

(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 01.02.2024:

От Euroclear Bank S.A./N.V. поступила дополнительная информация о КД.
Подробная информация изложена в тексте сообщения от Иностранного депозитария.

Конец обновления.

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.

Небанковская кредитная организация акционерное общество «Национальный расчетный депозитарий» (далее - НКО АО НРД) сообщает, что в адрес НКО АО НРД 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.

Дополнительную информацию НКО АО НРД будет доводить до Вашего сведения по мере ее поступления.

Обращаем внимание, что в настоящий момент существуют ограничения при участии в корпоративных действиях по иностранным ценным бумагам. Подробная информация приведена на сайте НКО АО НРД.

Текст сообщения от Clearstream Banking S.A.:

++ ADDITIONAL INFORMATION ++

+++UPDATE 26JAN2024+++

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CORRECTION TO SECTION 2.1

INSTRUCTION PER BO

OPTION 001: YES

.
+++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

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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.

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: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.

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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
:70E::DISC//AND CLEARSTREAM CANNOT BE HELD
LIABLE IN CASE OF DAMAGE RESULTING
FROM THIS ACTION.

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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
:70E::DISC//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.

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CUSTOMERS AGREE TO HOLD CLEARSTREAM BANKING S.A. HARMLESS AND INDEMNIFY :70E::DISC//IT AGAINST ANY LOSS, CLAIM, DAMAGE, PENALTY, JUDGEMENT, DEMAND, LIABILITY, CO :70E::DISC//ST 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 31/01/2024: MARKET DEADLINE ANNOUNCED

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THE OFFER WILL EXPIRE ON 12/02/2024 18:00 CET

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LATER ACCEPTANCES MAY STILL BE ACCEPTED AT THE ABSOLUTE DISCRETION OF THE OFFEROR.

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FOR FURTHER INFORMATION THE INFORMATION AGENT IS: SOUTHEY CAPITAL LIMITED YANDEX(AT)SOUTHEYCAPITAL .COM

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END OF UPDATE.

UPDATE 29/01/2024: NO SERVICE OFFERED

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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

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FURTHER DETAILS TO BE ANNOUNCED

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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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