

**(TEND) О корпоративном действии "Тендерное предложение о выкупе /обратный выкуп ценных бумаг" - Yandex N.V.\_ORD SHS\_CL A (акция ISIN NL0009805522)**

Реквизиты корпоративного действия	
Референс корпоративного действия	885657
Код типа корпоративного действия	TEND
Тип корпоративного действия	Тендерное предложение о выкупе /обратный выкуп ценных бумаг
Признак обязательности КД	VOLU Добровольное событие, для участия требуются инструкции
Статус обработки	Предварительное объявление: подтверждено
Инициатор выкупа	SOUTHEY CAPITAL LTD

Информация о ценных бумагах				
Референс КД по ценной бумаге	Наименование ценной бумаги	Категория	Депозитарный код выпуска	ISIN
885657X14027	Yandex N.V._ORD SHS_CL A	акции обыкновенные Class A	NL0009805522	NL0009805522

Детали корпоративного действия	
Флаг сертификации	Нет
Предлагающая сторона	SOUTHEY CAPITAL LTD
Идентификатор LEI эмитента	549300GGZHJ5Q1B18P93

Обновление от 29.01.2024:

От Иностранного депозитария поступила дополнительная информация.  
От Clearstream Banking S.A. поступила информация о данном корпоративном действии.  
Подробная информация изложена в текстах сообщений от Иностранных депозитариев ниже.

Конец обновления.

Поступила информация от Иностранного депозитария о корпоративном действии «Тендерное предложение о выкупе /обратный выкуп ценных бумаг».

Подробная информация изложена в тексте сообщения от Иностранного депозитария.  
Обращаем внимание, что в настоящий момент существуют ограничения при участии в корпоративных действиях по иностранным ценным бумагам.

Текст сообщения от Clearstream Banking S.A.:

++ ADDITIONAL INFORMATION ++

+++UPDATE 26JAN2024+++

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CORRECTION TO SECTION 2.1

INSTRUCTION PER VO

OPTION 001: YES

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+++ORIGINAL NOTIFICATION+++

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:70E::ADTX//.

SUMMARY

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INSTRUCTIONS PER BO: YES  
BO DISCLOSURE REQUIRED: NO  
PAPERWORK: NO  
INSTRUCTION WITHDRAWAL: NO

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:70E::ADTX//1. EVENT DETAILS

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SOUTHEY CAPITAL LTD (THE OFFEROR)  
INVITES HOLDERS OF THE  
:70E::ADTX//SECURITIES,  
ISSUED BY YANDEX N.V. (THE ISSUER),  
TO TENDER FOR PURCHASE BY THE  
OFFEROR FOR CASH, SUBJECT TO  
APPLICABLE OFFER AND DISTRIBUTION  
RESTRICTIONS. THE SECURITIES SHALL  
NOT INCLUDE ANY POSITIONS OR  
HOLDINGS IN THE SECURITIES THAT  
HAVE BEEN REGISTERED, GRANTED OR  
CREDITED TO A SECURITIES ACCOUNT OF  
:70E::ADTX//THE HOLDER OR A HOLDERS PREDECESSOR  
SINCE  
:70E::ADTX//THE 01MAR2022. ULTIMATE  
BENEFICIAL OWNER SHALL NOT INCLUDE  
ANY ENTITY REGISTERED IN THE  
RUSSIAN FEDERATION, CHINA OR  
BELARUS.

.  
THE OFFEROR HAS NOT DETERMINED THE  
MAXIMUM ACCEPTANCE AMOUNT. THE  
OFFEROR HAS ADVISED THE PURCHASE  
PRICE IS EQUAL TO 40 PCT OF THE  
:70E::ADTX//MOSCOW EXCHANGE PRICE.

.  
PARTICIPATING HOLDERS WILL BE  
DEEMED TO CERTIFY TO REPRESENTATI  
:70E::ADTX//ONS AND CERTIFICATIONS  
CONTAINED IN THE OFFER MATERIALS.

.  
HOLDERS SHOULD REVIEW OFFER TERMS  
REGARDING PRORATION, ROUNDING,  
AGGREGATE MAXIMUM TENDER CAP.  
SETTLEMENT TO OCCUR AS SOON AS  
REASONABLY POSSIBLE FROM

ACCEPTANCE.

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:70E::ADTX//.-----

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2. HOW TO INSTRUCT

.  
PLEASE SEND A SWIFT OR XACT MESSAGE  
TO PARTICIPATE IN THE OFFER. YOUR  
INSTRU

:70E::ADTX//CTION MUST INCLUDE YOUR  
ACCOUNT NUMBER, ISIN CODE, FULL  
CONTACT DETAILS AND AMOUNT TO BE  
INSTRUCTED (PLEASE REFER TO THE  
ELIGIBLE BALANCE ON YOUR ACCOUNT).

.  
HOLDERS SUBMITTING INSTRUCTIONS  
COMPLY WITH THE TERMS AND  
CONDITIONS OF THE OFFER MATERIALS.

.  
:70E::ADTX//NOTE:  
BY SUBMITTING YOUR INSTRUCTION  
THROUGH CLEARSTREAM YOU HAVE  
IRREVOCABLY AND AUTOMATICALLY A  
:70E::ADTX//CCEPTED:  
(I) THE DISCLOSURE OF YOUR ACCOUNT  
DETAILS (NOT YOUR UNDERLYING HOLDER  
AND,  
(II) TO BE BOUND TO THE TERMS AND  
CONDITIONS STATED ON THE OFFER  
MATERIALS,  
(III) THE BLOCKING OF YOUR  
INSTRUCTED BALANCE.

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:70E::ADTX//2.1. INSTRUCTION PER BO

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OPTION 001: NO

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2.2. BO REQUIREMENTS

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OPTION 001: NONE

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2.3. PAPERWORK

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:70E::ADTX//.-----

. 3. PROCEEDS

:70E::ADTX//.  
SETTLEMENT DATE: TO BE ANNOUNCED AT  
A LATER STAGE,

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4. DOCUMENTATION

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DOCUMENTATION IS AVAILABLE ON THE  
WEBSITE MENTIONED IN THE WEBB  
:70E::ADTX//FIELD.

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:70E::COMP//THERE ARE INVESTOR RESTRICTIONS FOR  
SECURITY HOLDERS RESIDING IN OR  
FROM THE FOLLOWING COUNTRIES OR  
STATES: RUSSIAN FEDERATION, CHINA  
OR BELARUS. PLEASE REFER TO AND  
READ THE PROSPECTUS, PAGE 1, WHICH  
APPEAR TO CONTAIN THE RELEVANT  
RESTRICTION TERMS. HOWEVER, HOLDERS  
ARE URGED TO READ AND REVIEW ALL  
THE MATERIALS FOR INFORMATION  
:70E::COMP//PERTAINING TO INVE  
:70E::COMP//STOR  
RESTRICTIONS.

.  
PLEASE ENSURE BENEFICIAL OWNER  
COMPLIANCE WITH ALL INVESTOR  
RESTRICTIONS NOTED IN THE EVENT  
MATERIALS. HOLDERS INSTRUCTIONS TO  
THE CUSTODIAN-CLEARING AGENT TO  
PARTICIPATE IN ANY ACTION  
CONSTITUTES THEIR REPRESENTATION  
:70E::COMP//THAT THEY HAVE REVIEWED ALL THE  
OFFERING MATERIALS AND THAT THEY  
ARE CERTIFYING THEIR ELIGIBILITY TO  
PARTICIP  
:70E::COMP//ATE IN THE CORPORATE ACTION  
AND ARE COMPLYING WITH ANY  
PARTICIPATION RESTRICTIONS.  
CLEARSTREAM IS UNABLE TO OFFER ANY  
GUIDANCE ON HOLDERS ELIGIBILITY TO  
PARTICIPATE  
:70E::DISC//THIS SUMMARY DOES NOT CONSTITUTE A  
LEGALLY BINDING DESCRIPTION OF THE  
CHOICES OFFERED TO CLEARSTREAM  
BANKING CUSTOMERS AND CANNOT BE  
RELIED UPON AS SUCH. KINDLY REFER  
TO ANY OFFERING DOCUMENTS THAT MAY  
BE AVAILABLE FROM THE ISSUER FOR  
COMPLETE DETAILS AND OFFERING  
TERMS. CB CUSTOMERS MAY WISH TO  
SEEK INDEPENDENT LEGAL AND TAX  
:70E::DISC//ADVICE ON THE INTER  
:70E::DISC//PRETATION OF THE  
OFFER. CB CUSTOMERS ARE DEEMED TO  
UNDERSTAND THE OFFER AND TO

INSTRUCT CB ACCORDINGLY. THIS NOTIFICATION CAN NOT BE REPRODUCED OR TRANSMITTED IN ANY FORM OR BY ANY MEANS, IF NEITHER YOU NOR THE ADDRESSEE IS ENTITLED TO PARTICIPATE IN THE RELEVANT CORPORATE ACTION. YOU SHALL BEAR :70E::DISC//SOLE RESPONSIBILITY FOR ANY AND ALL HARMFUL CONSEQUENCES, LOSSES OR DAMAGES, WHICH MAY BE SUFFERED FOR ANY REASON BY YOURSELVES, THE ADDRESSEE, THIRD PARTIES OR CB BY REPRODUCING OR TRANSMITTING THE NOTIFICATION.

IN CASE THE CLIENT INSTRUCTION IS NOT CORRECTLY FORMATTED, CLEARSTREAM WILL ATTEMPT TO REPAIR THE INSTRUCTION ON BEST EFFORT :70E::DISC//BASIS WITHOUT TAKING LIABILITY FOR THE CORRECTNESS OF THE INFORMATION AND CLEARSTREAM CANNOT BE HELD LIABLE IN CASE OF DAMAGE RESULTING FROM THIS ACTION.

CUSTOMERS HEREBY REPRESENT THAT THEY HAVE THE AUTHORITY TO ISSUE THE INSTRUCTION ON BEHALF OF THE BENEFICIAL OWNER OF THE SECURITY AND THAT THEY COMPLY WITH ALL :70E::DISC//REQUIREMENTS TO PARTICIPATE IN THE OFFER. CUSTOMERS CONFIRM TO COMPLY, AND ENSURE COMPLIANCE BY ANY OF CUSTOMER'S UNDERLYING CUSTOMERS, WITH ANY APPLICABLE SANCTIONS, INCLUDING BUT NOT LIMITED TO THOSE OF THE EUROPEAN UNION, THE UNITED NATIONS, THE UNITED STATES, OR THE UNITED KINGDOM.

CUSTOMERS AGREE TO HOLD CLEARSTREAM BANKING S.A. HARMLESS AND INDEMNIFY :70E::DISC//IT AGAINST ANY LOSS, CLAIM, DAMAGE, PENALTY, JUDGEMENT, DEMAND, LIABILITY, COST OR EXPENSE, INCLUDING ATTORNEY'S FEES, IMPOSED ON OR INCURRED BY OR ASSERTED AGAINST CLEARSTREAM BANKING S.A. AS A RESULT OF THIS INSTRUCTION,

INCLUDING ANY CLAIMS, PENALTIES,  
TAXES AND INTEREST THEREON, LEVIED  
BY ANY COMPETENT AUTHORITY IN  
CONNECTION WITH THE WARRANTY AND/OR  
THE CERTIFICATION, OR IN RESPECT OF  
:70E::DISC//ANY OTHER COSTS INCURRED, IN CON  
:70E::DISC//NECTION WITH ANY ACTION TAKEN BY  
CLEARSTREAM BANKING S.A. IN  
RELIANCE UPON THIS INSTRUCTION.  
:70E::PACO//ATTENTION: SECURITIES ADM/CORPORATE  
ACTIONS/REORG  
:70E::PACO//Joao REDINHO INTERNATIONAL CORP ACT  
LUXEMBOURG PHONE: 00 352 2433 8070  
:70E::DISC//PLEASE FIND FURTHER INFORMATION  
ABOUT DATA PROTECTION ON OUR  
WEBSITE:  
<https://www.clearstream.com/clearstream-en/about-clearstream/due-diligence/gdpr/dataprotection>

Текст сообщения от Euroclear Bank S.A./N.V.:

CAED/EVENT OUTSIDE EUROCLEAR BANK

----- EVENT DETAILS -----  
UPDATE 29/01/2024: NO SERVICE OFFERED

.  
EUROCLEAR BANK WILL NOT SERVICE THIS EVENT (NO ACTUAL OFFER  
SET UP IN DTC AS CSD)

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END OF UPDATE.

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. .  
SOUTHEY CAPITAL LTD INVITES HOLDERS OF THE SECURITIES SET FORTH  
IN THE TABLE IN THE OFFER ANNOUNCEMENT, ISSUED BY  
YANDEX N.V., TO TENDER FOR PURCHASE BY THE OFFEROR FOR CASH,  
SUBJECT TO APPLICABLE OFFER AND DISTRIBUTION RESTRICTIONS

.  
THE OFFEROR WILL PAY AN AMOUNT IN CASH EQUAL TO 40 PER CENT OF  
THE MOSCOW EXCHANGE PRICE WHICH IS EQUIVALENT TO USD 11.00 USD  
PER SHARE FOR EACH SECURITY VALIDLY TENDERED AND ACCEPTED FOR  
PURCHASE BY THE OFFEROR

.  
FURTHER DETAILS TO BE ANNOUNCED

.  
THIS CORPORATE ACTION NOTIFICATION DOES NOT CONSTITUTE AN OFFER  
TO SELL OR THE SOLICITATION OF AN OFFER TO BUY ANY SECURITIES BY  
ANYONE IN ANY JURISDICTION  
IT IS NOT, AND SHOULD NOT BE CONSTRUED OR TREATED AS, INVESTMENT  
OR FINANCIAL ADVICE. IN PROVIDING THIS INFORMATION, EUROCLEAR

BANK IS NOT ACTING AS AGENT OF THE ISSUER  
BY SENDING AN INSTRUCTION TO EUROCLEAR BANK, YOU CONFIRM THAT YOU  
(AND ANY BENEFICIAL OWNER(S) FOR WHOM YOU ACT) COMPLY WITH THE  
TERMS AND CONDITIONS OF THE CORPORATE EVENT AND COMPLY WITH  
APPLICABLE LOCAL LAWS OR REQUIREMENTS, INCLUDING BUT NOT LIMITED  
TO HOLDING AND TRANSFER RESTRICTIONS  
IF HOLDING AND TRANSFER RESTRICTIONS WOULD PROHIBIT YOU (AND ANY  
BENEFICIAL OWNER(S) FOR WHOM YOU ACT) TO HOLD THE PROCEEDS OF A  
CORPORATE EVENT IN YOUR ACCOUNT IN EUROCLEAR BANK, YOU (AND ANY  
BENEFICIAL OWNER(S) FOR WHOM YOU ACT) MUST ENSURE TO SEND AN  
INSTRUCTION TO ALLOW THE TRANSFER OF THESE PROCEEDS TO AN ACCOUNT  
OUTSIDE THE EUROCLEAR SYSTEM

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----- ACTION TO BE TAKEN -----

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