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Предлагаемое принятие китайского наименования, изменений в учредительные документы
и устав и уведомление о проведении внеочередного общего собрания.**

1. Общие сведения	
1.1. Полное фирменное наименование эмитента	<i>Юнайтед Компани РУСАЛ Плс (United Company RUSAL Plc)</i>
1.2. Сокращенное фирменное наименование эмитента	-
1.3. Место нахождения эмитента	<i>44 Эспланэйд, Сент-Хелиер, Джерси, JE4 9WG (44 Esplanade, St. Helier, Jersey JE4 9WG)</i>
1.4. ОГРН эмитента	<i>Регистрационный номер юридического лица 94939</i>
1.5. ИНН эмитента	<i>Не присвоен.</i>
1.6. Уникальный код эмитента, присвоенный регистрирующим органом	<i>Не присвоен.</i>
1.7. Адрес страницы в сети Интернет, используемой эмитентом для раскрытия информации	http://rusal.ru/investors/info/moex/ http://e-disclosure.ru/portal/company.aspx?id=35101
2. Содержание сообщения	

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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.

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UNITED COMPANY RUSAL PLC

(Incorporated under the laws of Jersey with limited liability)

(Stock Code: 486)

PROPOSED ADOPTION OF A CHINESE NAME,

**AMENDMENTS TO THE MEMORANDUM AND ARTICLES
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening an extraordinary general meeting of United Company RUSAL Plc to be held at InterContinental Grand Stanford Hong Kong, 70 Mody Road, Tsimshatsui East, Kowloon, Hong Kong on 2 November 2017 at 11:00 am (Hong Kong time) is set out on pages 7 to 9 of this circular. A proxy form for use at the extraordinary general meeting is also enclosed. Whether or not you intend to be present at the meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the office of the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the extraordinary general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the meeting or any adjourned meeting should they so desire.

29 September 2017

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DEFINITIONS

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

“Announcement”	the announcement of the Company dated 29 September 2017 in relation to the Proposed Adoption of Chinese Name
“Articles”	the articles of association of the Company
“Board”	the board of Directors
“Company”	United Company RUSAL Plc, a company incorporated under the laws of Jersey with limited liability, <i>registration number 94939</i>
“Chinese Name”	the Chinese name of “ 俄鋁 ”
“Director(s)”	the director(s), including independent non-executive director(s), of the Company
“EGM”	the extraordinary general meeting of the Company to be held at InterContinental Grand Stanford Hong Kong, 70 Mody Road, Tsimshatsui East, Kowloon, Hong Kong on 2 November 2017 at 11:00 am (Hong Kong time) (or any adjournment thereof)
“Global Depositary Receipts”	global depositary receipts each of which represents 20 Ordinary Shares
“Global Depositary Shares”	global depositary shares evidenced by Global Depositary Receipts
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Jersey Register”	the register of companies maintained by the Registrar of Companies in Jersey
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited
“Memorandum”	the memorandum of association of the Company
“Proposed Adoption of Chinese Name”	the proposed adoption of the Chinese Name as the name of the Company in Chinese

DEFINITIONS

“Ordinary Shares”	ordinary share(s) with nominal value of US\$0.01 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)
“Securities”	Ordinary Shares or securities convertible into Ordinary Shares or options, warrants or similar rights to subscribe for any Shares or such convertible securities
“Shares”	Ordinary Shares and Global Depositary Shares
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“US\$”	United States dollars, the lawful currency of the United States of America

LETTER FROM THE BOARD



RUSAL

UNITED COMPANY RUSAL PLC

(Incorporated under the laws of Jersey with limited liability)

(Stock Code: 486)

Executive Directors:

Mr. Oleg Deripaska (*President*)

Mr. Vladislav Soloviev

(Chief Executive Officer)

Mr. Siegfried Wolf

Non-executive Directors:

Mr. Dmitry Afanasiev

Mr. Ivan Glasenberg

Mr. Maksim Goldman

Mr. Daniel Lesin Wolfe

Ms. Olga Mashkovskaya

Ms. Gulzhan Moldazhanova

Mr. Marco Musetti

Ms. Ekaterina Nikitina

Mr. Maxim Sokov

Independent Non-executive Directors:

Mr. Mark Garber

Mr. Philip Lader

Dr. Elsie Leung Oi-sie

Mr. Dmitry Vasiliev

Mr. Matthias Warnig (*Chairman*)

Mr. Bernard Zonneveld

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

Ordinance:

3806 Central Plaza

18 Harbour Road

Wanchai

Hong Kong

Registered office in Jersey:

44 Esplanade

St Helier

Jersey

JE4 9WG

Head Office and

principal place of business:

28th Oktovriou, 249

LOPHITIS BUSINESS CENTRE, 7th floor

3035 Limassol

Cyprus

29 September 2017

To the Shareholders

Dear Sir or Madam,

**PROPOSED ADOPTION OF A CHINESE NAME,
AMENDMENTS TO THE MEMORANDUM AND ARTICLES
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

LETTER FROM THE BOARD

1 INTRODUCTION

Reference is made to the Announcement in relation to, among others, the Proposed Adoption of Chinese Name and the proposed amendments to the Memorandum and Articles.

The purpose of this circular is to provide information reasonably necessary to enable the Shareholders to make a decision on whether to vote for or against the special resolution for the approval of the Proposed Adoption of Chinese Name and the amendments to the Memorandum and Articles.

2 PROPOSED ADOPTION OF CHINESE NAME

As stated in the Announcement, the Board proposes to adopt and register the Chinese name “俄鋁” as the name of the Company in Chinese.

3 CONDITIONS OF THE PROPOSED ADOPTION OF CHINESE NAME

The Proposed Adoption of Chinese Name is subject to the following conditions:

- (i) the passing of a special resolution by the Shareholders at the EGM to approve the Proposed Adoption of Chinese Name; and
- (ii) the approval by the Registrar of Companies in Jersey including the entry by the Registrar of the Chinese Name together with the English name of the Company on the Jersey Register and the issuance of a certificate by the Registrar in connection therewith.

Subject to the satisfaction of the conditions set out above, the Proposed Adoption of Chinese Name will take effect from the date of entry of the Chinese Name on the Jersey Register and the issuance by the Registrar of Companies in Jersey of a certificate in connection with the entry of the Chinese Name on the Jersey Register. The Company will then carry out all necessary filing procedures with the Companies Registry in Hong Kong.

4 PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES

In view of the Proposed Adoption of Chinese Name, the Board also proposes to make consequential amendments to the Memorandum and Articles in order to reflect the adoption of the Chinese name. Accordingly, the Board proposes to seek the approval of the Shareholders by way of special resolution for the relevant amendments to the Memorandum and Articles at the EGM.

The details of the proposed amendments to the Memorandum and Articles are set out in the notice of the EGM of this circular.

The proposed amendments to the Memorandum and Articles and adoption of a new set of Memorandum and Articles of Association is subject to the approval of the Shareholders by way of passing the requisite special resolution at the EGM.

LETTER FROM THE BOARD

5 REASONS FOR THE PROPOSED ADOPTION OF CHINESE NAME

The Board is of the opinion that the Chinese Name will allow for better identification of the Company's name and easier access to the Company's corporate communication documents for Chinese speaking investors, therefore potentially contributing to improvements in trading liquidity of the securities of the Company, and is in the interests of the Company and the Shareholders as a whole. The adoption of the Chinese Name is also expected to allow unification of the Company's name in Chinese (currently the Company is known by multiple unofficial Chinese names by the market) and facilitate further attention from China mainland investors, thus potentially raising demand for the Company's securities among both passive and active funds.

6 EFFECT OF THE PROPOSED ADOPTION OF CHINESE NAME

The Proposed Adoption of Chinese Name will not affect any rights of the existing Shareholders. All the existing share certificates of the Company in issue bearing the present name of the Company, after the Proposed Adoption of Chinese Name becoming effective, will continue to be evidence of legal title to such Shares of the Company and will continue to be valid for trading, settlement, registration and delivery purposes. Accordingly, there will not be any arrangement for exchange of existing share certificates for new certificates bearing the new Chinese Name of the Company.

Subject to the confirmation by the Stock Exchange, a Chinese stock short name of the Company for trading in the securities of the Company in the trading system of the Stock Exchange will also be adopted after the Proposed Adoption of Chinese Name has become effective.

7 EGM

The EGM will be held for the purpose of considering and, if thought fit, approving the special resolution in respect of the Proposed Adoption of Chinese Name and the amendments to the Memorandum and Articles.

The notice convening the EGM is set out on pages 7 to 9 of this circular.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meeting of the Company must be taken by way of poll. The chairman of the meeting will therefore demand a poll for the special resolution put to the vote of the EGM pursuant to article 16.14 of the Articles. Accordingly, the special resolution to be considered and, if thought fit, approved at the EGM will be voted on by way of poll by the Shareholders.

Further announcement(s) will be made by the Company to inform the Shareholders of the results of the EGM, the effective date of the Proposed Adoption of Chinese Name and the new Chinese stock short name of the Company for trading in the Shares on the Stock Exchange as and when appropriate.

LETTER FROM THE BOARD

8 PROXY ARRANGEMENT

A form of proxy for use at the EGM is enclosed with this circular. Whether or not you intend to be present at the EGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and deposit it, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power of attorney or authority, at the office of the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjourned meeting thereof should you so desire. In the event that a Shareholder having lodged a proxy form attends the EGM, his proxy form will be deemed to have been revoked.

9 RECOMMENDATION

The Directors consider that the Proposed Adoption of Chinese Name and the amendments to the Memorandum and Articles is in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favor of the relevant special resolution at the EGM.

Yours faithfully,
For and on behalf of the Board
United Company RUSAL Plc
Matthias Warnig
Chairman

NOTICE OF EXTRAORDINARY GENERAL MEETING



UNITED COMPANY RUSAL PLC

(Incorporated under the laws of Jersey with limited liability)

(Stock Code: 486)

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (“**EGM**”) of United Company RUSAL Plc (the “**Company**”) will be held at InterContinental Grand Stanford Hong Kong, 70 Mody Road, Tsimshatsui East, Kowloon, Hong Kong on 2 November 2017 at 11:00 am (Hong Kong time) for the purpose of considering and, if thought fit, passing the following resolution as a special resolution, with or without amendments:

SPECIAL RESOLUTIONS

“**THAT**, subject to and conditional upon the approval of the Registrar of Companies in Jersey in respect of the Adoption of Chinese Name as set out in paragraph (a) below:

- (a) the Chinese name of “**俄鋁**” be adopted as the name of the Company in Chinese (“**Adoption of Chinese Name**”);
- (b) the existing memorandum of association and articles of association of the Company be amended with effect from the date on which the Adoption of Chinese Name becomes effective by:
 - (i) inserting the Chinese name “**俄鋁**” adjacent to or near the English name United Company RUSAL Plc as it appears on each of the cover page and in the heading of the memorandum of association.
 - (ii) deleting the existing paragraph 1 in the memorandum of association of the Company and inserting the following new paragraph 1:

“1. The name of the Company is United Company RUSAL Plc. The Chinese name of the Company is **俄鋁**.”
 - (iii) inserting the Chinese name “**俄鋁**” adjacent to or near the English name United Company RUSAL Plc as it appears in the heading on each of the cover page and page 1 of the articles of association of the Company.
- (c) such other consequential amendments be made to the name of the Company as it appears in the existing memorandum and articles of association of the Company by way of the

NOTICE OF EXTRAORDINARY GENERAL MEETING

approval of the complete amended form of the memorandum and articles of association of the Company consolidating the proposed amendments referred to above by way of replacement of the existing memorandum and articles of association of the Company in their entirety with effect from the Adoption of Chinese Name becoming effective; and

- (d) any one or more directors of the Company be and is/are hereby authorised for and on behalf of the Company to sign, seal, execute and deliver all such documents and deeds, and do all such acts, matters and things as he/they may in his/their discretion consider necessary or desirable to implement and/or effect the Adoption of Chinese Name of the Company including (without limitation) the registration of the Chinese name referred to in paragraph (a) above with the Registrar of Companies in Jersey and the Companies Registry in Hong Kong.”

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

29 September 2017

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 23 October 2017 to 2 November 2017 (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 extraordinary 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 October 2017, 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 October 2017.
- (b) At the EGM, the chairman of the meeting will put the above special resolution 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) Any Member entitled to attend and vote at the EGM 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 EGM is enclosed with the circular to shareholders dated 29 September 2017. Completion and return of the proxy form will not preclude a member from attending and voting at the EGM or any adjournment thereof (as the case may be) should the member so desire.

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (d) 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 EGM, 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 EGM 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.
- (e) 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 EGM or any adjourned meeting.
- (f) This notice is provided in an English language version and a Chinese language version. In case of any inconsistency, the English version shall prevail.

(g) 3. Подпись		
3.1. Менеджер Юнайтед Компани РУСАЛ Плс по доверенности б/н от 17 августа 2017 г.	п/п _____ (подпись)	Д. Сидаркевич
3.2. Дата « 29 » сентября 2017 г.	М. П.	