CS311 Уведомление о корпоративном действии

|  |  |  |
| --- | --- | --- |
| Сообщение | № 88583070 |  |
| Функция сообщения: | Повторное сообщение |  |
| Предыдущее сообщение: | № 88378870 |  |
| Отправитель сообщения: | NDC000000000 | НКО АО НРД |
| Получатель сообщения: | MC0083900000 | ООО ИК "ММК-Финанс" |

# (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 Сlass 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.  
  
  
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+++  
.  
CORRECTION TO SECTION 2.1  
INSTRUCTION PER BO  
OPTION 001: YES  
.  
+++ORIGINAL NOTIFICATION+++  
.  
.----------------------  
:70E::ADTX//.  
SUMMARY  
.  
INSTRUCTIONS PER BO: YES  
BO DISCLOSURE REQUIRED: NO  
PAPERWORK: NO  
INSTRUCTION WITHDRAWAL: NO  
.  
.----------------------  
.  
:70E::ADTX//1. EVENT DETAILS  
.  
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.  
.  
:70E::ADTX//.----------------------  
.  
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.  
.  
:70E::ADTX//2.1. INSTRUCTION PER BO  
.  
OPTION 001: NO  
.  
2.2. BO REQUIREMENTS  
.  
OPTION 001: NONE  
.  
2.3. PAPERWORK  
.  
:70E::ADTX//.----------------------  
. 3. PROCEEDS  
:70E::ADTX//.  
SETTLEMENT DATE: TO BE ANNOUNCED AT  
A LATER STAGE,  
.  
.----------------------  
.  
4. DOCUMENTATION  
.  
DOCUMENTATION IS AVAILABLE ON THE  
WEBSITE MENTIONED IN THE WEBB  
:70E::ADTX//FIELD.  
.  
.----------------------  
.  
: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 CONSEQUE  
:70E::DISC//NCES, 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 INF  
:70E::DISC//ORMATION   
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 COMPLIANC  
:70E::DISC//E 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, 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/clearst  
ream-en/about-clearstream/due-dilig  
ence/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)  
.  
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  
.

--------------- ACTION TO BE TAKEN -------------------  
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По всем вопросам, связанным с настоящим сообщением, Вы можете обращаться к Вашим персональным менеджерам по телефонам: (495) 956-27-90, (495) 956-27-91/ For details please contact your account manager (495) 956-27-90, (495) 956-27-91

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