

№ 25269035
01.04.2025

АКЦИОНЕРНОЕ ОБЩЕСТВО "ВСС
Invest" - дочерняя организация АО
"БанкЦентрКредит"

Сведения

Тема:

Слияние

Дублирования по почте и факсимильным сообщением не будет

АО "Центральный депозитарий ценных бумаг" сообщает о получении SWIFT-сообщения от CLEARSTREAM BANKING AG, FRANKFURT относительно корпоративного действия "Слияние" ЮРИДИЧЕСКОЕ ЛИЦО PARAMOUNT GLOBAL, ISIN US92556H2067.

Одновременно доводим до сведения о перевыставлении стоимости инструкции, согласно тарифам учетной организации в качестве сбора в возмещение расходов Центрального депозитария.

При возникновении вопросов, просим обращаться по следующим телефонам +7 (727) 262 08 46, 355 47 60 (внутр. 335, 494, 342, 343).

Вся необходимая информация указана в swift сообщении ниже.

:16R:GENL

:20C::CORP//AC20851735

:20C::SEME//0000827345103S-1

:23G:RMDR

:22F::CAEV//MRGR

:16R:LINK

:22F::LINK//WITH

:13A::LINK//564

:20C::PREV//000000827345103S

:16S:LINK

:16S:GENL

:16R:USECU

:97A::SAFE//64346

:35B:ISIN US92556H2067

/XS/208876554

SHS PARAMOUNT GLOB. ORD REG

:16S:USECU

:16R:ADDINFO

:70E::ADTX//NOT BE LISTED FOR TRADING ON A STOCK EXCHANGE.

.
CONDITIONS TO OBLIGATION OF EACH PARTY TO EFFECT THE CLOSING: THE RESPECTIVE OBLIGATIONS OF EACH PARTY TO EFFECT THE CLOSING SHALL BE SUBJECT TO THE SATISFACTION (OR WAIVER BY SKYDANCE OR BY PARAMOUNT, ON ITS OWN BEHALF AND ON BEHALF OF

:70E::ADTX//NEW PARAMOUNT A

:70E::ADTX//ND EACH MERGER SUB, IN EACH CASE, TO THE EXTENT PERMITTED BY APPLICABLE LAW), AT OR PRIOR TO THE SKYDANCE MERGER EFFECTIVE TIME, OF THE FOLLOWING CONDITIONS: PARAMOUNT AND SKYDANCE ARE NOT REQUIRED TO COMPLETE THE TRANSACTIONS UNLESS A NUMBER OF CONDITIONS ARE SATISFIED OR WAIVED.

THESE CONDITIONS TO THE CLOSING :70E::ADTX//INCLUDE, AMONG OTHERS:

. (A) THE

:70E::ADTX//ADOPTION OF THE TRANSACTION AGREEMENT AND THE TRANSACTIONS BY PARAMOUNT STOCKHOLDERS (WHICH WAS SATISFIED BY THE DELIVERY OF THE WRITTEN CONSENT

.
(B) THE ABSENCE OF CERTAIN LEGAL RESTRAINTS THAT WOULD PROHIBIT THE CONSUMMATION OF THE MERGERS OR THAT WOULD IMPOSE A MATERIAL ADVERSE :70E::ADTX//EFFECT ON NEW PARAMOUNT AND ITS SUBSIDIARIES, TAKEN AS A WHOLE AF :70E::ADTX//TER GIVING EFFECT TO THE MERGERS

.
(C) THE RECEIPT OF CERTAIN REGULATORY APPROVALS

.
(D) THE EFFECTIVENESS OF THE REGISTRATION STATEMENT ON FORM S-4, OF WHICH THIS INFORMATION STATEMENT/ PROSPECTUS FORMS A PART

:70E::ADTX//(E) THE APPROVAL FOR LISTING ON
NASDAQ OF THE SHARES OF NEW
PARAMOUNT CLASS B COMMON STOCK TO
BE ISSUED IN CONNECTION WITH THE
TRANSAC

:70E::ADTX//TIONS

.
(F) THE RECEIPT OF AN OPINION FROM
SIMPSON THACHER AND BARTLETT LLP OR
OTHER TAX COUNSEL REASONABLY
ACCEPTABLE TO PARAMOUNT TO THE
EFFECT THAT THE MERGERS, THE PIPE
TRANSACTION AND THE BLOCKER
CONTRIBUTION AND EXCHANGE, TAKEN
ALTOGETHER, SHOULD QUALIFY AS AN
:70E::ADTX//EXCHANGE DESCRIBED IN SECTION 351
OF THE CODE

. (G) THE CONSUMMATION OF EACH OF
:70E::ADTX//THE
NAI TRANSACTION AND THE PIPE
TRANSACTION IMMEDIATELY PRIOR TO OR
SUBSTANTIALLY CONCURRENT WITH THE
CLOSING AND

.
(H) THE ABSENCE, SINCE THE DATE OF
THE TRANSACTION AGREEMENT, OF ANY
EFFECT, EVENT, CHANGE, OCCURRENCE,
DEVELOPMENT, CONDITION OR
:70E::ADTX//CIRCUMSTANCE THAT HAS HAD OR WOULD
REASONABLY BE EXPECTED TO HAVE A
MATERIAL ADVERSE EFFECT ON THE
:70E::ADTX//BUSINESS, FINANCIAL CONDITION OR
RESULTS OF OPERATIONS OF PARAMOUNT
OR SKYDANCE.

.-----
.
2. HOW TO INSTRUCT

.
PLEASE SEND A SWIFT OR XACT MESSAGE
TO PARTICIPATE IN THE OFFER. YOUR
:70E::ADTX//INSTRUCTION MUST INCLUDE YOUR
ACCOUNT NUMBER, ISIN CODE, FULL
CONTACT DETAILS AND AMOUNT TO BE
INSTRUCTED (PLEASE REFER TO THE
ELIGIBLE BALANCE ON YO
:70E::ADTX//UR ACCOUNT).

.
BY SENDING AN INSTRUCTION UNDER
THIS EVENT, CUSTOMERS CONFIRM TO
COMPLY, AND ENSURE COMPLIANCE BY
ANY OF CUSTOMERS UNDERLYING
CLIENTS, WITH ANY APPLICABLE
SANCTIONS, INCLUDING BUT NOT
LIMITED TO THOSE OF THE EUROPEAN
UNION, THE UNITED NATIONS, THE
:70E::ADTX//UNITED STATES, OR THE UNITED
KINGDOM.

.
HOLDERS SUBMITTING INSTRUCTIONS
COMPLY WITH THE
:70E::ADTX//TERMS AND
CONDITIONS OF THE OFFER

.
NOTE:

BY SUBMITTING YOUR INSTRUCTION
THROUGH CLEARSTREAM YOU HAVE
IRREVOCABLY AND AUTOMATICALLY
ACCEPTED:

(I) THE DISCLOSURE OF YOUR ACCOUNT
DETAILS (NOT YOUR UNDERLYING HOLDER

:70E::ADTX//AND,

(II) TO BE BOUND TO THE TERMS AND
CONDITIONS OF THE OFFER.

(III) THE BLOCKING OF YOUR
INSTRUCTED SHARES,

. 2.1. INSTRUCTION PER BO

:70E::ADTX//.

OPTION 001/002: NO

.
2.2. BO REQUIREMENTS

.
OPTION 001/002: NO

.
3. PROCEEDS

:70E::ADTX//.

SETTLEMENT DATE:

HOLDERS ARE ADVISED THAT SECURITIES
PROCEEDS, IF ANY, WILL ONLY BE
CREDITED UPON RECEIPT IN CBL. THIS
MIGHT HAPPEN AFTER THE STATED
SETTLEMENT DATE.

.
PLEASE BE REMINDED THAT PROCEEDS
FOR THE DEFAULT OPTION MAY BE
:70E::ADTX//CREDITED A
:70E::ADTX//T A LATER DATE.

.

. .
4. DEFAULT OPTION:

.
PLEASE NOTE THAT CLEARSTREAM WILL
BLOCK THE HOLDING FOR ALL
INSTRUCTIONS RECEIVED ON THIS EVENT
FOR THE NON-DEFAULT OPTIONS.

:70E::ADTX//.

CLIENTS WHO DO NOT SEND
INSTRUCTIONS FOR THIS EVENT WILL
HAVE THE DEFAULT OPTION APPLIED TO
THEIR POSITION. THE UNINSTRUCTED
POSITION WILL NOT BE BLOCKED. .

:70E::ADTX//PLEASE BE REMINDED THAT PROCEEDS
FOR THE DEFAULT OPTION MAY BE
CREDITED AT A LATER DATE.

.

. .
5. PRORATION

.
THE MAXIMUM AMOUNT OF CASH
CONSIDERATION THAT HOLDERS OF
:70E::ADTX//PARAMOUNT CLASS B COMMON STOCK WILL
BE ENTITLED TO RECEIVE PURSUANT TO
THE NEW PARAMOUNT MERGER IS
APPROXIMATELY USD 4.3 BILLION IN
THE AGGREGATE, AND A MAXIM

:70E::ADTX//UM OF

285,889,212 SHARES OF PARAMOUNT
CLASS B COMMON STOCK WILL BE
ENTITLED TO RECEIVE THE CLASS B
CASH CONSIDERATION. THE ELECTIONS
TO RECEIVE CLASS B CASH
CONSIDERATION WILL BE PRORATED AS
NECESSARY TO ENSURE THAT THESE
LIMITS ARE NOT EXCEEDED.

.
:70E::ADTX//TERMS OF THE OFFER:
HOLDERS PLEASE BE ADVISED THAT

ELECTIONS MADE WITH RESPECT TO
PARAMOUNT CLASS A
:70E::ADTX//SHARES WILL NOT
BE SUBJECT TO PRORATION. ELECTIONS
MADE TO RECEIVE THE CLASS B STOCK
CONSIDERATION WILL NOT BE SUBJECT
TO PRORATION. ELECTIONS MADE TO
RECEIVE THE CLASS B CASH
CONSIDERATION WILL BE SUBJECT TO
PRORATION IN ACCORDANCE WITH THE
TERMS OF THE TRANSACTION AGREEMENT.
HOLDERS SHOULD REVIEW OFFER TERMS
:70E::ADTX//REGARDING PRORATION AND ROUNDING.

. C

:70E::ADTX//ONSIDERATION DETAILS:
IN CONNECTION WITH THE NEW
PARAMOUNT MERGER, PARAMOUNT
STOCKHOLDERS (OTHER THAN THE
SPECIFIED STOCKHOLDERS, WITH
RESPECT TO SHARES OF PARAMOUNT
CLASS B COMMON STOCK, AND THE
SPECIFIED NAI STOCKHOLDERS (AS
DEFINED HEREIN), WITH RESPECT TO
SHARES OF PARAMOUNT CLASS A COMMON
:70E::ADTX//STOCK) ARE ENTITLED TO MAKE AN
ELECTION AS TO THE FOR
:70E::ADTX//M OF
CONSIDERATION RECEIVED FOR THEIR
SHARES OF PARAMOUNT COMMON STOCK
HELD IMMEDIATELY PRIOR TO THE
PRE-CLOSING PARAMOUNT MERGER.

.
PARAMOUNT STOCKHOLDERS (OTHER THAN
THE SPECIFIED STOCKHOLDERS, WITH
RESPECT TO SHARES OF PARAMOUNT
CLASS B COMMON STOCK, AND THE
:70E::ADTX//SPECIFIED NAI STOCKHOLDERS, WITH
RESPECT TO SHARES OF PARAMOUNT
CLASS A COMMON STOCK)
:70E::ADTX//MAY ELECT TO
RECEIVE, IN ACCORDANCE WITH THE
ELECTION PROCEDURES AND SUBJECT TO
THE PRORATION MECHANISM SET FORTH
IN THE TRANSACTION AGREEMENT, (A)
WITH RESPECT TO EACH SHARE OF
PARAMOUNT CLASS A COMMON STOCK HELD
BY SUCH STOCKHOLDER (I) AN AMOUNT

OF CASH, WITHOUT INTEREST (THE CLASS A CASH CONSIDERATION) OR (II)
:70E::ADTX//SHARES OF NEW PARAMOUNT CLASS B C
:70E::ADTX//COMMON STOCK (THE CLASS A STOCK CONSIDERATION) AND (B) WITH RESPECT TO EACH SHARE OF PARAMOUNT CLASS B COMMON STOCK HELD BY SUCH STOCKHOLDER (I) AN AMOUNT OF CASH WITHOUT INTEREST (THE CLASS B CASH CONSIDERATION) OR (II) SHARES OF NEW PARAMOUNT CLASS B COMMON STOCK (THE CLASS B STOCK CONSIDERATION).

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

.
:70E::ADTX//PARTICIPANTS ARE REQUESTED TO VERIFY IN ADVANCE THEIR ACCOUNT SETUP ELIGIBILITY TO RECEIVE UNDERLYING PROCEEDS FOR A CORPORATE ACTION EVENT. IF ACCOUNT SETUP RESTRICTIONS DO NOT PERMIT THE CREDIT OF UNDERLYING PROCEEDS (FOR EXAMPLE, DUE TO TAX OR MARKET RESTRICTIONS), PARTICIPANTS MUST ENSURE TO SYSTEMATICALLY PROVIDE
:70E::ADTX//DELIVERY DETAILS OUTSIDE CLEA
:70E::ADTX//RSTREAM IN THEIR RESPECTIVE INSTRUCTION

:70E::DISC//THIS SUMMARY DOES NOT CONSTITUTE A LEGALLY BINDING DESCRIPTION OF THE CHOICES OFFERED TO CLEARSTREAM 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. CLEARSTREAM CUSTOMERS MAY WISH TO SEEK INDEPENDENT LEGAL AND
:70E::DISC//TAX ADVICE ON THE INTE
:70E::DISC//RPRETATION OF THE OFFER. CLEARSTREAM CUSTOMERS ARE DEEMED TO UNDERSTAND THE OFFER AND TO INSTRUCT CLEARSTREAM 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
:70E::DISC//SHALL BEAR SOLE RESPONSIBILITY FOR
ANY AND
:70E::DISC//ALL HARMFUL CONSEQUENCES,
LOSSES OR DAMAGES, WHICH MAY BE
SUFFERED FOR ANY REASON BY
YOURSELVES, THE ADDRESSEE, THIRD
PARTIES OR CLEARSTREAM BY
REPRODUCING OR TRANSMITTING THE
NOTIFICATION.

IN CASE THE CLIENT INSTRUCTION IS
NOT CORRECTLY FORMATTED,
CLEARSTREAM WILL ATTEMPT TO REPAIR
:70E::DISC//THE INSTRUCTION ON BEST EFFORT
BASIS WITHOUT TAKING LIABILITY FO

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

:70E::PACO//FOR INQUIRIES PLEASE CONTACT YOUR
REGULAR CUSTOMER SUPPORT TEAM

:70E::DISC//PLEASE FIND FURTHER INFORMATION
ABOUT DATA PROTECTION ON OUR
WEBSITE:

<https://www.clearstream.com/clearstream-en/about-clearstream/due-diligence/gdpr/dataprotection>

:16S:ADDINFO