

Pursuant to Chapter 38 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the Securities and Futures Commission regulates United Company RUSAL Plc in relation to the listing of its shares on The Stock Exchange of Hong Kong Limited. The Securities and Futures Commission takes no responsibility for the contents of this announcement, makes no representation as to its accuracy or completeness and expressly disclaims 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

The Company announces that, on 3 September 2014, RUSAL Bratsk, a member of the Group, entered into an addendum with Irkutskenergoremont, an associate of En+, pursuant to which Irkutskenergoremont agreed to provide repair services to RUSAL Bratsk.

The Company also announces that, on 3 September 2014, RUS-Engineering LLC, a member of the Group, entered into the Repair Services Contract with Irkutskenergoremont, an associate of En+, pursuant to which Irkutskenergoremont agreed to provide repair and engineering services to RUS-Engineering LLC.

Reference is made to the announcements of the Company dated 29 August 2013, 22 January 2014, 21 February 2014, 12 March 2014, 3 April 2014, 20 May 2014 and 6 June 2014 in relation to the continuing connected transactions regarding the repair services provided by the associates of En+ for the year ending 31 December 2014.

THE ADDENDUM 3

The Company announces that, on 3 September 2014, RUSAL Bratsk Aluminium Smelter Open Joint Stock Company ("**RUSAL Bratsk**"), a member of the Group, as customer, and Closed Joint Stock Company "Irkutskenergoremont" ("**Irkutskenergoremont**"), an associate of En+, as contractor, entered into an addendum to a previous repair services contract dated 22 January 2014 as disclosed in the Company's announcement dated 22 January 2014, pursuant to which Irkutskenergoremont agreed to provide repair services of the auxiliary process

equipment at RUSAL Bratsk (the “**Addendum 3**”) for the estimated consideration of approximately USD62,818 (net of VAT) for the year ending 31 December 2014. The scheduled termination date of such addendum is 31 December 2014. Under the Addendum 3, the works performed by the contractor and accepted by the customer are to be paid for within 40 calendar days after the customer signs the contractor’s work description and cost report against a commercial invoice issued by the contractor provided the work is completed in due manner and course. The consideration is to be paid in cash via wire transfer.

THE REPAIR SERVICES CONTRACT

The Company also announces that, on 3 September 2014, RUS-Engineering LLC, a member of the Group, as customer, and Irkutskenergoremont, an associate of En+, as contractor, entered into a contract, pursuant to which Irkutskenergoremont agreed to provide repair services of the turbine and engineering services for RUS-Engineering LLC (the “**Repair Services Contract**”) for the estimated consideration of approximately USD116,719 (net of VAT) for the year ending 31 December 2014. The scheduled termination date of the Repair Services Contract is 31 December 2014. Under the Repair Services Contract, the payment is to be made within 60 calendar days from the date of signing by the parties of the acceptance certificate for the works on the basis of the invoice presented by the contractor. The consideration is to be paid in cash via wire transfer.

THE ANNUAL AGGREGATE TRANSACTION AMOUNT

The contract price payable under the Addendum 3 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 Irkutskenergoremont to independent third parties. The basis of calculation of payments under the Addendum 3 is the price of contract offered by Irkutskenergoremont which is based on the estimated cost for the relevant repair works. 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 quality offered by those contractors) and then entered into contract with the chosen contractor. Accordingly, the Addendum 3 was entered into.

The contract price payable under the Repair Services Contract 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 Irkutskenergoremont to independent third parties. The basis of calculation of payments under the Repair Services Contract is the price of contract offered by Irkutskenergoremont which is based on the estimated cost for the relevant

repair works and engineering services. The Company invited several organizations to take part in the tender in relation to the relevant required repair and engineering services and chose the contractor offering the best terms and conditions (taking into account the price and quality offered by those contractors) and then entered into contract with the chosen contractor. Accordingly, the Repair Services Contract was entered into.

Based on the terms of the Addendum 3, the Repair Services Contract 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 2014 is estimated to be approximately USD11.14 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 Addendum 3, the Repair Services Contract 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 relate 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 Addendum 3 and the Repair Services Contract is for the benefit of the Company, as Irkutskenergoremont offered a competitive price.

The Directors (including the independent non-executive Directors) consider that the Addendum 3 and the Repair Services Contract 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 Addendum 3 and the Repair Services Contract 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 Addendum 3 and the Repair Services Contract, 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 Irkutskenergoremont. 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 Addendum 3 and the Repair Services Contract.

LISTING RULES IMPLICATIONS

Irkutskenergoremont 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 Addendum 3, the Repair Services Contract and the Previously Disclosed Repair Services 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 Addendum 3, the Repair Services Contract and the Previously Disclosed Repair Services 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.

Irkutskenergoremont is principally engaged in activities for supporting of operability 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(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, the chief executive officer of the Company and an executive Director.
“percentage ratios”	the percentage ratios under Rule 14.07 of the Listing Rules.
“Previously Disclosed Repair Services Contracts”	the contracts between members of the Group and the associates of En+ as disclosed in the Company’s announcements dated 29 August 2013, 22 January 2014, 21 February 2014, 12 March 2014, 3 April 2014, 20 May 2014 and 6 June 2014, in relation to the receipt of equipment repair and maintenance services by members of the Group for the year ending 31 December 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

4 September 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.