

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



**UNITED COMPANY RUSAL, INTERNATIONAL  
PUBLIC JOINT-STOCK COMPANY**

*(Incorporated under the laws of Jersey with limited liability and continued in the  
Russian Federation as an international company)*

**(Stock Code: 486)**

**OVERSEAS REGULATORY ANNOUNCEMENT**

This announcement is made pursuant to Rule 13.10B of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

United Company RUSAL, international public joint-stock company (the “**Company**”) announces that the attached announcement has been released in Russian to Public Joint-Stock Company Moscow Exchange MICEX-RTS on which the Company is listed and on the website of the Company.

For and on behalf of  
**United Company RUSAL,**  
**international public joint-stock company**  
**Evgenii Nikitin**  
*General Director, Executive Director*

20 May 2022

*As at the date of this announcement, the members of the Board of Directors are the following: the executive Directors are Mr. Evgeny Kuryanov, Mr. Evgenii Nikitin and Mr. Evgenii Vavilov, the non-executive Directors are Mr. Vladimir Kolmogorov, Mr. Marco Musetti and Mr. Vyacheslav Solomin and the independent non-executive Directors are Mr. Christopher Burnham, Mr. Nicholas Jordan, Mr. Kevin Parker, Mr. Randolph N. Reynolds, Dr. Evgeny Shvarts, Ms. Anna Vasilenko, Mr. Dmitry Vasiliev and Mr. Bernard Zonneveld (Chairman).*

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

## Notice

### on the material fact of the particular decisions of the board of directors (supervisory board) of the issuer

1. General information	
1.1. Full corporate name (for a non-profit organization - name) of the issuer	<i>United Company RUSAL, international public joint-stock company</i>
1.2. Address of the issuer indicated in the unified state register of legal entities	<i>Office 410, 8, Oktyabrskaya street, Kaliningrad region, Kaliningrad 236006, Russian Federation</i>
1.3. Primary State Registration Number (OGRN) of the issuer (if applicable)	<i>1203900011974</i>
1.4. Taxpayer Identification Number (INN) of the issuer (if applicable)	<i>3906394938</i>
1.5. The issuer's unique code assigned by the Bank of Russia	<i>16677-A</i>
1.6. Website address used by the issuer for the purposes of disclosure of information	<i><a href="http://www.e-disclosure.ru/portal/company.aspx?id=38288">http://www.e-disclosure.ru/portal/company.aspx?id=38288</a> <a href="http://rusal.ru/investors/info/moex/">http://rusal.ru/investors/info/moex/</a></i>
1.7. Date of the event (material fact) being subject matter of the notice	<i>20.05.2022</i>
2. Notice content	
<p>2.1. The quorum of the meeting of the issuer's board of directors (supervisory board) and the results of voting on resolutions provided for in clause 15.1 of the Bank of Russia Regulation No. 714-P dated 27.03.2020 "On Disclosure of Information by Issuers of Equity Securities": <b><i>The quantitative composition of the Board of Directors is 14 (fourteen) members. 14 (fourteen) members of the Board of Directors out of 14 (fourteen) took part in the meeting. The quorum is present. Resolutions on the items of the agenda have been made.</i></b></p> <p><b><i>Results of voting:</i></b></p> <p><b><i>1) According to clause 15.4 of the Bank of Russia Regulation No. 714-P dated 27.03.2020 "On Disclosure of Information by Issuers of Equity Securities" as well as clause 1.2 of the Appendix to the Bank of Russia Ordinance No. 5946-U, dated 27 September 2021, "On the List of Insider Information of the Legal Entities, specified in Clauses 1, 3, 4, 11 and 12 of Article 4 of Federal Law No. 224-FZ, dated 27 July 2010, "On Combating Unlawful Use of Insider Information and market manipulation and on amendments to certain legislative acts of the Russian Federation", as well as on the procedure and terms for its disclosure" the information on voting results on the following items of agenda of the Issuer's Board of Directors meeting is not subject to disclosure:</i></b></p> <ol style="list-style-type: none"> <li><b><i>1. Consideration of the report on execution of assignments in the frames of control and regular evaluation of the Company's results of operation.</i></b></li> <li><b><i>2. Consideration of reports of the chairmen of the Board committees in the frames of control and regular evaluation of the Company's results of operation.</i></b></li> <li><b><i>3. Consideration of report on implementation of the budget of the Company during 3 months of 2022.</i></b></li> <li><b><i>4. Consideration of report of the General Director of the Company in the frames of control and regular evaluation of the Company's results of operation.</i></b></li> </ol>	

5. *On ratification of the transaction according to article 23.1.21 of the Company's Charter.*
7. *On affirmation of independence of candidates to the Board of Directors according to the Listing Rules of PJSC Moscow Exchange.*
8. *Inclusion of candidacies into the list of candidates for voting at the Company's annual general meeting of shareholders regarding election of the members of the Internal Audit Committee.*
9. *Determination of a candidacy of the auditor of the Company for 2022.*
11. *Preliminary consideration and approval of the annual financial reporting for 2021, prepared in accordance with the Russian Accounting Standards.*
12. *On convocation of annual general meeting of the Company' shareholders and approval of the agenda, form, date, place and time of the annual general meeting of the shareholders.*
13. *Consideration of compliance of connected transactions under the HKEx Listing Rules with the requirements of the HKEx Listing Rules.*
15. *Conduction of the annual self-assessment of performance of the Board of Directors and Board Committees.*
- 2) *On agenda item № 6: Inclusion of candidacies into the list of candidates for voting at the Company's annual general meeting of shareholders regarding election of the members of the Board of Directors.*

*“FOR” — 14 votes;*

*“AGAINST” — 0 votes;*

*“ABSTAINED” — 0 votes.*

*On agenda item № 10: Recommendations related to the amount of dividends on shares and the procedure for their payment, date as of which the persons entitled to receive dividends shall be determined.*

*“FOR” — 11 votes;*

*“AGAINST” — 0 votes;*

*“ABSTAINED” — 3 votes.*

*On agenda item № 14: On the internal document of the Company.*

*“FOR” — 14 votes;*

*“AGAINST” — 0 votes;*

*“ABSTAINED” — 0 votes.*

2.2. Contents of resolutions of the issuer's board of directors (supervisory board):

- 1) *According to clauses 13.9.2 and 15.1 of the Bank of Russia Regulation No. 714-P dated 27.03.2020 “On Disclosure of Information by Issuers of Equity Securities” as well as clause 1.2 of the Appendix to the Bank of Russia Ordinance No. 5946-U, dated 27 September 2021, “On the List of Insider Information of the Legal Entities, specified in Clauses 1, 3, 4, 11 and 12 of Article 4 of Federal Law No. 224-FZ, dated 27 July 2010, “On Combating Unlawful Use of Insider Information and market manipulation and on amendments to certain legislative acts of the Russian Federation”, as well as on the procedure and terms for its disclosure” the contents of resolutions of the following items of agenda of the Issuer's Board of Directors meeting is not subject to disclosure:*
  1. *Consideration of the report on execution of assignments in the frames of control and regular evaluation of the Company's results of operation.*

2. *Consideration of reports of the chairmen of the Board committees in the frames of control and regular evaluation of the Company's results of operation.*
3. *Consideration of report on implementation of the budget of the Company during 3 months of 2022.*
4. *Consideration of report of the General Director of the Company in the frames of control and regular evaluation of the Company's results of operation.*
5. *On ratification of the transaction according to article 23.1.21 of the Company's Charter.*
7. *On affirmation of independence of candidates to the Board of Directors according to the Listing Rules of PJSC Moscow Exchange.*
8. *Inclusion of candidacies into the list of candidates for voting at the Company's annual general meeting of shareholders regarding election of the members of the Internal Audit Committee.*
9. *Determination of a candidacy of the auditor of the Company for 2022.*
11. *Preliminary consideration and approval of the annual financial reporting for 2021, prepared in accordance with the Russian Accounting Standards.*
12. *On convocation of annual general meeting of the Company' shareholders and approval of the agenda, form, date, place and time of the annual general meeting of the shareholders.*
13. *Consideration of compliance of connected transactions under the HKEx Listing Rules with the requirements of the HKEx Listing Rules.*
15. *Conduction of the annual self-assessment of performance of the Board of Directors and Board Committees.*
- 2) *On agenda item № 6: Inclusion of candidacies into the list of candidates for voting at the Company's annual general meeting of shareholders regarding election of the members of the Board of Directors.*

**ADOPTED RESOLUTION:**

1. *Based on the proposal of EN+ GROUP IPJSC - a shareholder of the Company holding in aggregate at least 2% of the voting shares of the Company — to include the following proposed candidates by the abovementioned shareholder in the list of candidates for election to the Board of Directors of the Company at the Annual General Meeting of Shareholders of the Company:*
  1. *Mr. Evgenii Sergeevich Vavilov*
  2. *Ms. Anna Gennadievna Vasilenko*
  3. *Ms. Lyudmila Petrovna Galenskaya*
  4. *Mr. Bernard Zonneveld*
  5. *Mr. Vladimir Vasilievich Kolmogorov*
  6. *Mr. Evgenii Yurievich Kuryanov*
  7. *Mr. Evgenii Victorovich Nikitin*
  8. *Mr. Mikhail Yurievich Khardikov*
  9. *Mr. Evgeny Arkadievich Shvarts*

2. *In accordance with article 11.3 of the Company's charter at the discretion of the Company's Board of Directors to include into the list of candidates for voting at Company's Annual General Meeting of Shareholders regarding election of the members of the Board of Directors the following candidates:*

1. *Mr. Randolph N. Reynolds*
2. *Mr. Kevin Parker*
3. *Mr. Christopher Burnham*
4. *Mr. Nicholas Jordan*

3. *Taking into account the candidates proposed by the shareholders of the Company into the list of candidates for voting at the Company's Annual General Meeting of Shareholders regarding election of the members of the Board of Directors the following candidates were included:*

1. *Mr. Evgenii Sergeevich Vavilov*
2. *Ms. Anna Gennadievna Vasilenko*
3. *Ms. Lyudmila Petrovna Galenskaya*
4. *Mr. Bernard Zonneveld*
5. *Mr. Vladimir Vasilievich Kolmogorov*
6. *Mr. Evgenii Yurievich Kuryanov*
7. *Mr. Evgenii Victorovich Nikitin*
8. *Mr. Mikhail Yurievich Khardikov*
9. *Mr. Evgeny Arkadievich Shvarts*
10. *Mr. Marco Musetti*
11. *Mr. Dmitry Valerievich Vasiliev*
12. *Mr. Randolph N. Reynolds*
13. *Mr. Kevin Parker*
14. *Mr. Christopher Burnham*
15. *Mr. Nicholas Jordan*

4. *In accordance with the recommendation of the Corporate Governance and Nominations Committee to recommend to the Company's general meeting of shareholders to elect the members of the Board of Directors of the Company from the proposed candidates, taking into account the requirements of the Charter in relation to the Board size.*

*On agenda item № 10: Recommendations related to the amount of dividends on shares and the procedure for their payment, date as of which the persons entitled to receive dividends shall be determined.*

**ADOPTED RESOLUTION:**

*Recommend to the annual general meeting of shareholders not to distribute profit of UC RUSAL, IPJSC based on the results of 2021, not to pay dividends based on the results of 2021.*

*On agenda item № 14: On the internal document of the Company.*

**ADOPTED RESOLUTION:**

*To approve the internal document of the Company — the Industrial Waste Management Strategy (2030) of the UC RUSAL, IPJSC Group in accordance with Annex 2.*

- 2.3. *Date of the meeting of the issuer's board of directors (supervisory board) where the relevant resolutions were made: 19 May 2022.*
- 2.4. *Date and number of the minutes of the meeting of the issuer's board of directors (supervisory board) where the relevant resolutions were made: 20 May 2022, Minutes № 220501.*
- 2.5. *The decisions made by the board of directors of the issuer, related to the exercise of rights under the issuer's securities:*

Type, category (class), series (if available) and other identification features of the issuer's securities indicated in the decision on issuance of the securities: **Ordinary shares. International securities identification code (ISIN): RU000A1025V3;**

Registration number of the securities issue (additional issue) and the date of its registration: **Registration number of the securities issue: 1-01-16677-A, date of registration: 03.09.2020, international securities identification code (ISIN): RU000A1025V3. The resolution of the Bank of Russia on the state registration of the issue of shares of the international company came into force on the date of state registration of the international company (Section 11, Article 7 of the Federal Law dated 03.08.2018 № 290-FZ "On international companies and international funds"), i.e. on 25.09.2020.**

**The issuer's shares are circulated outside the Russian Federation by circulation in accordance with foreign law of shares under the trade code 0486 on the main board of the Hong Kong Stock Exchange. The shares have the ISIN RU000A1025V3 code.**

3. Signature

Head of the unit (under Power of Attorney No OKR-DV-21-0052 dated 3.1. 23 December 2021)	_____	M. Yu. Potekhin
(name of the position of the authorized person of the issuer)	(signature)	(full name)
3.2. Date "20" May 2022		