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## **UNITED COMPANY RUSAL PLC**

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

**(Stock Code: 486)**

### **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of United Company RUSAL Plc (the “**Company**”) will be held at Grand Hyatt Hong Kong, 1 Harbour Road, Wanchai, Hong Kong, on Thursday, 28 June 2018 at 10:00 a.m. Hong Kong time for the purpose of transacting the following business:

As ordinary business:

- 1 To receive and consider the audited financial statements, the report of the directors of the Company (the “**Directors**”) and the auditor’s report of the Company, each for the year ended 31 December 2017.
- 2
  - (a) To re-appoint Mr. Dmitry Vasiliev as an independent non-executive director of the Company.
  - (b) To re-appoint Dr. Elsie Leung Oi-sie as an independent non-executive director of the Company.
  - (c) To appoint Mr. Philippe Bernard Henri Mailfait as an independent non-executive director of the Company.
  - (d) To appoint Mr. Jean-Pierre Thomas as an independent non-executive director of the Company.
  - (e) To appoint Mr. Evgeny Nikitin as an executive director of the Company.
  - (f) To appoint Mr. Sergey Popov as an executive director of the Company.
  - (g) To appoint Mr. Alexey Ivanov as an executive director of the Company.
  - (h) To appoint Ms. Albina Klyueva as an executive director of the Company.
  - (i) To appoint Mr. Alexander Sidorenko as an executive director of the Company.
  - (j) To appoint Mr. Evgeniy Vavilov as an executive director of the Company.
  - (k) To appoint Mr. Vasiliy Kazantsev as an executive director of the Company.

- (l) To appoint Mr. Vyacheslav Solomin as a non-executive director of the Company.
  - (m) To appoint Mr. Timur Valiev as a non-executive director of the Company.
- 3 To appoint JSC KPMG as the auditor and authorize the Directors to fix the remuneration of the auditor for the year ending 31 December 2018.

By order of the Board  
**United Company RUSAL Plc**  
**Matthias Warnig**  
*Chairman*

28 May 2018

*Principal place of business in Hong Kong:*

3806 Central Plaza  
18 Harbour Road Wanchai  
Hong Kong

*Notes:*

- (a) The Register of Members of the Company will be closed starting 21 June 2018 to 28 June 2018 (both days inclusive); during such period no transfer of shares of the Company can be registered. In order to qualify for entitlement to attend the annual general meeting, all completed transfer forms, accompanied by the relevant share certificates must be lodged with, in respect of shares registered on the register of members in Jersey, Computershare Investor Services (Jersey) Limited, Queensway House, Hilgrove Street, St Helier, Jersey JE1 1ES not later than 5:30pm (Jersey time) on 20 June 2018, and in respect of shares registered on the overseas branch register in Hong Kong, Computershare Hong Kong Investor Services Limited, Shop 1712 - 1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. (Hong Kong time) on 20 June 2018.
- (b) At the annual general meeting, the chairman of the meeting will put each of the above resolutions to be voted by way of a poll under Article 16.14 of the Company's Articles of Association and in accordance with Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.
- (c) In relation to item No. 2 above, each of Dr. Elsie Leung Oi-sie and Mr. Dmitry Vasiliev (being independent non-executive directors) will retire from directorship by rotation. Each of Dr. Elsie Leung Oi-sie and Mr. Dmitry Vasiliev, being eligible for re-election, will offer themselves for re-election at the annual general meeting by way of ordinary resolution. In addition, Mr. Philippe Bernard Henri Mailfait, Mr. Jean-Pierre Thomas, Mr. Evgeny Nikitin, Mr. Sergey Popov, Mr. Alexey Ivanov, Ms. Albina Klyueva, Mr. Alexander Sidorenko, Mr. Evgeniy Vavilov, Mr. Vasiliy Kazantsev, Mr. Vyacheslav Solomin and Mr. Timur Valiev have been proposed as candidates for election as independent non-executive Directors or executive Directors or non-executive Directors (as the case may be) at the annual general meeting. Biographical details of the Directors who are being put forward for re-election or election are set out in Appendix I to the circular of the Company dated 28 May 2018.

- (d) Any Member entitled to attend and vote at the annual general meeting is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a member of the Company. If more than one proxy is appointed, the appointment shall specify the number of shares in respect of which each such proxy is appointed. A form of proxy for use in connection with the annual general meeting is enclosed with the circular to shareholders dated 28 May 2018. Completion and return of the proxy form will not preclude a member from attending and voting at the annual general meeting or any adjournment thereof (as the case may be) should the member so desire.
- (e) Where there are joint registered holders of any share in the issued share capital of the Company, any one of such persons may vote at the annual general meeting, either personally or by proxy, in respect of such share as if he/she/it were solely entitled thereto; but if more than one of such joint holders be present at the annual general meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- (f) To be valid, the instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time fixed for holding of the annual general meeting or any adjourned meeting.
- (g) This notice is provided in an English language version and a Chinese language version. In case of any inconsistency, the English version shall prevail.

*As at the date of this announcement, the executive Directors are Mr. Vladislav Soloviev and Mr. Siegfried Wolf, the non-executive Directors are Mr. Dmitry Afanasiev, Ms. Olga Mashkovskaya, Ms. Gulzhan Moldazhanova, Mr. Marco Musetti, Ms. Ekaterina Nikitina, Mr. Maxim Sokov and the independent non-executive Directors are Mr. Mark Garber, Dr. Elsie Leung Oi-sie, Mr. Dmitry Vasiliev, Mr. Matthias Warnig (Chairman) and Mr. Bernard Zonneveld.*

*All announcements and press releases published by the Company are available on its website under the links <http://www.rusal.ru/en/investors/info.aspx>, <http://rusal.ru/investors/info/moex/> and <http://www.rusal.ru/en/press-center/press-releases.aspx>, respectively.*