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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 announcement of the Company dated 2 July 2015 in relation to the Previously Disclosed Repair Services Contracts.

The Company announces that 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 REPAIR SERVICES CONTRACTS**

Reference is made to the announcement of the Company dated 2 July 2015 in relation to the Previously Disclosed Repair Services Contracts.

The Company announces that 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 “**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/ additional agreement	Repair services	Estimated consideration payable for the year ending 31 December 2017 excluding VAT (USD)	Payment terms
1.	Contract dated 23 January 2017	JSC RUSAL Achinsk	Bratskenergoremont	Up to 31 December 2017, may be extended by an addendum	Maintenance services of CHP equipment	5,795,899 (Note 1)	A prepayment of 50% of the consideration shall be paid according to the monthly financial schedule set out in the contract until the 5th day of the month, the remaining 50% to be paid within 10 calendar days after receiving of the original invoice
2.	Additional agreement dated 28 December 2016, which is an additional agreement to the contract dated 4 July 2016	JSC RUSAL Achinsk	Bratskenergoremont	Up to 30 June 2017	Capital repair of boiler	536,421	A prepayment of 50% of the consideration shall be paid according to the monthly financial schedule set out in the contract until the 5 <sup>th</sup> day of the month, the remaining 50% to be paid within 10 calendar days after receiving of the original invoice
3.	Contract dated 28 December 2016	JSC RUSAL Achinsk	Bratskenergoremont	Up to 31 December 2017	Technological cleaning of boiler	150,539	Within 15 calendar days after receipt of the original invoice
4.	Contract dated 23 January 2017	JSC RUSAL Achinsk	Bratskenergoremont	Up to 30 June 2017	Extra work during the overhaul of boiler	660,044	A prepayment of 50% of the consideration shall be paid according to the monthly financial schedule set out in the contract until the 5 <sup>th</sup> day of the month, the remaining 50% to be paid within 10 calendar days after receiving of the original invoice

No.	Date of contract/ additional agreement	Customer (member of the Group)	Contractor (associate of En+)	Term of contract/ additional agreement	Repair services	Estimated consideration payable for the year ending 31 December 2017 excluding VAT (USD)	Payment terms
5.	Contract dated 10 January 2017	Open Joint-Stock Company "RUSAL Bratsk Aluminium Smelter"	Joint-Stock Company "Irkutskenergoremont"	Up to 31 December 2017	Production equipment maintenance and repair works	1,303,891 (Note 2)	Within 40 calendar days after the signing of the Performed Works Certificate based on the invoice
6.	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	627,638 (Note 3)	Within 40 calendar days after the signing of the Performed Works Certificate based on the invoice
	<b>Total estimated consideration payable for the year 2017</b>					9,074,432	

*Notes:*

1. The estimated consideration payable is calculated on the basis of labour cost which is estimated at USD8.48 per hour (excluding VAT).
2. The estimated consideration payable is calculated on the basis of labour cost which ranges from USD3.38 to USD3.99 per hour (excluding VAT).
3. The estimated consideration payable is calculated on the basis of labour cost which ranges from USD3.38 to USD3.99 per hour (excluding VAT).

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

## **THE ANNUAL AGGREGATE TRANSACTION AMOUNT**

The contract price payable under the 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 Repair Services Contracts is the price of contract offered by the associates 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 contractor offering the best terms and conditions (taking into account the price, quality offered by the contractor and availability of professionals with the required skill and experience) and then entered into the contract/additional agreement with the chosen contractor.

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 2017 is estimated to be approximately USD9.088 million.

The annual aggregate transaction amount is estimated by the Directors based on the amount of repair services 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 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 contractor offered a 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 each of Bratskenergoremont and Joint-Stock Company

“Irkutskenergoremont”. 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 Bratskenergoremont and Joint-Stock Company “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 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 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.

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

Joint-Stock Company “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, 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 announcement of the Company dated 2 July 2015.
“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*

24 January 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.*

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