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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in United Company RUSAL Plc, you should at once hand this circular with the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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 circular, 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 circular.

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**UNITED COMPANY RUSAL PLC**

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

**(Stock Code: 486)**

**MAJOR TRANSACTION  
SETTLEMENT WITH INTERROS IN RELATION TO NORILSK NICKEL**

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A letter from the Board is set out on pages 3 to 16 of this circular.

25 June 2014

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## DEFINITIONS

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*In this circular, unless otherwise indicated or the context otherwise requires, the following expressions have the following meanings:*

“Agreement”	an agreement dated 10 December 2012 (Moscow time) between the Company, Interros, Millhouse, and the respective beneficial owners of Interros and Millhouse, namely Mr. Potanin and Mr. Abramovich, in relation to Norilsk Nickel and as supplemented from time to time and including ancillary agreements to which the Company is a party
“Allied Shareholders”	En+ and Glencore, which together control an aggregate of approximately 56.88%* of the issued share capital of the Company
“Board”	the board of Directors
“CEAC”	the Central European Aluminium Company
“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 meaning ascribed to it under the Listing Rules
“Crispian”	Crispian Investments Limited, a company incorporated in Cyprus and which, to the best knowledge, information and belief of the Directors, is affiliated with Mr. Abramovich
“Director(s)”	the director(s) of the Company
“En+”	En+ Group Limited
“General Director”	the general director of Norilsk Nickel, namely Mr Potanin, appointed pursuant to the Agreement
“Glencore”	Glencore International AG
“Group”	the Company and its subsidiaries
“Interros”	Interros International Investments Limited
“Latest Practicable Date”	20 June 2014, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange
“LME”	London Metal Exchange
“Managing Partner”	the managing partner of Norilsk Nickel, namely Mr. Potanin, appointed pursuant to the Agreement

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## DEFINITIONS

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“Millhouse”	LLC “Millhouse”
“Mr. Abramovich”	Mr. Roman Abramovich who is, to the best knowledge, information and belief of the Directors, a beneficial owner of Millhouse
“Mr. Deripaska”	Mr. Oleg Deripaska, an executive Director and the chief executive officer of the Company who also controls En+, the controlling shareholder (as defined in the Listing Rules) of the Company
“Mr. Potanin”	Mr. Vladimir Potanin, beneficial owner of Interros
“Norilsk Nickel”	Open Joint Stock Company Mining and Metallurgical Company Norilsk Nickel, a company incorporated in the Russian Federation
“Onexim”	Onexim Holdings Limited
“Parties”	the Company, Interros, Crispian, Mr. Potanin and Mr. Abramovich
“Reserved Matters”	certain reserved matters under the Agreement as more particularly set out in the sub-section headed “Management of Norilsk Nickel” in the section headed “Letter from the Board” in this circular
“RUB” or “Ruble”	Rubles, the lawful currency of the Russian Federation
“SFC”	Securities and Futures Commission of Hong Kong
“SFO”	Securities and Futures Ordinance, Chapter 571 of the laws of Hong Kong
“Share(s)”	ordinary share(s) with nominal value of USD0.01 each in the share capital of the Company (or of such nominal value as shall result from a sub-division, consolidation, reclassification or reconstruction of the share capital of the Company from time to time)
“Shareholders”	the shareholders of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“SUAL Partners”	SUAL Partners Limited
“USD”	United States dollars, the lawful currency of the United States of America

\* All percentage figures are approximate and rounded up

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**LETTER FROM THE BOARD**

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**UNITED COMPANY RUSAL PLC**

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

**(Stock Code: 486)**

*Executive Directors:*

Mr. Oleg Deripaska (Chief Executive Officer)  
Ms. Vera Kurochkina  
Mr. Maxim Sokov  
Mr. Vladislav Soloviev  
Mr. Stalbek Mishakov

*Non-executive Directors:*

Mr. Dmitry Afanasiev  
Mr. Len Blavatnik  
Mr. Ivan Glasenberg  
Mr. Maksim Goldman  
Ms. Gulzhan Moldazhanova  
Mr. Daniel Lesin Wolfe  
Ms. Olga Mashkovskaya  
Ms. Ekaterina Nikitina

*Independent Non-executive Directors:*

Dr. Peter Nigel Kenny  
Mr. Philip Lader  
Ms. Elsie Leung Oi-sie  
Mr. Matthias Warnig (Chairman)  
Mr. Mark Garber

*Place of business in Hong Kong  
registered under the Hong Kong  
Companies Ordinance:*

11th Floor  
Central Tower  
28 Queen's Road Central  
Central  
Hong Kong

*Registered office in Jersey:*

Ogier House  
The Esplanade  
St Helier JE4 9WG  
Jersey

*Head Office and  
principal place of business:*

Themistokli Dervi, 12  
Palais D'Ivoire House  
P.C. 1066, Nicosia  
Cyprus

25 June 2014

*To the Shareholders*

Dear Sir or Madam,

**MAJOR TRANSACTION  
SETTLEMENT WITH INTERROS IN RELATION TO NORILSK NICKEL**

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## LETTER FROM THE BOARD

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### 1. INTRODUCTION

As disclosed in the announcement of the Company dated 11 August 2010, in August 2010, the Company filed a request for arbitration to the London Court of International Arbitration (the “**LCIA**”) pursuant to the LCIA arbitration rules for the commencement of arbitration against Interros on 10 August 2010 in relation to a dispute relating to a cooperation agreement dated 25 November 2008 between the Company and Interros in respect of Norilsk Nickel.

Reference is also made to the announcements of the Company dated 4 December 2012 (the “**First Announcement**”), 11 December 2012 (the “**Second Announcement**”), 24 December 2012 (the “**Third Announcement**”), 25 April 2013 (the “**Fourth Announcement**”) and 1 October 2013 (the “**Fifth Announcement**”) regarding the settlement with Interros in relation to Norilsk Nickel. As disclosed in the First Announcement, on 3 December 2012 (Moscow time) the Company received an offer from Interros to enter into an agreement to, among other things, settle the dispute between the Company and Interros in relation to Norilsk Nickel, and as disclosed the Second Announcement, on 10 December 2012 (Moscow time), the Company, Interros, Millhouse, and the respective beneficial owners of Interros and Millhouse, namely Mr. Potanin and Mr. Abramovich, entered into the Agreement. In the Third Announcement, Norilsk Nickel’s dividend policy pursuant to the Agreement was disclosed, which policy was subsequently amended as disclosed in the Fifth Announcement. It was also disclosed in the Fourth Announcement that Millhouse was subsequently substituted by Crispian.

The purpose of this circular is to provide you with further information in relation to the details of the Agreement and other information in accordance with the Listing Rules.

### 2. PRINCIPAL TERMS OF THE AGREEMENT

The summary of the principal terms of the Agreement is set out below:-

#### **Crispian’s Acquisition of shares in Norilsk Nickel**

According to the Agreement, following the redemption of all quasi-treasury shares and treasury shares in Norilsk Nickel, representing 16.99% of the then charter capital of Norilsk Nickel (the “**Redemption**”), Interros was required to transfer to Crispian 5,420,464 shares in Norilsk Nickel and the Company was required to transfer to Crispian 3,873,537 shares in Norilsk Nickel at USD160 for each Norilsk Nickel share (the “**Transfer**”).

To the best of the knowledge, information and belief of the Directors, the Redemption took place in two stages:

- (1) the cancellation of approximately 9.69% of the share capital of Norilsk Nickel (with reference to the share capital of Norilsk Nickel as at the date of the Agreement) was approved by shareholders of Norilsk Nickel at the general meeting held on 29 January 2013 and was reflected in the share register of Norilsk Nickel on 2 April 2013; and

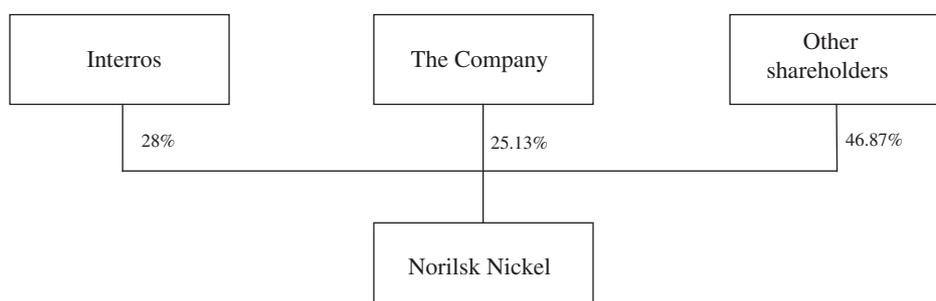
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## LETTER FROM THE BOARD

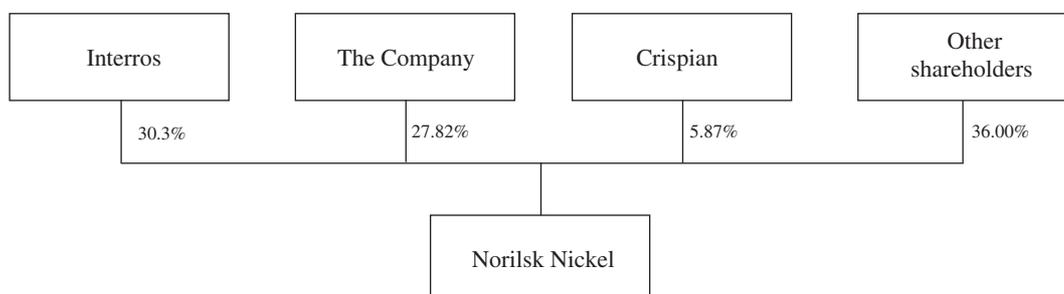
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- (2) the cancellation of approximately 7.30% of the share capital of Norilsk Nickel (with reference to the share capital of Norilsk Nickel as at the date of the Agreement) was approved at the general meeting held on 6 June 2013 and was reflected in the share register of Norilsk Nickel on 13 August 2013.

The Transfer was completed on 24 April 2013 pursuant to which Crispian acquired 5.87% of the ordinary voting shares in Norilsk Nickel (with reference to the share capital of Norilsk Nickel after completion of the Redemption). To the best of the Directors' knowledge, information and belief, set out below are the structure charts showing the shareholding of Norilsk Nickel immediately before completion of the Redemption and the Transfer:



To the best of the Directors' knowledge, information and belief, set out below are the structure charts showing the shareholding of Norilsk Nickel immediately after completion of the Redemption and the Transfer:



### Escrow Arrangements

Pursuant to the Agreement, following the Redemption, each of Interros and the Company shall transfer 7.5% of the shares in Norilsk Nickel and Crispian shall transfer 5.87% of the shares in Norilsk Nickel (together, the “**Escrow Shares**”) to an escrow agent which shall be a bank agreed by the Parties (the “**Escrow Agent**”). The Escrow Agent, as legal holder of the Escrow Shares, shall exercise the rights related to the Escrow Shares in accordance with the instructions of Crispian (which is appointed as a fiduciary of Interros and the Company in respect of the Escrow Shares) given in a manner according to the Agreement in relation to the following matters:

- (a) the Reserved Matters;

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## LETTER FROM THE BOARD

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- (b) appointment of members of the board of Norilsk Nickel;
- (c) appointment of Norilsk Nickel's auditor;
- (d) dividend;
- (e) the assembling of a general meeting of Norilsk Nickel; and
- (f) the appointment or removal of the General Director.

In respect of any matters other than those set out above, Crispian shall give instructions to the Escrow Agent to vote in accordance with the instructions of the Managing Partner. As at the Latest Practicable Date, the Parties were still negotiating as to which bank shall be appointed as the Escrow Agent.

### **Buy-out Arrangement**

In the event that any of Interros, Crispian or the Company commits certain breaches as set out in the Agreement including but not limited to breaches of obligations in relation to the following matters:

- the Transfer (which has occurred);
- the lock-up provisions that apply to Crispian;
- the escrow arrangements;
- the Redemption (which has occurred);
- dividends of Norilsk Nickel;
- certain corporate arrangements in respect of Norilsk Nickel including the termination of the powers of the then board of directors of Norilsk Nickel and its replacement by a new board in accordance with the Agreement (which has occurred);
- the appointment of external auditor in accordance with the Agreement;
- the Managing Partner's failure to make all reasonable efforts for prosecution to recover losses if any caused by actions or inactions of the directors and management of Norilsk Nickel group due to their wilful misconduct or gross negligence after the date of the Agreement;
- composition of the board of Norilsk Nickel and appointment of General Director pursuant to the Agreement;

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## LETTER FROM THE BOARD

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- existence of encumbrances (except where permitted by the Agreement) over a certain percentage of Interros' and Crispian's shares in Norilsk Nickel;
- Crispian's wilful misconduct or in the performance as the fiduciary of the escrow shares or breaches in relation to the voting trust arrangement; and
- the return of shares purchased under the Buy-out Arrangement (as defined below) in the event that it is subsequently confirmed by the High Court of London that no breach was committed,

the non-defaulting party(ies) may at their discretion and without prejudice to other remedies: (i) buy-out 7.5% (where the Company or Interros is the defaulting party) of the shares in Norilsk Nickel of the defaulting party in cash at a 25% discount to the average weighted price of such shares on the Moscow stock exchange for 90 days immediately prior to the buy-out date; or (ii) purchase 1.875% (0.6% in the case of Crispian) of the shares in Norilsk Nickel of the defaulting party in cash at a nominal consideration of USD1 (the "**Buy-out Arrangement**").

In the event of certain breaches of the Agreement including those set out in the preceding paragraph, it might be that the non-breaching party would wish to acquire more control of Norilsk Nickel rather than continue relying on contractual rights, which is what the Buy-Out Arrangement is intended to permit.

### **Lock-up and Shoot Out**

During the period until the earliest of (1) 5 years from the date of the Agreement (being 10 December 2017); and (2) the date when Crispian's shareholding in Norilsk Nickel falls below 2.5% (but in any case not earlier than 3 years from the date of the Agreement), each of the Company and Interros shall not sell or otherwise alienate its shares in Norilsk Nickel, so that its shareholding in Norilsk Nickel becomes less than 20%. Such a restriction is subject to certain exceptions which, among other things, permit the pledge of shares in connection with bona fide financing, provided that this does not affect the ability of the Company or Interros (as the case may be depending on which is the party to the arrangement) to direct the voting rights attaching to at least 20% of the shares of Norilsk Nickel. If the Company breaches these restrictions during the lock-up period, it will be in breach of the Agreement, entitling the other non-breaching parties to (a) purchase its 7.5% shareholding in Norilsk Nickel at a 25% discount to the average weighted price of the Norilsk Nickel shares on the Moscow stock exchange for 12 months immediately preceding service of the purchase notice by the non-breaching parties; and (b) purchase its 1.875% shareholding in Norilsk Nickel at USD1. The other non-breaching parties' entitlement to purchase the Company's shareholding in Norilsk Nickel in such circumstances is alternative and not in addition to the remedies available to them under the Buy-out Arrangement. Interros is subject to equivalent provisions. Crispian is also subject to lock-up in respect of 4% shareholding in Norilsk Nickel for a period of 2 years after the date of the Agreement and 2.5% shareholding in Norilsk Nickel for the following 3 years.

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## LETTER FROM THE BOARD

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The Agreement is intended to resolve the dispute between Interros and the Company by way of a balanced system of specific rights and obligations, material details of which are summarised in this circular. As a result, all parties have certain expectations as to how Norilsk Nickel will be operated and how and in what amounts profits will be distributed. For the Agreement to meet its objectives, there needs to be a reasonable degree of stability among the shareholdings of Interros and the Company.

Following the expiry of the lock-up period, it might then be that either Interros or the Company wishes to acquire the shares of the other, thereby acquiring a majority of the Norilsk Nickel issued and outstanding shares. Under the Agreement the Company and Interros may initiate a “shoot out” between themselves by offering a price of not less than the 6-month weighted average price of the shares of Norilsk Nickel immediately prior to the offer date plus 20% at any time and more than one time after the lock-up period (the “**Shoot Out**”). The offeree party shall either sell its stake in Norilsk Nickel at the offer price, buy the stake of the offering party or ask for a higher price. If it asks for a higher price, the offering party is obliged either to buy the stake of the offeree party for this higher price, or sell its stake at that price. In case a party refuses to honour its aforesaid obligation to sell or purchase the shares, thereby breaching the Shoot Out provision, the non-breaching party is entitled to purchase (and the breaching party shall sell) certain shares in Norilsk Nickel (namely 1.875% of the issued shares in Norilsk Nickel in the case of each of the Company and Interros with a slightly different calculation for Crispian)) at a price of USD1.

If, however, the Company’s or Interros’ (as the case may be) shareholding falls to below 20% following the lock-up period, the other parties will be entitled at any time thereafter to purchase 7.5% of the shares in Norilsk Nickel at the average weighted price of the Norilsk Nickel shares on the Moscow stock exchange for 12 months immediately preceding service of the purchase notice by the other parties without triggering the Shoot Out.

### **Management of Norilsk Nickel**

The board of directors of Norilsk Nickel shall be composed of thirteen (13) members, four (4) nominated by the Company, four (4) nominated by Interros, one (1) nominated by Crispian, and three (3) independent directors with each of such independent directors being nominated by each of the Company, Interros and Crispian. The thirteenth member of the board of Norilsk Nickel is elected by the votes of Norilsk Nickel’s minority shareholders other than Interros, the Company and Crispian. The independent chairman shall be nominated jointly by the Company, Interros and Crispian, while Mr. Potanin shall be the General Director of Norilsk Nickel and shall be responsible for the management of the Norilsk Nickel group. The role of the General Director is vested in Mr Potanin, and Mr Potanin in his capacity as the Managing Partner will assume certain obligations seeking, among others, to address the proper governance of Norilsk Nickel.

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## LETTER FROM THE BOARD

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Pursuant to the Agreement, the approval of the following Reserved Matters, subject to certain exceptions, shall require the consent of each of the Company, Interros and Mr. Abramovich, which Reserved Matters include, among other things, (a) dividend policy of Norilsk Nickel; (b) amendments to the charter documents of Norilsk Nickel and certain of its key subsidiaries; (c) related party transactions; (d) material transactions; (e) transactions outside the ordinary course of business; (f) acquisitions and disposals outside of Russia; (g) securities transactions; (h) marketing and sales strategy; (i) profit distributions other than dividends; (j) replacement of the General Director of Norilsk Nickel by a management company; and (k) approval of limits and counterparties for certain transactions in relation to fund raising, currency transactions, placement of funds and provision of guarantees to secure obligations of Norilsk Nickel and certain of its key subsidiaries.

The Reserved Matters do not require unanimous consent from the Company, Interros and Mr. Abramovich if:

- they are related to the capital expenditures and/or costs of acquisition of non-current assets in 2013-2015 in total amount not exceeding USD 6,500,000,000;
- they are connected with raising funds or re-financing of the Norilsk Nickel group's liabilities on arm's length terms provided that as a result of such financing or refinancing the net debt/EBITDA of the Norilsk Nickel group shall not exceed 2x and the net debt of the Norilsk Nickel group in the result shall not exceed USD 9,000,000,000;
- they are related to the intragroup transactions entered into between any of Norilsk Nickel and its directly or indirectly wholly-owned subsidiaries or other controlled subsidiaries that have successfully completed implementation of the agreed changes to their corporate documentation;
- they are related to the (i) raising project financing for the purpose of development of the complex deposit on southeast of Zabaykalskiy Region ("Chita project finance") and (ii) costs incurred in course of the realization of corporate social programmes "Our House" and "My House" (except if Norilsk Nickel and/or any of its controlled companies enter into respective transactions with any related party of Company, Interros or Crispian).

In relation to the above matters the Parties shall procure voting at shareholders and board meeting of Norilsk Nickel in accordance with the recommendations of the Managing Partner.

Further, no veto right shall apply to any transaction related to fund raising, currency transactions, placement of funds, and provision of guarantees to secure obligations of Norilsk Nickel and certain key subsidiaries, if such transaction is entered with a specified counterparty and within limits approved by the majority of no less than 10 of the members of the board of Norilsk Nickel.

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## LETTER FROM THE BOARD

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The Parties' rights under the Agreement in relation to management of Norilsk Nickel are dependent on their respective shareholding in Norilsk Nickel. If the Company's shareholding in Norilsk Nickel falls to below 20% (whether or not during the lock-up period referred to in the section "Lock-up and Shoot Out" above), the Company's consent will no longer be required for the approval of any Reserved Matters. Interros is subject to equivalent provisions. In the case of Crispian, it (a) loses the right to consent to approved matters in the event its shareholding in Norilsk Nickel is less than 4% during the first two years of the Agreement and thereafter less than 2.5%; and (b) loses all of its rights under the Agreement if its holding falls below 1%.

### **Dividend Policy**

The Agreement provides that, subject to applicable law and the following qualifications, Norilsk Nickel will declare dividends in respect of 2012 in the amount of USD2 billion. In accordance with the Agreement, in the first half of 2013, the Company has received dividends from Norilsk Nickel of approximately USD550 million in respect of the year 2012 in proportion to the Company's shareholding in Norilsk Nickel.

Further, as disclosed in the Fifth Announcement, Norilsk Nickel will pay dividends:

- (a) in respect of 2013 and 2014 (to be paid in 2014 and 2015, respectively), in an amount equal to 50% of EBITDA of Norilsk Nickel (calculated based on the audited consolidated financial statements of Norilsk Nickel according to IFRS for the year in respect of which the dividend is paid) but not less than USD2 billion respectively (provided that such minimum shall exclude any dividend distributions from the proceeds of disposal of foreign and non-core energy assets);
- (b) in respect of 2015 (to be paid in 2016), in an amount equal to 50% of EBITDA, plus the difference between USD7 billion and the actual amount of dividends paid in 2014 and 2015 in aggregate, provided that Norilsk Nickel may reduce the resulting amount of dividend in respect of 2015 by no more than 20%;
- (c) in respect of 2016 (to be paid in 2017), in an amount equal to 50% of EBITDA, plus an amount of the dividend reduction made by Norilsk Nickel in respect of 2015, if any; and
- (d) in respect of 2017 and subsequent years in an amount equal to 50% of EBITDA.

The Agreement provides that Norilsk Nickel will distribute dividends representing the proceeds of the disposal of foreign or non-core energy assets in an amount up to USD1 billion at the first dividend distribution date following such disposal which amount is to be taken into account for purposes of the dividend distributions save as set out above. If Norilsk Nickel does not pay any of the required dividends, Mr. Potanin may be removed as Managing Partner and General Director or a discounted buyout of a certain portion of Interros' shares in Norilsk Nickel may be triggered pursuant to the Buy-out Arrangement.

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## LETTER FROM THE BOARD

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### **Release and Stay**

The on-going disputes and claims with regard to the Norilsk Nickel group and transactions with shares of Norilsk Nickel including the judicial, arbitration and other proceedings between the Company and the Interros group have been stayed from the date of the Agreement and, subject to compliance with the terms and conditions provided in the Agreement, such disputes and claims shall be settled in full. The Agreement provides for a stay of all proceedings. Subject to full implementation of the Agreement (settlement of the escrow arrangements, completion of certain corporate governance arrangements in respect of the Norilsk Nickel group and completion of the Redemption), all such proceedings will be terminated. As of the Latest Practicable Date, Interros and the Company have confirmed that the judicial, arbitration and other proceedings between them and other group members have been settled in full. All such proceedings have now been terminated.

### **Millhouse, Crispian, Mr. Potanin and Mr. Abramovich**

Millhouse became a party to the Agreement as conciliator to the disputes in respect of Norilsk Nickel between Interros and the Company. As disclosed in the Fourth Announcement, Millhouse was subsequently substituted by Crispian.

Each of Mr. Potanin and Mr. Abramovich becomes a party to the Agreement to undertake to procure the performance of the Agreement by Interros and Crispian respectively.

### **Conditions Precedent**

The Agreement itself is not subject to any conditions. The implementation of the transactions contemplated by the Agreement was made subject to any necessary governmental approvals or other authorisations or consents. Such approval includes the approval by shareholders of Norilsk Nickel for the Redemption which was obtained at the general meetings of Norilsk Nickel held on 29 January 2013 and 6 June 2013. Subject to the approval to be obtained from the Allied Shareholders in respect of the Agreement and the transactions contemplated thereunder, to the best of knowledge, information and belief of the Directors, all such approvals, authorisations and consents have been obtained or the parties to the Agreement consider that relevant exemptions apply.

### **3. COMPLETION OF THE REDEMPTION AND THE TRANSFER**

As disclosed in the Fourth Announcement, on 24 April 2013, the sale by the Company (through its subsidiary) and Interros of shares and American depository receipts of Norilsk Nickel to Crispian was completed, with the Company (through its subsidiary) selling in aggregate 3,873,537 shares in Norilsk Nickel at USD160 per share in cash for the total amount of USD619,765,920. After the Redemption and the Transfer (together, the “**Transaction**”), the Company, Interros and Crispian hold approximately 27.82%, 30.3% and 5.87% shares in Norilsk Nickel, respectively.

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## LETTER FROM THE BOARD

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### 4. REASONS FOR AND BENEFITS OF THE AGREEMENT

The reasons for and benefits of entering into the Agreement are to improve the existing corporate governance and transparency of the Norilsk Nickel group, to maximize profitability and shareholders value and to settle the disagreements of the Company and Interros in relation to the Norilsk Nickel group. Neither Mr. Abramovich nor Crispian had any involvement in the dispute or any interest in Norilsk Nickel prior to the Agreement. We consider that a reasonable degree of stability among the parties in respect of Norilsk Nickel would be achieved by the Buy-out Arrangement, Lock-up and the Shoot Out:

- (a) the Lock-up requires, subject to exceptions, the Company and Interros to remain as shareholders of Norilsk Nickel of not less than 20% shareholding for a period of as long as 5 years and at least 3 years from the date of the Agreement, providing stability in the shareholding;
- (b) the Buy-out Arrangement deters certain breaches of the Agreement which may stir up disputes between the Company and Interros again and defines the consequences for such breaches; and
- (c) the Shoot Out offers an agreed mechanism for the Company or Interros to coexist or acquire the other party's shares in Norilsk Nickel after the lock-up period.

Further, it is expected that transparency of the Norilsk Nickel group would be improved by virtue of the Agreement because of the following reasons:

- (a) as disclosed in the sub-section headed "Dividend Policy", the Agreement provides a roadmap for Norilsk Nickel to declare dividends in respect of the years from 2013 to 2017, providing more certainty of shareholder value going forward;
- (b) as disclosed in the sub-section headed "Management of Norilsk Nickel", the Agreement provides:
  - (i) the rights of the Company, Interros and Crispian to nominate directors to the board of Norilsk Nickel;
  - (ii) the right of the Company, Interros and Crispian to jointly appoint the independent chairman; and
  - (iii) the appointment of Mr. Potanin as the General Director and Managing Partner

which ensure that the parties to the Agreement are sufficiently represented in the management of Norilsk Nickel; and

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## LETTER FROM THE BOARD

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- (c) as disclosed in the sub-section headed “Management of Norilsk Nickel”, the Agreement provides that approval of Reserved Matters shall requires the consent of each of the Company, Interros and Mr. Abramovich, which ensures that the relevant parties to the Agreement will be informed of matters of importance in relation to Norilsk Nickel and that they are entitled to object to these matters should they consider appropriate.

The Directors, including the independent non-executive Directors, are of the view that the Agreement is, having regard to the particular facts and circumstances, on normal commercial terms which are fair and reasonable and are in the best interests of the Company and the Shareholders as a whole.

### 5. LISTING RULES IMPLICATIONS

#### **The Transaction and the Buy-out Arrangement**

After the Transaction, the Company’s stake in Norilsk Nickel increased from 25.13% to 27.8%, the Transaction therefore constitutes an acquisition of the Company for the purpose of Chapter 14 of the Listing Rules. Since one or more of the applicable percentage ratio(s) for the Transaction is 5% or more but all the applicable percentage ratios less than 25%, the Transaction should be classified as a discloseable transaction.

Further, pursuant to the Buy-out Arrangement, in the event that the Company commits certain breaches of the Agreement and any of the non-defaulting parties opts to exercise its rights pursuant to the Buy-out Arrangement, the Company is obliged to sell certain shares in Norilsk Nickel. The Buy-out Arrangement therefore constitutes a grant of a call option by the Company to the non-defaulting parties to purchase the Norilsk Nickel shares from the Company, the exercise of which is not at the discretion of the Company, which constitutes an “option” under Rule 14.74 of the Listing Rules and hence a transaction of the Company under Chapter 14 of the Listing Rules.

Pursuant to Rule 14.24 of the Listing Rules, in the case of a transaction involving both an acquisition (namely the Transaction) and a disposal (namely the Buy-out Arrangement), the transaction will be classified by reference to the larger of the acquisition or disposal. Since one or more of the applicable percentage ratio(s) for the Buy-out Arrangement is more than 25% but all the applicable percentage ratios are less than 75%, the Transaction and the Buy-out Arrangement shall together be classified by reference to the larger of the acquisition and disposal and hence subject to the major disposal requirement including the reporting, announcement and shareholders’ approval requirements under Chapter 14 of the Listing Rules.

#### **The Shoot Out**

As the Shoot Out will not happen until at least after 5 years from the date of the Agreement (or will not happen at all), the Directors consider it is inappropriate, meaningless and misleading to rely on the current financial information for the purpose of classifying the Shoot Out under Chapter 14 of the Listing Rules.

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## LETTER FROM THE BOARD

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On the basis of the above, the Company has sought confirmation from the Stock Exchange which has ruled that the Shoot Out shall be classified as a major transaction of the Company subject to the reporting, announcement and shareholders' approval requirements under Chapter 14 of the Listing Rules.

As at the Latest Practicable Date, to the best of the Directors' knowledge, belief and information, none of the Shareholders has a material interest in the Agreement and the transactions contemplated thereunder, and therefore no Shareholder would be required to abstain from voting if the Company is required to convene a general meeting.

### Shareholders' Written Approval

As at the Latest Practicable Date, the Allied Shareholders, En+ and Glencore, together control an aggregate of approximately 56.88%\* of the issued share capital of the Company. The Allied Shareholders are, among others, parties to a shareholders' agreement dated 22 January 2010 relating to the Company (the principal terms of which were set out in appendix B to the 2013 annual report of the Company). To the best knowledge, information and belief of the Directors, other than (1) being common shareholders of the Company and parties to the shareholders' agreement dated 22 January 2010; and (2) being parties to an option agreement pursuant to which Glencore, inter alia, granted En+ an option to acquire all ordinary shares of the Company held by Glencore in accordance with the terms set out therein, En+ and Glencore are independent from each other.

As at the Latest Practicable Date, the Allied Shareholders (with Glencore through its wholly owned subsidiary, Amokenga Holdings Limited, which is a registered shareholder of the Company) had given its written approval for the Agreement and the transactions contemplated thereunder pursuant to Rule 14.44 of the Listing Rules. The SFC has accepted that the Company may rely on such written shareholders' approval in lieu of holding a general meeting.

Information in relation to the shares of the Company controlled by each of the Allied Shareholders as at the Latest Practicable Date is set out below:

Allied Shareholders	Percentage of issued share capital of the Company*
En+	48.13%
Glencore	<u>8.75%</u>
<b>Total</b>	<b><u>56.88%</u></b>

\* All percentage figures are approximate and rounded up

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## LETTER FROM THE BOARD

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### 6. INFORMATION OF THE COMPANY, INTERROS, MILLHOUSE, MR. POTANIN, MR. ABRAMOVICH, CRISPIAN AND NORILSK NICKEL

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.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries: (i) Interros is a private investment company, which key areas of business are metals and mining, mass media, real estate and tourism and transport and logistics, and Mr. Potanin is the beneficial owner of Interros; (ii) Millhouse is principally engaged in investment activities and Mr. Abramovich is the beneficial owner of Millhouse; and (iii) Crispian is principally engaged in investment activities and is affiliated with Mr. Abramovich.

Norilsk Nickel is the world's largest producer of nickel and palladium and one of the leading producers of platinum and copper. It also produces various by-products, such as cobalt, rhodium, silver, gold, iridium, ruthenium, selenium, tellurium and sulphur. The Norilsk Nickel group is involved in prospecting, exploration, extraction, refining and metallurgical processing of minerals, as well as in production, marketing and sale of base and precious metals. Norilsk Nickel's production facilities are located on three continents and in five countries namely Russia, Australia, Botswana, Finland and South Africa. Based on the annual report of Norilsk Nickel: (i) the net asset value of Norilsk Nickel as of 31 December 2013 was USD9,750 million; and (ii) for the latest two calendar years, the net profits of Norilsk Nickel were as follows:

	<b>Before taxation</b>	<b>After taxation</b>
For the year ended 31 December 2012	USD3,143 million	USD2,143 million
For the year ended 31 December 2013	USD1,330 million	USD765 million

The annual reports and other financial information of Norilsk Nickel are available on its website under the link <http://www.nornik.ru/en/main>. For the avoidance of doubt, the contents of such annual reports and other financial information and otherwise contained in such website do not form part of this circular.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, each of Interros and Millhouse, their respective ultimate beneficial owners, namely Mr. Potanin and Mr. Abramovich, and Crispian, are third parties independent of the Company and its connected persons.

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## LETTER FROM THE BOARD

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### 7. ADDITIONAL INFORMATION

Your attention is also drawn to the additional information set out in the appendices to this circular.

**Shareholders and potential investors should note that the transactions contemplated by the Agreement may require the satisfaction of certain conditions and therefore may or may not proceed. Shareholders and potential investors should exercise extreme caution when dealing in the securities of the Company.**

Yours faithfully,  
For and on behalf of the Board  
**Matthias Warnig**  
*Chairman*

## 1. STATEMENT OF INDEBTEDNESS

As at the close of business on 30 April 2014, being the latest practicable date for the purpose of this indebtedness statement prior to the printing of this circular, the Group had (1) issued unsecured Ruble bonds series 07 and Ruble bonds series 08 each in the initial amount of RUB15 billion each and current outstanding of RUB7.5 billion and RUB15 billion respectively (collectively the “**Ruble Bonds**”); and (2) outstanding borrowings of approximately USD11.0 billion (including the Ruble Bonds and Glencore financing) or USD10.3 billion (excluding the Ruble Bonds).

OJSC RUSAL Krasnoyarsk and OJSC RUSAL Achinsk, each being an indirect wholly-owned subsidiary of the Company, act as surety in respect of the Ruble Bonds for up to RUB15 billion and RUB6 billion per series respectively. To secure the issuer’s payment obligations under the Ruble Bonds the Company also provides a guarantee in the form of an irrevocable offer to purchaser bonds at notional value increased for the coupon due to bondholders. Such obligations arise in certain events subject to non-performance by the issuer and sureties, the estimated value of such obligations is up to RUB21 billion per series.

As at 30 April 2014, the Group’s borrowings (excluding the Ruble Bonds) were guaranteed by the Company and members of the Group and secured by

- pledges of shares in the following operating and non-operating companies by the Company and members of the Group:
  - 40% plus 1 share of OJSC RUSAL Novokuznetsk
  - 25% plus 1 share of OJSC “Siberian-Urals Aluminium Company”
  - 50% plus 2 shares of OJSC RUSAL Sayanogorsk
  - 50% plus 2 shares of OJSC RUSAL Bratsk
  - 50% plus 2 shares of OJSC RUSAL Krasnoyarsk
  - 25.1% of Khakas Aluminium Smelter
  - 100% shares of Gershvin Investment Corp Limited
  - 100% shares of Seledar Holding Corp Limited
  - 100% shares of Aktivium Holding B.V.
  - 100% shares of Limerick Alumina Refining Limited
  - 75% shares of Aughunish Alumina Limited
  
- pledge of shares of an associate by a member of the Group:
  - 27.8% share of Norilsk Nickel
  
- pledge of assets by the members of the Group:
  - property, plant and equipment, inventories, receivables - with a value of USD541 million
  - inventory - with a value of USD30 million

Further, rights, including all monies and claims arising out of certain sales contracts between the Group's trading subsidiaries and its ultimate customers, were assigned to secure the Group's USD4.75 billion syndicated facility and USD400 million multi-currency credit facility.

As at 30 April 2014, the Group's reserves in respect of tax and legal liabilities amounted to USD68 million and USD14 million. Provision of USD100 million was recognised in connection with the Group's constructive obligation to provide additional funding to Boguchansk smelter. The aggregate exposure under the agreement is limited to RUB16.8 billion (USD471 million) and is split between the Group and OJSC RusHydro in equal proportion. As at 30 April 2014 the amount of tax and legal contingencies, where management assesses outflow as possible approximates USD342 million and USD134 million, respectively.

Save as aforesaid or as otherwise disclosed herein, and apart from intra-group liabilities and normal trade payables in the normal course of business, as at the close of business on 30 April 2014, the Group did not have any debt securities, issued and outstanding or agreed to be issued, bank overdrafts, loans or other similar indebtedness, liabilities under acceptance (other than normal trade bills) or acceptance credits, debentures, mortgages, charges, hire purchase commitments, guarantees or other material contingent liabilities.

In 2011 the Group entered into cross-currency swap to transform its rouble bonds series 08 into USD obligations USD533 million for the term of 4 years. The secured cross-currency swap is secured by pledges of 11% shares in OJSC "SUAL" and USD255 million of OJSC "SUAL" fixed assets.

## **2. FINANCIAL AND TRADING PROSPECT**

The first quarter of 2014 saw a significant improvement in the Company's results compared to the previous quarter. The period benefitted from the successful implementation of our cost cutting measures and on-going inefficient capacity curtailment programme. Despite the LME aluminium price continued to be depressed, sliding to a five-year low during the period, the Company achieved a positive result from operating activities of USD30 million and saw adjusted EBITDA increase by 71.3% from the previous quarter to USD173 million.

The Company was able to achieve strong cash costs performance with Aluminium operating costs decreasing by 6.6% on the preceding quarter to USD1,741 per tonne, allowing the Company to further improve its position on the cash cost curve and improve EBITDA margin in the segment to 13.2%. In addition, the Company saw growth in the value-added products share which now accounts for 44% of total aluminium output. We will continue to improve profitability by expanding our product range, with projects to increase billet, slab, primary foundry alloys and wire rod capacity currently being realized at the Company's key smelters.

While it is too soon to say the aluminium market has fully turned the corner, we are seeing positive trends, such as robust consumption growth, which is being supplemented by the ongoing optimization of production capacity around the globe, which, in the long-term will ensure that the industry will not face another overproduction crisis.

For further details of the financial and trading prospect of the Group for the three months ended 31 March 2014, please refer to the section “Financial and Operating Highlights” in the Results Announcement of the Company for the three months ended 31 March 2014 published on 13 May 2014.

### **3. WORKING CAPITAL**

The Company is in the process of obtaining lender consent for an amendment agreement with respect to the up to USD4,750,000,000 aluminium pre-export finance facility agreement dated 29 September 2011 (“**USD4.75 Billion PXF**”) and the up to USD400,000,000 multicurrency aluminium pre-export finance facility agreement dated 30 January 2013 (“**USD400 Million PXF**”), pursuant to which the USD4.75 Billion PXF and USD400 Million PXF are combined into a single facility agreement with revised set of covenants at sustainable levels and amortization schedule deferring repayment until after the forecast period. Assuming that sufficient lender consent is obtained and the amendment agreement comes into effect, and taking into account the available financial resources including the available undrawn credit facilities, credit facilities which are expected to be raised and the internally generated funds, the Directors are of the opinion that the Group has sufficient working capital to satisfy its requirements for at least the next 12 months from the date of this circular.

## 1. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

## 2. DISCLOSURE OF INTERESTS

As at the Latest Practicable Date, the interests and short positions of the Directors and chief executive officer in the Shares, underlying Shares and debentures of the Company as recorded in the register required to be kept pursuant to section 352 of the SFO or as otherwise notified by the Directors to the Company and the Stock Exchange pursuant to Division 7 and 8 of Part XV of the SFO or the Model Code for Securities Transactions by Directors of Listed Companies set out in Appendix 10 to the Listing Rules (as incorporated by the Company in its “Codes for Securities Transaction”) were as set out below:

### Interests in Shares

Name of Director/ Chief Executive Officer	Capacity	Number of Shares as at the Latest Practicable Date	Percentage of issued share capital as at the Latest Practicable Date
Mr. Deripaska	Beneficiary of a trust ( <i>Note 1</i> )	7,312,299,974 (L)	48.13%
	Beneficial owner ( <i>Note 2</i> )	35,374,065 (L)	0.23%
	<b>Total</b>	<b>7,347,674,039 (L)</b>	<b>48.36%</b>
Vera Kurochkina	Beneficial owner ( <i>Note 2</i> )	428,600 (L)	0.003%
Vladislav Soloviev	Beneficial owner ( <i>Note 2</i> )	786,978 (L)	0.005%
Maxim Sokov	Beneficial owner ( <i>Note 2</i> )	413,751 (L)	0.003%

(L) Long position

*Notes* — see notes on page 24

**Interests in the shares of associated corporations of the Company**

As at the Latest Practicable Date, Mr. Deripaska, the chief executive officer and an executive Director of the Company, had disclosed interests in the shares of 371 associated corporations (within the meaning of Part XV of the SFO) of the Company, the details of which are set out in the “Disclosure of Interests” section on the website of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk. The Company has sought and obtained a waiver from the SFC from the strict compliance with Rule 14.66(3) and Paragraph 38 of Appendix 1B to the Listing Rules to disclose Mr. Deripaska’s interests in each of these associated corporations, based on the following reasons:

- (a) as at the Latest Practicable Date, none of the 371 associated corporations of which Mr. Deripaska had disclosed an interest in was a member of the Group. Therefore, the disclosure of particulars of those associated corporations will not be material in the context of the Group;
- (b) the inclusion of the particulars of the 371 associated corporations would add excessive length to this circular. To the extent that such particulars are available on the website of the Stock Exchange, setting out such particulars in this circular would not provide additional information to the readers; and
- (c) previous similar waivers were granted by the Stock Exchange for the Company’s interim reports and annual reports.

**Interests and short positions in underlying Shares and in the underlying shares of associated corporations of the Company**

Name of Director/ chief executive officer	Capacity	Number of Shares as at the Latest Practicable Date	Percentage of issued share capital as at the Latest Practicable Date
Mr. Deripaska	Beneficiary of a trust (Note 1)	1,539,481,200 (L) (Note 7)	10.133%
Vera Kurochkina	Beneficial owner	141,739 (L) (Note 8)	0.001%
Vladislav Soloviev	Beneficial owner	524,651 (L) (Note 8)	0.003%
Maxim Sokov	Beneficial owner	160,639 (L) (Note 8)	0.001%

(L) Long position

Notes — see notes on page 25

Save as disclosed above, as at the Latest Practicable Date, none of the Directors and chief executive officer had any interested or short position, whether beneficial or non-beneficial, in the Shares, underlying Shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO and recorded in the register required to be kept pursuant to section 352 of the SFO or as otherwise notified by the Directors to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies set out in Appendix 10 to the Listing Rules (as incorporated by the Company in its “Codes for Securities Transaction”).

### 3. SUBSTANTIAL SHAREHOLDERS

As at the Latest Practicable Date, so far as the Directors are aware, the following interests or short positions in the Shares or underlying Shares of the Company were notified to the Company pursuant to provisions of Divisions 2 and 3 of Part XV of the SFO and were entered in the register required to be kept by the Company under Section 336 of the SFO and article L.233-7 of the French commercial code:

#### Interests and short positions in Shares

Name of Shareholder	Capacity	Number of Shares held	Percentage of issued share capital as at the Latest Practicable Date
Mr. Deripaska	Beneficiary of a trust (Note 1)	7,312,299,974 (L)	48.13%
	Beneficial owner (Note 2)	35,374,065 (L)	0.23%
	<b>Total</b>	<b>7,347,674,039 (L)</b>	<b>48.36%</b>
Fidelitas Investments Ltd. (Note 1)	Interest of controlled corporation	7,312,299,974 (L)	48.13%
B-Finance Ltd. (Note 1)	Interest of controlled corporation	7,312,299,974 (L)	48.13%
En+ (Note 1)	Beneficial owner	7,312,299,974 (L)	48.13%

Name of Shareholder	Capacity	Number of Shares held	Percentage of issued share capital as at the Latest Practicable Date
Victor Vekselberg <i>(Note 3)</i>	Beneficiary of a trust	3,710,590,137 (L)	24.42%
TCO Holdings Inc. <i>(Note 3)</i>	Interest of controlled corporation	3,710,590,137 (L)	24.42%
SUAL Partners <i>(Note 3)</i>	Beneficial owner	2,400,970,089 (L)	15.80%
	Other	1,309,620,048 (L)	8.62%
	<b>Total</b>	<b>3,710,590,137 (L)</b>	<b>24.42%</b>
Mikhail Prokhorov <i>(Note 4)</i>	Beneficiary of a trust	2,586,499,596 (L)	17.02%
Onexim Group Limited <i>(Note 4)</i>	Interest of controlled corporation	2,586,499,596 (L)	17.02%
Onexim Holdings Limited <i>(Note 4)</i>	Beneficial owner	2,586,499,596 (L)	17.02%
Glencore International plc <i>(Note 5)</i>	Beneficial owner	1,328,988,048 (L)	8.75%

(L) Long position

Notes — see notes on pages 24 and 25

## Interests and short positions in underlying Shares

Name of Shareholder	Capacity	Number of underlying Shares as at the Latest Practicable Date	Percentage of issued share capital as at the Latest Practicable Date
Mr. Deripaska ( <i>Note 1</i> )	Beneficiary of a trust	1,539,481,200 (L) ( <i>Note 7</i> )	10.133%
Fidelitas Investments Ltd. ( <i>Note 1</i> )	Interest of controlled corporation	1,539,481,200 (L) ( <i>Note 6</i> )	10.133%
B-Finance Ltd. ( <i>Note 1</i> )	Interest of controlled corporation	1,539,481,200 (L) ( <i>Note 6</i> )	10.133%
En+ ( <i>Note 1</i> )	Beneficial owner	1,539,481,200 (L) ( <i>Note 6</i> )	10.133%
Glencore International plc ( <i>Note 5</i> )	Beneficial owner	41,807,668 (L) ( <i>Note 6</i> )	0.28%
		1,309,620,048 (S) ( <i>Note 6</i> )	8.62%

(L) Long position

(S) Short position

*Note 1* — These interests were directly or beneficially held by En+. Based on the information provided by Mr. Deripaska and the records on the electronic filing systems operated by the Stock Exchange, Mr. Deripaska was the founder, trustee and a beneficiary of a discretionary trust which, as at the Latest Practicable Date, held 100% of the share capital of Fidelitas Investments Ltd., which, as at the Latest Practicable Date, held 100% of the share capital of B-Finance Ltd. As at the Latest Practicable Date, B-Finance Ltd. held 70.35% of the share capital of En+. Each of B-Finance Ltd., Fidelitas Investments Ltd, and Mr. Deripaska were deemed to be interested in the Shares and underlying Shares held by En+ by virtue of the SFO as at the Latest Practicable Date.

*Note 2* — All or some of these Shares represent the share awards which were granted under the long-term share incentive plan of the Company and were vested on 21 November 2011, 21 November 2012 and 21 November 2013. For details, please refer to Note 10 to the consolidated financial statements for the year ended 31 December 2013 contained in the Company's annual report 2013.

*Note 3* — These interests and short positions were directly held by SUAL Partners. SUAL Partners is controlled as to 35.84% by Renova Metals and Mining Limited, which is in turn wholly-owned by Renova Holding Limited. Renova Holding Limited is controlled by TZ Columbus Services Limited as to 100% under a trust and TZ Columbus Services Limited acts a trustee of the trust and is, in turn, wholly-owned by TCO Holdings Inc. Mr. Vekselberg is the sole beneficiary of the relevant trust. Each of Renova Metals and Mining Limited, Renova Holding Limited, TZ Columbus Services Limited, TCO Holdings Inc. and Mr. Vekselberg is deemed to be interested in the Shares and underlying Shares held by SUAL Partners by virtue of the SFO.

*Note 4* — These interests were directly held by Onexim. Onexim is wholly-owned by Onexim Group Limited, which is owned by a trust of which Mikhail Prokhorov is the beneficial owner. Each of Onexim Group Limited and Mikhail Prokhorov is deemed to be interested in the Shares held by Onexim.

*Note 5* — Amokenga Holdings Ltd. directly holds the relevant interests in the Company, and is wholly-owned by Glencore Finance (Bermuda) Ltd. which is, in turn, wholly-owned by Glencore Group Funding Limited. Glencore Group Funding Limited is wholly-owned by Glencore International AG, which is wholly-owned by Glencore International plc. In light of the fact that Glencore International plc, Glencore International AG, Glencore Group Funding Limited and Glencore Finance (Bermuda) Ltd. (together, the “Glencore Entities”) directly or indirectly control one-third or more of the voting rights in the shareholders’ meetings of Amokenga Holdings Ltd., in accordance with the SFO, the interests of Amokenga Holdings Ltd. are deemed to be, and have therefore been included in the interests of the Glencore Entities.

*Note 6* — These underlying Shares represent physically settled unlisted derivatives.

*Note 7* — These underlying Shares represent unlisted physically settled options.

*Note 8* — These underlying Shares represent the share awards which were granted but not yet vested under the long-term share incentive plan of the Company.

Save as disclosed above, so far as the Directors are aware, as at the Latest Practicable Date, the Company has not been notified of any other notifiable interests or short positions in Shares or underlying Shares.

#### **4. MATERIAL ADVERSE CHANGE**

As at the Latest Practicable Date, the Directors are not aware of any material adverse change in the financial or trading positions of the Company since 31 December 2013, being the date of the latest published audited financial statement of the Company.

#### **5. SERVICE CONTRACTS**

As at the Latest Practicable Date, no Director has entered into any service contract with any member of the Group which is not terminable within one year without payment of compensation (other than statutory compensation).

#### **6. LITIGATION**

The Group’s subsidiaries are subject to a variety of lawsuits and claims in the ordinary course of its business. As at the Latest Practicable Date, there were several claims filed against the Group’s subsidiaries contesting breaches of contract terms and non-payment of existing obligations.

In May 2009, the Republic of Guinea filed a claim in Guinea against one of the Group's subsidiaries of USD1,000 million contesting the terms of privatisation of the Group's subsidiary in Guinea. The subsidiary appealed that decision and received a decision from the Appeal Court of Conakry overruling the previous court's decision regarding the jurisdiction of the local court to consider this claim in Guinea. In June 2011 the relevant Group subsidiary filed a request for arbitration with the International Chamber of Commerce in Paris against the Republic of Guinea for, among other things, a declaration that the privatization is valid. In May 2012 the Republic of Guinea filed an answer and counterclaim that the privatisation is invalid. Thereafter, the Republic of Guinea withdrew its counterclaim, and denies that the relevant Group subsidiary is entitled to the relief it seeks. The final hearing in the case took place on 3 October 2013. The decision is expected in the second quarter of 2014. Since the counterclaim has been withdrawn, management believes the risk of a significant cash outflow in connection with the case is remote.

In January 2013, the Company received a writ of summons and statement of claim filed in the High Court of Justice of the Federal Capital Territory of Nigeria (Abuja) by plaintiff BFIG Group Divino Corporation ("BEIF") against certain subsidiaries of the Company. It is a claim for damages arising out of the defendants' alleged tortious interference in the bid process for the sale of the Nigerian government's majority stake in the Aluminium Smelter Company of Nigeria ("ALSCON") and alleged loss of BFIG's earnings resulting from its failed bid for the said stake in ALSCON. BFIG seeks compensatory damages in the amount of USD2.8 billion. In January 2014 the court granted the Company's motion to join the Federal Republic of Nigeria and Attorney General of Nigeria to the case as co-defendants, and ordered the plaintiff to file an amended complaint. An amended complaint was filed in March 2014, which does not substantially differ from the original complaint. The last hearing took place on 11 June 2014 and the next hearing is currently scheduled for 14 July 2014. Based on a preliminary assessment of the claim, the Company does not expect the case to have any material adverse effect on the Group's financial position or its operation as a whole.

As far as the Directors are aware, save for the above, there was no litigation or claims of material importance known to the Directors to be pending or threatened against the Company or any of its subsidiaries, as at the Latest Practicable Date.

## 7. DIRECTORS' INTERESTS IN COMPETING BUSINESSES

As at the Latest Practicable Date, Mr. Deripaska, Ms. Gulzhan Moldazhanova, Mr. Maxim Sokov, Ms. Olga Mashkovskaya and Mr. Vladislav Soloviev were interested in/were directors of En+, Mr. Len Blavatnik was interested in SUAL Partners, Mr. Ivan Glasenberg was interested in Glencore and was a director and the chief executive officer of Glencore. En+, SUAL Partners and Glencore are businesses which compete or are likely to compete, either directly or indirectly, with the Company. The summary below provides a description of these businesses, as well as facts demonstrating that UC RUSAL is capable of carrying on its own business independently of and at arm's length from these businesses.

In considering whether the Board and senior management of the Company are independent from the senior management of each of En+, SUAL Partners and Glencore, the Directors have taken into account the following general reasons, as well as the specific reasons applicable to each of En+, SUAL Partners and Glencore:

- the Board consists of eighteen Directors, comprising five executive Directors, eight non-executive Directors and five independent non-executive Directors;
- the decision-making mechanism of the Board set out in the articles of association of the Company provides that all Directors with a conflicting interest shall not vote when a conflicted resolution is to be discussed and voted on;
- the Board has five independent non-executive Directors with extensive corporate governance and financial experience and is able to review, enhance and implement measures to manage any conflict of interests between the businesses in which the Directors have interests and the Group in order to protect minority shareholders' interests and to manage the affairs of the Group independently of the businesses in which the Directors have interests that may compete with the Company. The independent non-executive Directors make recommendations on proposed connected transactions by the Company. A committee of the independent non-executive Directors will make recommendations to the independent shareholders on how to vote for any resolution that relates to future connected transactions pursuant to the Listing Rules' requirements; and
- all connected transactions which are subject to reporting and announcement requirements under the Listing Rules have to be reviewed by the Audit Committee before they are approved by the Board.

In respect of each specific relevant business:

(a) **En+**

En+ is a limited liability company incorporated under the laws of Jersey with its registered office at Ogier House, The Esplanade, St. Helier, Jersey, JE4 9WG, Channel Islands. En+ is ultimately controlled by one of its beneficial owners Mr. Deripaska, who indirectly holds 91.6% of the shares in En+.

En+'s strategy is to focus on businesses with mining expertise, including in relation to the extraction of raw materials for energy production, electricity generation and the production of non-ferrous metals. En+ specialises in metals that require high energy consumption and then looks for synergies between its energy producing and energy consuming businesses.

En+'s origins lie in its core business of aluminium production. Apart from being the Company's controlling shareholder, En+ also owns more than 30% in Krasnoyarsk Metallurgical Plant ("**KraMZ**"), a plant which produce semi-finished aluminium alloys and extrusion products.

*Independence from En+*

Having considered all relevant factors, including the following, the Directors are satisfied that the Group can conduct its business independently of En+:

*Independence of the Board and the Group's senior management from the senior management of En+*

The majority of the Board currently comprises of non-executive Directors due to a historical arrangement between En+, SUAL Partners, Glencore and Onexim, pursuant to which they are each entitled to nominate a certain number of candidates for appointment as Directors. As at the Latest Practicable Date, nine of the Directors were nominated by En+, five of which Directors are also directors of En+. The overlapping Directors at the Latest Practicable Date were Mr. Deripaska, Mr. Sokov and Mr. Soloviev (being executive Directors) and Ms. Mashkovskaya and Ms. Moldazhanova (being non-executive Directors). All of the overlapping Directors have been elected on the basis of their qualifications and breadth of experience, as set out in further details in the "Profiles of Directors and Senior Management" section in the Company's 2013 annual report. The Company's non-executive Directors attend Board meetings and provide guidance to and decide on the Company's important matters. Certain of the non-executive Directors also sit on the committees of the Board and are responsible for the matters related to such committees.

For the general reasons stated above, the Directors are of the view that the Group is able to operate independently from En+, notwithstanding the fact that nine Directors are nominated by En+.

Based on the above, the Board is satisfied that the Board as a whole, together with the senior management team, are able to perform their managerial role in the Group independently.

*Operational independence*

The Group has full control of its assets and its businesses, and operates as a business group which is separate from and fully independent of En+.

The Group has, as disclosed under the section entitled "Connected Transactions" of its 2013 annual report, entered into contracts with companies controlled by Mr. Deripaska for the purchase of electricity, and may continue to do so in the future.

As aluminium production is energy intensive, access to relatively inexpensive Siberian hydropower is central to the competitive strategy of the Group. However, notwithstanding the volume of such purchases from companies owned and controlled by Mr. Deripaska and the importance of electricity costs to the production activities of the Group, the Company does not consider that it is, as a consequence, overly reliant on Mr. Deripaska for the following reasons:

- the Group has access to alternative sources of electricity as the Group's Russian smelters are connected to the Russian power grid, meaning that electricity supplies can be obtained from various power plants, all of which are also connected to the grid. These supplies are available to the Group at market prices;

- the Group purchases electricity in accordance with the Rules of the Wholesale Electricity and Capacity Market at contract prices in accordance with direct sale-purchase agreements with suppliers (both related or unrelated to the controlling shareholder of the Company) and/or at market prices for electricity sold on the market irrelative to the particular supplier. In 2013, the overall share of electricity purchased by the Group's aluminium plants from the suppliers related to the controlling shareholder of the Company did not exceed 55%. The Group has an option of switching to suppliers unrelated to the controlling shareholder of the Company including by purchasing electricity on the wholesale electricity market, though there would be certain price impact;
- none of the contracts is in take-or-pay format;
- even with the reduced to zero proportion of each supply contract which is subject to regulated tariffs in accordance with existing regulations in Russia, the Group is currently already a very large volume user with significant negotiating power in the Russian power market. In 2013, the Group has consumed approximately 28% of the power generated in Siberia; and
- the power plants owned or controlled by Mr. Deripaska are located in remote regions where there is a limited number of large volume users located in proximity to such plants. Sales to distant users would involve significant transmission losses and, because Siberia is a surplus energy producer, the result is that these plants are more reliant on the customer rather than vice versa.

#### *Financial independence*

The Group's financial auditing system is independent from En+ and employs a sufficient number of dedicated financial accounting personnel responsible for financial auditing of the Group's accounts. The Company has independent bank accounts and independent tax registration. The Group's treasury operations are handled by the Company's treasury department, whose functions include financing, treasury and cash managements and which operates independently from En+ and shares no functions or resources with En+. The Group's choice of financial institutions is mainly based on the credit standing of the institutions and the terms offered by them. As at the year end of 2013, En+ had not provided any security and/or guarantee over the Group's borrowings. As a result of the above analysis, the Directors believe that the Group is able to maintain financial independence from En+.

#### *Extent of competition*

The only En+ businesses which compete with or are likely to compete with the Group's business, either directly or indirectly, are those excluded businesses described below. However, by reason of the nature of such excluded businesses and the clear delineation between the Group's business and such excluded business, the Group is fully capable of carrying on its business independently of and at arm's length from such excluded business.

There is no real competitive threat to the Group's business from the excluded business and there is no intention for the Company to acquire such excluded business.

Mr. Deripaska is a beneficial owner of En+, the substantial shareholder of CEAC and of the KraMZ group of companies. Most of the KraMZ plant's raw materials (principally aluminium) are purchased from companies within the Group (primarily OJSC RUSAL Krasnoyarsk). KraMZ's main customers are industrial customers located within Russia and abroad that purchase aluminium rods, profiles, tubes and cast aluminium alloys.

In addition, Mr. Deripaska is a beneficial owner of En+, the substantial shareholder of Open Joint Stock Company "Dmitrov Aluminium Rolling Mill" ("DOZAKL"), one of Russia's manufacturers of aluminium composite tape. It manufactures composite aluminium tape (Lamister, Alumopolyethylene), anodised sheet and strip for composite panels, strip for soft food cans and aluminium strips for lamplight reflectors and lath ceilings in Russia and the CIS. DOZAKL purchases most of its raw materials (principally aluminium coil) from the Group's foil mills and on market. DOZAKL's main customers are industrial customers located within Russia and the CIS.

KraMZ and DOZAKL are focused on the downstream market for aluminium products, and not the upstream market on which the Group has taken a strategic decision to focus. As a result, a decision was taken not to include them in the Group at the time of the 2007 merger that formed the Group because they do not fit the Group's strategic profile, which is to focus on more profitable upstream businesses. CEAC is a geographically isolated producer of aluminium and would not be of interest to the Group due to its relatively high cost structure and certain privatisation obligations. The Company does not consider the above operations to pose any real competitive threat due to their small size, limited geographical reach and focus on the downstream segment, which is not part of the Company's business strategy.

**(b) SUAL Partners**

SUAL Partners is a limited liability company incorporated under the laws of the Bahamas whose registered office is at 2nd Terrace West, Centreville, Nassau, Commonwealth of the Bahamas. SUAL Partners is beneficially owned by a number of individuals, with Mr. Len Blavatnik being a shareholder of SUAL Partners as to more than 30% of the total issued share capital. SUAL Partners is a holding company that holds interests in the Company and a separate kitchenware and houseware business.

The Group has, as disclosed under the section entitled "Connected Transactions" of the 2013 annual report, entered into contracts with companies controlled by SUAL Partners for aluminium sales, and may continue to do so in the future. These aluminium sales contracts have been entered into as part of the ordinary course of business and pursuant to antimonopoly requirements to supply aluminium to Russian producers.

***Independence from SUAL Partners***

Having considered all relevant factors, including the following, the Group is satisfied that it can conduct its business independently of SUAL Partners:

***Independence of the Board and the Group's senior management from the senior management of SUAL Partners***

For the general reasons stated above, the Directors are of the view that the Group is able to operate independently from SUAL Partners because the Group's day-to-day operations are managed by four executive Directors who are independent of and not connected with SUAL Partners and the senior management team, who are all independent of and not connected with SUAL Partners.

Based on the above, the Board is satisfied that the Board as a whole, together with the senior management team, are able to perform their managerial role in the Group independently.

***Operational Independence***

The Group has full control of its assets and its businesses, and operates as a business group which is separate from and fully independent of SUAL Partners.

***Financial Independence***

The Group's financial auditing system is independent from SUAL Partners and employs a sufficient number of dedicated financial accounting personnel responsible for financial auditing of the Group's accounts. The Company has independent bank accounts and independent tax registration.

The Group's treasury operations are handled by the Company's treasury department, whose functions include financing, treasury and cash management and which operates independently from SUAL Partners and shares no functions or resources with SUAL Partners.

The Group's choice of financial institutions is mainly based on the credit standing of the institutions and the terms offered by them.

As at the year end of 2013, SUAL Partners had not provided any security and/or guarantee over the Group's borrowings.

As a result of the above analysis, the Directors believe that the Group is financially independent from SUAL Partners.

***Extent of competition***

The Board is of the opinion that SUAL Partners is not a competitor of the Company.

(c) **Glencore International plc (“Glencore”, in this appendix)**

Amokenga Holdings Limited (“**Amokenga Holdings**”) is a company incorporated in Bermuda whose registered office is at 22 Victoria Street, Canon’s Court, Hamilton, HM12, Bermuda. Amokenga Holdings is ultimately controlled by Glencore, which is a public company listed on the London Stock Exchange, with a secondary listing on the Stock Exchange. No individual shareholder controls more than 20% of the share capital of Glencore. Glencore directly or indirectly employs over 3,000 people worldwide in its marketing operations in some 50 offices in over 40 countries. In its industrial operations it directly or indirectly employs over 58,000 people in 33 countries.

Mr. Glasenberg is a shareholder, director and chief executive officer of Glencore, whose principal business is the production and trading of commodities including aluminium. Mr. Glasenberg is a non-executive Director of the Company and is also a member of the corporate governance and nominations committee, the standing committee and the Norilsk Nickel investment supervisory committee. As he is not an executive Director, he does not participate in the day-to-day management of the Company, and accordingly is not involved in the daily operations of the aluminium trading division and so does not have access to confidential contracts entered into by that division. Notwithstanding that his role on the Board as a non-executive Director does not require his involvement in the day-to-day management of the Company, this does not preclude Mr. Glasenberg from fulfilling his fiduciary duties. In case Mr. Glasenberg has a conflicting interest, pursuant to the articles of association of the Company, he shall abstain from voting at Board meetings when a conflicted resolution is to be discussed and voted on, subject to certain exceptions.

When the Group acquired certain of the alumina businesses of Glencore in late March 2007, it became subject to a contract for the supply of alumina to Glencore that continued through 2008, in declining amounts. The Group sold to Glencore approximately 41% of its excess alumina in monetary terms in 2013. The Company also has long term supply contracts with Glencore for alumina and primary aluminium, and Glencore was the Group’s largest customer of alumina and primary aluminium in the financial year, accounting for approximately 40% of the Group’s sales of primary aluminium.

*Independence from Glencore*

Having considered all relevant factors, including the following, the Group is satisfied that it can conduct its business independently of Glencore:

*Independence of the Board and the Group’s senior management from the senior management of Glencore*

For the general reasons stated above, the Directors are of the view that the Group is able to operate independently from Glencore notwithstanding that one Director is also a director of Glencore because the Group’s day-to-day operations are managed by four executive Directors and the senior management team who are independent of and not connected with Glencore.

Based on the above, the Board is satisfied that the Board as a whole, together with the senior management team, are able to perform their managerial role in the Group independently.

*Operational independence*

The Group has full control of its assets and its businesses, and operates as a business group which is separate from and fully independent of Glencore.

*Financial independence*

The Group's financial auditing system is independent from Glencore and employs a sufficient number of dedicated financial accounting personnel responsible for financial auditing of the Group's accounts. The Company has independent bank accounts and independent tax registration.

The Group's treasury operations are handled by the Company's treasury department, whose functions include financing, treasury and cash management and which operates independently from Glencore and shares no functions or resources with Glencore.

The Group's choice of financial institutions is mainly based on the credit standing of the institutions and the terms offered by them. As at the year end of 2013, Glencore had not provided any security and/or guarantee over the Group's borrowings.

As a result of the above analysis, the Directors believe that the Group is financially independent from Glencore.

*Extent of competition*

Glencore participates in the marketing of both aluminium and alumina from world markets as well as from industrial assets in which it has an interest. Glencore's subsidiaries own 100% of the Columbia Falls aluminium smelter (which is currently idle), 100% of the Sherwin Alumina Refinery and has an economic interest of 46.1%<sup>1</sup> in Century Aluminium Company, a NASDAQ-quoted company whose assets include: the Ravenswood aluminium smelter (which is currently idle), the Hawesville aluminium smelter and the Nordural aluminium smelter and a 49.67% equity interest in the Mt. Holly aluminium smelter. Glencore, in its business of trading, is also a customer of the Group.

**8. DIRECTORS' INTERESTS IN ASSETS**

On 20 May 2014, RUSAL Achinsk Open Joint-Stock Company, a member of the Group, as buyer, and Achinsk Cement LLC, an associate of Mr. Deripaska, as seller, entered into a purchase of dump truck agreement, pursuant to which RUSAL Achinsk agreed to buy and Achinsk Cement LLC agreed to sell a dump truck (Belaz 7555B) for the consideration of USD4,366 (net of VAT) for the year ending

<sup>1</sup> Represents Glencore's economic interest, comprising 41.8% voting interest and 4.8% non-voting interest.

31 December 2014, as disclosed in the announcement of the Company dated 21 May 2014. Mr. Deripaska and Ms. Gulzhan Moldazhanova are directors of Basic Element Limited, being the holding company of Achinsk Cement LLC as to more than 30% of the issued share capital. Further, Basic Element Limited is held by Mr. Deripaska as to more than 50% of the issued share capital.

Save as disclosed above, as at the Latest Practicable Date, none of the Directors had any direct or indirect interest in any assets which have, since 31 December 2013, being the date of latest published audited accounts of the Group, been acquired or disposed of by or leased to any member of the Group or are proposed to be acquired or disposed of by or leased to any member of the Group.

## 9. DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

Save as disclosed in the section headed "Connected Transactions" and "Directors' interests in businesses that may compete with the Company" of the Company's 2013 annual report and the contracts set out below, as at the Latest Practicable Date, none of the Directors is materially interested in any contract or arrangement subsisting at such date which is significant in relation to the business of the Group taken as a whole:

- (a) the railroad accessories supply contract between RUSAL Sayanogorsk and Stroyservice, an associate of Mr. Deripaska, dated 1 January 2014, as disclosed in the announcement of the Company dated 2 January 2014;
- (b) the transport logistics services contracts between members of the Group and the associates of En+, dated 30 December 2013 and 31 December 2013, as disclosed in the announcement of the Company dated 2 January 2014;
- (c) the various heat supply contracts between members of the Group and the associates of En+ as disclosed in the announcement of the Company dated 2 January 2014;
- (d) the various transportation contracts between members of the Group and the associates of En+ as disclosed in the announcement of the Company dated 2 January 2014;
- (e) the short-term capacity contract between OJSC SUAL and JSC "Quadra — Power Generation", an associate of Onexim, as disclosed in the announcement of the Company dated 2 January 2014; and
- (f) the various repair services contracts between members of the Group and the associates of En+, as disclosed in the announcement of the Company dated 22 January 2014;
- (g) the transportation contract between RUS-Engineering LLC and KramZ-Auto, an associate of En+, dated 27 January 2014, as disclosed in the announcement of the Company dated 28 January 2014;

- (h) the raw materials supply contracts between Open Joint Stock Company “United Company RUSAL - Trading House” (“**UC RUSAL TH**”) and CJSC MC Souzmetallresource, an associate of Mr. Deripaska and En+, dated 27 January 2014, and between UC RUSAL TH and “Glavstroi Ust-Labinsk” Ltd., an associate of Mr. Deripaska and En+, dated 27 January 2014, as disclosed in the announcement of the Company dated 28 January 2014; and
- (i) the purchase of raw materials agreements between RUS-Engineering and associates of Mr Blavatnik/SUAL Partners, dated 1 January 2014 and 17 February 2014, as disclosed in the announcement of the Company dated 18 February 2014 and the clarification announcement of the Company dated 20 February 2014;
- (j) the transportation contract between RUS-Engineering LLC and KraMZ-Auto, an associate of En+, dated 19 February 2014, as disclosed in the announcement of the Company dated 21 February 2014; and
- (k) the repair services contracts between certain members of the Group and the associates of En+, as disclosed in the announcement of the Company dated 21 February 2014; and
- (l) the sale of raw material contracts between members of the Group and the associates of Mr Deripaska and En+, dated 28 February 2014, as disclosed in the announcement of the Company dated 3 March 2014;
- (m) the purchase of electrode paste agreement between LLC SUAL Kremny Ural and CJSC “EPM-NovEP”, an associate of Mr. Blavatnik, dated 4 March 2014, as disclosed in the announcement of the Company dated 5 March 2014;
- (n) the transportation contract between RUSAL SAYANAL OJSC and KraMZ-Auto, an associate of En+, dated 4 March 2014, as disclosed in the announcement of the Company dated 6 March 2014;
- (o) the transportation contract between RUSAL Medical Centre and KraMZ-Auto, an associate of En+, dated 6 March 2014, as disclosed in the announcement of the Company dated 7 March 2014;
- (p) the repair services contracts between OJSC “Rusal Sayanogorsk”, a member of the Group, and Khakass Utility Systems Limited Liability Company, an associate of En+, dated 11 March 2014, as disclosed in the announcement of the Company dated 12 March 2014;
- (q) the sale of silicon agreement dated 14 March 2014 between UC RUSAL TH, a member of the Group, as seller, and Kamensk-Uralsky Metallurgical Works Joint-Stock Company (“**OJSC KUMZ**”), an associate of SUAL Partners, as buyer, pursuant to which UC RUSAL TH agreed to supply and OJSC KUMZ agreed to purchase silicon, as disclosed in the announcement of the Company dated 17 March 2014;

- (r) the framework agreements dated 27 March 2014 governing (i) the transactions under the short-term E&C contracts with En+'s associates and the miscellaneous E&C contracts with En+'s associates; and (ii) the transactions under certain aluminium sales contracts with Mr. Deripaska's associates respectively, as disclosed in the announcement of the Company dated 28 March 2014;
- (s) the repair services contracts dated 1 April 2014 and 2 April 2014 between RUS-Engineering LLC, a member of the Group, and the associates of En+, as disclosed in the announcement of the Company dated 3 April 2014;
- (t) the mandate letter dated 7 April 2014 entered into between RTI Limited, being a member of the Group, and Renaissance Securities (Cyprus) Limited, being an associate of Onexim, as disclosed in the announcement of the Company dated 8 April 2014;
- (u) the additional purchase of graphitized and carbon electrodes agreements dated 15 May 2014 between UC RUSAL TH, as buyer, and associates of Mr. Blavatnik, as sellers, as disclosed in the announcement of the Company dated 16 May 2014;
- (v) the purchase of anode blocks agreement dated 15 May 2014 between UC RUSAL TH, as buyer, and PJSC "EPM-ChEP", an associate of Mr. Blavatnik, as seller, as disclosed in the announcement of the Company dated 16 May 2014;
- (w) the repair services contracts dated 19 May 2014 between members of the Group and the associates of En+, as disclosed in the announcement of the Company dated 20 May 2014;
- (x) the purchase of dump truck agreement dated 20 May 2014 between RUSAL Achinsk Open Joint-Stock Company, as buyer, and Achinsk Cement LLC, an associate of Mr. Deripaska, as seller, as disclosed in the announcement of the Company dated 21 May 2014;
- (y) the repair services contract dated 5 June 2014 between RUS-Engineering LLC, a member of the Group, and Closed Joint Stock Company "Irkutskenergoremont", an associate of En+, as disclosed in the announcement of the Company dated 6 June 2014; and
- (z) the addendum to the transport logistics services contract dated 20 June 2014 between Open Joint Stock Company "RUSAL Achinsk Alumina Refinery", a member of the Group, and Limited Liability Company "Russian Transport Company", an associate of En+, as disclosed in the announcement of the Company dated 23 June 2014.

**10. MATERIAL CONTRACTS**

Save for the Agreement, there were no other contracts (not being contracts entered into in the ordinary course of business) entered into by the Company or its subsidiaries within the two years immediately preceding the date of this circular and are or may be material.

**11. GENERAL**

- (a) The Jersey company secretary of the Company is Ogier Corporate Services (Jersey) Limited. The Hong Kong company secretary of the Company is Ms. Aby Wong Po Ying. Ms. Wong is an associate member of the Hong Kong Institute of Company Secretaries and an associate member of The Institute of Chartered Secretaries and Administrators.
- (b) The registered office of the Company and the principal place of share register are situated at Ogier House, The Esplanade, St Helier, Jersey, JE4 9WG.
- (c) The Company's Hong Kong branch share registrar is Computershare Hong Kong Investor Services Limited, 46th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
- (d) The English text of this circular shall prevail over the Chinese text in the case of any inconsistency.

**12. DOCUMENTS AVAILABLE FOR INSPECTION**

Copies of the following documents will be available for inspection during normal business hours from Monday to Friday (other than public holidays) at the offices of the Company's place of business in Hong Kong at 11th Floor, Central Tower, 28 Queen's Road Central, Central, Hong Kong from the date of this circular up to and including 9 July 2014:

- (a) the memorandum and articles of association of the Company;
- (b) the annual reports of the Company for the years ended 31 December 2012 and 31 December 2013;
- (c) the Agreement; and
- (d) this circular.