, on 28 November 2014, an addendum to the transportation contract between RUSAL Bratsk Aluminium Smelter Open Joint Stock Company (“**RUSAL Bratsk**”), a member of the Group, as customer, and KraMZ-Auto, an associate of En+, as service provider, dated 1 January 2014 as disclosed in the announcement of the Company dated 2 January 2014, was entered into between the same parties, pursuant to which KraMZ-Auto agreed to provide transportation services (including cargo transportation, cargo handling, supply of special vehicles and mechanisms with operators, transportation by light vehicles) to RUSAL Bratsk (the “**Addendum to KraMZ-Auto Transportation Contract**”) at the estimated consideration of up to approximately USD176,119 (excluding VAT) for the year ending 31 December 2014. The scheduled termination date for the Addendum to KraMZ-Auto Transportation Contract is 31 December 2014. Under the Addendum to KraMZ-Auto Transportation Contract, the payment is to be made in cash via wire transfer within 10 banking days after receipt of invoice.

## **THE ADDENDUM TO OVE TRANSPORTATION CONTRACT**

The Company announces that, on 27 November 2014, an addendum to the transportation contract between RUSAL Sayanogorsk Aluminium Smelter Open Joint Stock Company (“**RUSAL Sayanogorsk**”), a member of the Group, as customer, and OVE, an associate of En+, as service provider, dated 1 January 2014 as disclosed in the announcement of the Company dated 2 January 2014, was entered into between the same parties, pursuant to which OVE agreed to provide transportation services (including cargo delivery and railway transportation) to RUSAL Sayanogorsk (the “**Addendum to OVE Transportation Contract**”) at the estimated consideration of up to approximately USD318,616 (excluding VAT) for the year ending 31 December 2014. The scheduled termination date for the Addendum to OVE Transportation Contract is 31 December 2014. Under the Addendum to OVE Transportation Contract, the payment is to be made in cash via wire transfer within 10 working days after receipt of invoice.

## **THE ANNUAL AGGREGATE TRANSACTION AMOUNT**

Pursuant to Rule 14A.81 of the Listing Rules, the continuing connected transactions contemplated under the Addendum to KraMZ-Auto Transportation Contract, Addendum to OVE Transportation Contract (collectively, the “**Addendums**”) should be aggregated with the Previously Disclosed 2014 Transportation Contracts, as they were entered into by members of the Group with the associates of En+, and the subject matter of each contract relates to the provision of transportation services by the associates of En+ to the Group.

The annual aggregate transaction amount that is payable by the Group to the associates of En+ under the Addendums and the Previously Disclosed 2014 Transportation Contracts for the financial year ending 31 December 2014 is estimated to be up to approximately USD19.855 million.

The basis of calculation of payments under the Addendum to KraMZ-Auto Transportation Contract is the service fee proposed by KraMZ-Auto (which is calculated by multiplying the hourly rate for using one motor vehicle (which ranges from approximately USD21.5 to approximately USD55.1 — (depending on the type of motor vehicles)) by the number of hours for the usage of the motor vehicles (being approximately 5,720 hours)) for transportation of the goods and cargoes of the Group. The Company invited tenders from service providers and then chose KraMZ-Auto as the service provider because it offered the best terms and conditions (taking into account the price and quality of service) and entered into the Addendum to KraMZ-Auto Transportation Contract.

The basis of calculation of payments under the Addendum to OVE Transportation Contract is the service fee proposed by OVE (which is calculated by multiplying the volume of cargoes (being 102,814 tonnes) by the travelling distance (being 58 km) and multiply by the relevant tariff (being USD0.07 for 1 tonne/km for goods and USD 0.04 for 1 tonne/km for coal) OVE owns the only railway track section which is required for transporting the cargoes under the Addendum to OVE Transportation Contract and therefore the Addendum to OVE Transportation Contract was entered into.

The contract price under the Addendums has been arrived at after arm's length negotiation with reference to the market price and on terms no less favourable than those prevailing in the Russian market for transportation services of the same type and quality and those offered by the associates of En+ to independent third parties. The annual aggregate transaction amount is derived from the total contract price under the Addendums and the Previously Disclosed 2014 Transportation Contracts, which was based on the need of transportation services by the Group for the year ending 31 December 2014.

## **REASONS FOR AND BENEFITS OF THE TRANSACTIONS**

The Addendums are entered into for the purpose of transporting the goods and cargoes of the Group. The Company considers that the transactions contemplated under the Addendums are for the benefit of the Company, as the services provided are required in the production process of the Group, KraMZ-Auto offered a competitive price, and OVE is the only available service provider in the relevant region.

The Directors (including the independent non-executive Directors) consider that the Addendums have been negotiated on an arm's length basis and are on normal commercial terms which are fair and reasonable and the transactions contemplated under the Addendums 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 Addendums, save for 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 and OVE. Mr. Deripaska is also indirectly interested in more than 50% of the issued share capital of En+. 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 Addendums.

## **LISTING RULES IMPLICATIONS**

Each of KraMZ-Auto and OVE is an indirect subsidiary of En+ and is therefore an associate of En+ which is a substantial shareholder of the Company. Accordingly, each of KraMZ-Auto and OVE is a connected person of the Company under the Listing Rules.

Accordingly, the transactions contemplated under the Addendums constitute continuing connected transactions of the Company.

The estimated annual aggregate transaction amount of the continuing connected transactions under the Addendums and the Previously Disclosed 2014 Transportation Contracts for the financial year ending 31 December 2014 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 Addendums and the Previously Disclosed 2014 Transportation Contracts will be included in the relevant 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 is principally engaged in the provision of transportation services.

OVE is principally engaged in the provision of transportation services and railway transport.

## **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.
“KraMZ-Auto”	KraMZ-Auto Limited Liability Company, an indirect subsidiary of En+.
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange.
“Mr. Deripaska”	Mr. Oleg Deripaska, an executive Director.
“OVE”	OJSC Otdeleniye Vremennoy Expluatasii, an indirect subsidiary of En+.
“percentage ratios”	the percentage ratios under Rule 14.07 of the Listing Rules.
“Previously Disclosed 2014 Transportation Contracts”	the transportation contracts entered into between members of the Group and the associates of En+, pursuant to which the associates of En+ shall provide transportation services to members of the Group, in relation to the financial year ending 31 December 2014, as disclosed in the Company’s announcements dated 2 January 2014, 28 January 2014, 21 February 2014, 6 March 2014 and 7 March 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*

1 December 2014

*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.*