

№ 27434406
22.07.2025

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
:28E:00002/LAST
:20C::CORP//AC20851735
:20C::SEME//0000879504791S-2
:23G:REPL
:22F::CAEV//MRGR
:16R:LINK
:22F::LINK//WITH
:13A::LINK//568
:20C::PREV//0000879504791S-1
:16S:LINK
:16S:GENL
:16R:USECU
:97A::SAFE//64346
:35B:ISIN US92556H2067
/XS/208876554

SHS PARAMOUNT GLOB. ORD REG

:16S:USECU

:16R:ADDINFO

:70E::DISC//ANY FORM OR BY ANY MEANS, IF
NEITHER YOU NOR THE ADDRESSEE IS
ENTITLED TO PARTICIPATE IN THE
RELEVANT CORPORATE ACTION. YOU
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/dueliligence/gdpr/dataprotection](https://www.clearstream.com/clearstream-en/about-clearstream/due-diligence/gdpr/dataprotection)

:16S:ADDINFO

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:16R:GENL

:28E:00001/MORE

:20C::CORP//AC20851735

:20C::SEME//0000879504791S-1

:23G:REPL

:22F::CAEV//MRGR

:16R:LINK

:22F::LINK//WITH

:13A::LINK//564

:20C::PREV//000000879504791S

: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//THE COMPANY REFER TO THE
TRANSACTIONS CONTEMPLATED BY THE
TRANSA

:70E::ADTX//CTION AGREEMENT (OTHER THAN
THE NAI TRANSACTION BUT INCLUDING
THE PIPE TRANSACTION AS THE
TRANSACTIONS. AS A RESULT OF THE
TRANSACTIONS, PARAMOUNT AND
SKYDANCE WILL BECOME WHOLLY OWNED
SUBSIDIARIES OF NEW PARAMOUNT,
WHICH WILL BE RENAMED PARAMOUNT
SKYDANCE CORPORATION IMMEDIATELY
FOLLOWING THE COMPLETION OF THE
:70E::ADTX//MERGERS.

. STOCK TRADING DETAILS: PA

:70E::ADTX//PARAMOUNT

CLASS A COMMON STOCK CURRENTLY
TRADES ON THE NASDAQ STOCK MARKET
LLC (NASDAQ) UNDER THE TICKER
SYMBOL PARAA, AND PARAMOUNT CLASS B
COMMON STOCK CURRENTLY TRADES ON
NASDAQ UNDER THE TICKER SYMBOL
PARA.

.
ON 01JUL2024, WHICH WAS THE LAST

:70E::ADTX//TRADING DAY PRIOR TO RENEWED MARKET
SPECULATION REGARDING THE
TRANSACTIONS, THE CLOSING PRICE OF
PARAMOU

:70E::ADTX//NT CLASS A COMMON STOCK WAS
USD 17.92 PER SHARE, AND THE
CLOSING PRICE OF PARAMOUNT CLASS B
COMMON STOCK WAS USD 10.14 PER
SHARE.

.
UPON COMPLETION OF THE
TRANSACTIONS, NEW PARAMOUNT CLASS B
COMMON STOCK IS EXPECTED TO BE
LISTED AND TRADED ON NASDAQ UNDER
:70E::ADTX//THE TICKER SYMBOL PARA. NEW
PARAMOUNT CLASS A COMMON STOCK WILL
NOT BE LISTED FOR TRADING O

:70E::ADTX//N 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 AND EACH MERGER SUB,
IN EACH CASE, TO THE EXTENT
PERMITTED BY APPLICABLE L
:70E::ADTX//AW), 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
INCLUDE, AMONG OTHERS:

.
:70E::ADTX//(A) THE ADOPTION OF THE TRANSACTION
AGREEMENT AND THE TRANSACTIONS BY
PARAMOUNT ST
:70E::ADTX//OCKHOLDERS (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
EFFECT ON NEW PARAMOUNT AND ITS
SUBSIDIARIES, TAKEN AS A WHOLE
:70E::ADTX//AFTER GIVING EFFECT TO THE MERGERS

.
(C) THE RECEIPT OF CERTAIN
REGULATORY
:70E::ADTX//APPROVALS

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

.
(E) THE APPROVAL FOR LISTING ON
NASDAQ OF THE SHARES OF NEW

PARAMOUNT CLASS B COMMON STOCK TO
:70E::ADTX//BE ISSUED IN CONNECTION WITH THE
TRANSACTIONS

.
(F) THE RECEIPT OF AN OPINION FROM
SIMPSON THACHER AND BARTLETT
:70E::ADTX//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
EXCHANGE DESCRIBED IN SECTION 351
OF THE CODE

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

.
(H) THE ABSENCE, SINCE THE DATE OF
THE TRANSACTION AGREEMENT, OF ANY
EFFECT, EVENT, CHANGE, OCCURRENCE,
DEVELOPMENT, CONDITION OR
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 SK
:70E::ADTX//YDANCE.

.

. **2. HOW TO INSTRUCT**

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

:70E::ADTX//.

PLEASE BE REMINDED THAT PROCEEDS
FOR THE DEFAULT OPTION MAY BE
CREDITED AT A LATER DATE.

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4. DEFAULT OPTION:

. PLEASE N

:70E::ADTX//OTE THAT CLEARSTREAM WILL
BLOCK THE HOLDING FOR ALL
INSTRUCTIONS RECEIVED ON THIS EVENT
FOR THE NON-DEFAULT OPTIONS.

.

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 A

:70E::ADTX//T A LATER DATE.

.

.-----

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5. PRORATION

.

THE MAXIMUM AMOUNT OF CASH
CONSIDERATION THAT HOLDERS OF
PARAMOUNT CLASS B COMMON STOCK WILL
BE ENTITLED TO RECEIVE PURSUANT TO
:70E::ADTX//THE NEW PARAMOUNT MERGER IS
APPROXIMATELY USD 4.3 BILLION IN
THE AGGREGATE, AND A MAXIMUM OF
285,889,212 SHARES OF PARAMOUNT
CLASS B COMMON STOCK WILL BE
ENTITLED

:70E::ADTX//D 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.

.

TERMS OF THE OFFER:

HOLDERS PLEASE BE ADVISED THAT ELECTIONS MADE WITH RESPECT TO :70E::ADTX//PARAMOUNT CLASS A SHARES WILL NOT BE SUBJECT TO PRORATION. ELECTIONS MADE TO RECEIVE THE CL :70E::ADTX//ASS 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 REGARDING PRORATION AND ROUNDING.

.
:70E::ADTX//CONSIDERATION DETAILS:
IN CONNECTION WITH THE NEW PARAMOUNT MERGER, PARAMO :70E::ADTX//UNT 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 STOCK) ARE ENTITLED TO MAKE AN ELECTION AS TO THE FORM OF :70E::ADTX//CONSIDERATION RECEIVED FOR THEIR SHARES OF PARAMOUNT COMMON STOCK HEL :70E::ADTX//D 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 SPECIFIED NAI STOCKHOLDERS, WITH RESPECT TO SHARES OF PARAMOUNT CLASS A COMMON STOCK) MAY ELECT TO :70E::ADTX//RECEIVE, IN ACCORDANCE WITH THE ELECTION PROCEDURES AND SUBJ :70E::ADTX//ECT 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) SHARES OF NEW PARAMOUNT CLASS B COMMON STOCK (THE CLASS A STOCK :70E::ADTX//CONSIDERATION) AND (B) WITH RESPECT TO EACH

:70E::ADTX//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//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 CLEARSTREAM 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 INTERPRETATION 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
:16S:ADDINFO

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:16R:GENL

:20C::CORP//AC20851735

:20C::SEME//000000879504791S

:20C::COAF//US148572136

:23G:REPL

:22F::CAEV//MRGR

:22F::CAMV//CHOS

:98C::PREP//20250722160154

:25D::PROC//PREC

:16R:LINK

:13A::LINK//564

:20C::PREV//000000877186037S

:16S:LINK

:16R:LINK

:22F::LINK//WITH

:13A::LINK//568

:20C::CORP//AC20851735
:16S:LINK
:16S:GENL
:16R:USECU
:35B:ISIN US92556H2067
/XS/208876554
SHS PARAMOUNT GLOB. ORD REG
:16R:FIA
:11A::DENO//USD
:36B::MINO//UNIT/1,
:16S:FIA
:16R:ACCTINFO
:97A::SAFE//64346
:94F::SAFE//NCSD/DTCYUS33XXX
:93B::ELIG//UNIT/100,
:93B::BLOK//UNIT/100,
:93B::SETT//UNIT/100,
:93B::INBA//UNIT/100,
:16S:ACCTINFO
:16S:USECU
:16R:CADETL
:98A::ANOU//20250317
:98B::EFFD//UKWN
:98B::RDTE//UKWN
:22F::ADDB//CNTR
:16S:CADETL
:16R:CAOPTN
:13A::CAON//001
:22F::CAOP//CASH
:22F::OPTF//PROR
:11A::OPTN//USD
:17B::DFLT//N
:17B::WTHD//Y
:98C::MKDT//20250730230000
:98C::RDDT//20250729140000
:98C::BORD//20250729140000
:98B::BLOK//PAYD
:69A::REVO//20250313/20250730
:69A::PWAL//20250307/20250730
:16R:SECMOVE
:22H::CRDB//DEBT
:35B:ISIN US92556H2067
/XS/208876554
SHS PARAMOUNT GLOB. ORD REG
:94F::SAFE//NCSD/DTCYUS33XXX
:98B::PAYD//UKWN
:16S:SECMOVE

:16R:CASHMOVE
:22H::CRDB//CRED
:97A::CASH//64346
:98B::PAYD//UKWN
:98B::VALU//UKWN
:90B::OFFR//ACTU/USD15,
:16S:CASHMOVE
:70E::ADTX//NARRATIVE PRESENT IN INSTRUCTION BLOCK (:16R:CAINST :16S:CAINST) AND/OR ADDITIONAL INFORMATION BLOCK OF MESSAGE 565 (:16R:ADDINFO :16S:ADDINFO) WILL BE DISREGARDED. CLEARSTREAM WILL NOT VALIDATE ANY OF THE INFORMATION IN THESE BLOCKS.
:70E::INCO//CASH ELECTIONS (SUBJECT TO PRORATION)
:16S:CAOPTN
:16R:CAOPTN
:13A::CAON//002
:22F::CAOP//SECU
:17B::DFLT//N
:17B::WTHD//Y
:98C::MKDT//20250730230000
:98C::RDDT//20250730140000
:98C::BORD//20250729140000
:98B::BLOK//PAYD
:69A::REVO//20250313/20250730
:69A::PWAL//20250307/20250730
:16R:SECMOVE
:22H::CRDB//DEBT
:35B:ISIN US92556H2067
/XS/208876554
SHS PARAMOUNT GLOB. ORD REG
:94F::SAFE//NCSD/DTCYUS33XXX
:98B::PAYD//UKWN
:16S:SECMOVE
:16R:SECMOVE
:22H::CRDB//CRED
:35B:/XS/022555251
SHS TECHNICAL CODE FOR UNKNOWN PROCEDURES
:16R:FIA
:36B::MINO//UNIT/1,
:16S:FIA
:94F::SAFE//NCSD/CEDELULLXXX
:22F::DISF//RDDN
:92D::NEWO//1,1,

:98B::PAYD//UKWN
:16S:SECMOVE
:70E::ADTX//NARRATIVE PRESENT IN INSTRUCTION BLOCK (:16R:CAINST :16S:CAINST) AND/OR ADDITIONAL INFORMATION BLOCK OF MESSAGE 565 (:16R:ADDINFO :16S:ADDINFO) WILL BE DISREGARDED. CLEARSTREAM WILL NOT VALIDATE ANY OF THE INFORMATION IN THESE BLOCKS.
:70E::INCO//STOCK ELECTIONS
:16S:CAOPTN
:16R:CAOPTN
:13A::CAON//003
:22F::CAOP//SECU
:17B::DFLT//Y
:17B::WTHD//Y
:98C::MKDT//20250730230000
:98C::RDDT//20250730140000
:98C::BORD//20250729140000
:98B::BLOK//PAYD
:69A::REVO//20250313/20250730
:69A::PWAL//20250307/20250730
:16R:SECMOVE
:22H::CRDB//DEBT
:35B:ISIN US92556H2067
/XS/208876554
SHS PARAMOUNT GLOB. ORD REG
:94F::SAFE//NCSD/DTCYUS33XXX
:98B::PAYD//UKWN
:16S:SECMOVE
:16R:SECMOVE
:22H::CRDB//CRED
:35B:/XS/022555251
SHS TECHNICAL CODE FOR UNKNOWN PROCEDURES
:16R:FIA
:36B::MINO//UNIT/1,
:16S:FIA
:94F::SAFE//NCSD/CEDELULLXXX
:92D::NEWO//1,1,
:98B::PAYD//UKWN
:16S:SECMOVE
:70E::ADTX//NARRATIVE PRESENT IN INSTRUCTION BLOCK (:16R:CAINST :16S:CAINST) AND/OR ADDITIONAL INFORMATION BLOCK OF MESSAGE 565 (:16R:ADDINFO :16S:ADDINFO) WILL BE DISREGARDED. CLEARSTREAM WILL

L NOT VALIDATE ANY OF THE INFORMATI
ON IN THESE BLOCKS.

:16S:CAOPTN

:16R:ADDINFO

:70E::ADTX//++ EVENT DETAILS ++

:70E::ADTX//FREE FORMAT MESSAGES,UNSOLICITED
INSTRUCTION and INCORRECTLY

FORMATTED MT565 DEADLINE IS 4

BUSINESS HOURS PRIOR TO DEADLINE

STATED IN DEDICATED FORMATTED FIELD

.:98C::EARD// AND/OR :98C::RDDT//.

:70E::ADTX//++ ADDITIONAL INFORMATION ++

+++UPDATE 22JUL25+++

.

PLEASE BE ADVISED THAT DEADLINES
HAVE BEEN EXTENDED

.

+++UPDATE 16JUL2025+++

.

PLEASE BE ADVISED THAT OFFER HAS
BEEN EXTENDED.

:70E::ADTX//.

+++UPDATE 08JUL2025+++

.

PLEASE BE ADVISED THAT DEADLINES
HAVE BEEN AMENDED.

.

+++UPDATE 02JUL25+++

.

PLEASE BE ADVISED THAT OFFER HAS
BEEN EXTENDED

:70E::ADTX//.

+++UPDATE 18JUN25+++

. PLEASE BE ADVISED THAT O

:70E::ADTX//FFER HAS

BEEN EXTENDED

.

+++UPDATE 03JUN2025+++

.

PLEASE BE ADVISED THAT OFFER HAS
BEEN EXTENDED.

.

+++UPDAT 22MAY2025+++

.

:70E::ADTX//PLEASE BE ADVISED THAT OFFER HAS
BEEN EXTENDED.

.

++++UPDATE 07MAY25+++

.
PLEASE BE ADVISED THAT OFFER HAS
BEEN EXTENDED AND DEADLINES WERE
AMENDED ACCORDINGLY.

++++UPDATE 22APR25+++

:70E::ADTX//.

PLEASE BE ADVISED THAT OFFER HAS
BEEN EXTENDED AND DEADLINES WERE
AMENDED ACCORDINGLY.

++++UPDATE 11APR25+++

.
PLEASE BE ADVISED THAT OFFER HAS
BEEN EXTENDED AND DEADLINES WERE
AMENDED ACCORDINGLY.

++++UPDATE 03APR25+++

:70E::ADTX//.

PLEASE BE ADVISED THAT OFFER HAS
BEEN EXTENDED AND DEADLINES WERE
AMENDED ACCORDINGLY.

.
+++ORIGINAL NOTIFICATION+++

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SUMMARY

:70E::ADTX// INSTRUCT

:70E::ADTX//IONS PER BO: NO

BO DISCLOSURE REQUIRED: NO

PAPERWORK: NO

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1. EVENT DETAILS

.
PURSUANT TO THE MERGER, HOLDERS MAY
ELECT TO RECEIVE COMMON SHARES OF
:70E::ADTX//NEW PARAMOUNT CLASS B COMMON STOCK
(CASH IN LIEU OF FRACTIONS) OR
CASH, UPON TERMS AND CONDITIONS.

.
NO FRACTIONAL SHARES OF NEW
PARAMOUNT CLASS A COMMON STOCK OR

NEW PARAMOUNT

:70E::ADTX//T CLASS B COMMON STOCK
WILL BE ISSUED IN CONNECTION WITH
THE MERGERS. EACH FORMER HOLDER OF
SHARES OF PARAMOUNT CLASS A COMMON
STOCK AND PARAMOUNT CLASS B COMMON
STOCK WHO WOULD OTHERWISE HAVE BEEN
ENTITLED TO A FRACTIONAL SHARE OF
NEW PARAMOUNT CLASS A COMMON STOCK
OR NEW PARAMOUNT CLASS B COMMON
STOCK, RESPECTIVELY, WILL RECEIVE,
:70E::ADTX//IN LIEU TH
:70E::ADTX//EREOF AND UPON SURRENDER
THEREOF, CASH (WITHOUT INTEREST) IN
AN AMOUNT DETERMINED BY MULTIPLYING

.
(I) THE LAST REPORTED SALE PRICE OF
THE APPLICABLE CLASS OF SHARES OF
PARAMOUNT COMMON STOCK ON NASDAQ
(AS REPORTED BY BLOOMBERG L.P.) ON
THE LAST COMPLETE TRADING DAY PRIOR
TO THE CLOSING DATE BY

:70E::ADTX//.

(II) THE FRACTION OF A SHARE OF NEW
PARAMOUNT CLA
:70E::ADTX//SS A COMMON STOCK OR
NEW PARAMOUNT CLASS B COMMON STOCK,
AS APPLICABLE (AFTER TAKING INTO
ACCOUNT ALL SHARES OF NEW PARAMOUNT
COMMON STOCK OF THE APPLICABLE
CLASS HELD BY SUCH HOLDER AT THE
NEW PARAMOUNT MERGER EFFECTIVE TIME
AND ROUNDED TO FOUR DECIMAL

PLACES), TO WHICH SUCH HOLDER WOULD
OTHERWISE BE ENTITLED. NO SUCH

:70E::ADTX//HOLDER WILL BE ENTITLED TO DI
:70E::ADTX//VIDENDS, VOTING RIGHTS OR ANY
OTHER RIGHTS IN RESPECT OF ANY
FRACTIONAL SHARE OF NEW PARAMOUNT
COMMON STOCK THAT WOULD OTHERWISE
HAVE BEEN ISSUABLE AS PART OF THE
CONSIDERATION TO BE PAID IN
CONNECTION WITH THE NEW PARAMOUNT
MERGER.

.
THE DEPOSITORY DOES NOT FACILITATE
:70E::ADTX//A HOLDER-SPECIFIED MIXED ELECTION.

HOLDERS WHO WISH TO RECEIVE A
SPECIFIC COMB

:70E::ADTX//INATION OF CASH AND
STOCK MUST INSTRUCT A SPECIFIC
QUANTITY FOR CASH AND A SPECIFIC
QUANTITY FOR STOCK.

.
MERGER DETAILS:

ON 07JUL2024, PARAMOUNT ENTERED
INTO A TRANSACTION AGREEMENT (AS
MAY BE AMENDED FROM TIME TO TIME,
THE TRANSACTION AGREEMENT) WITH
:70E::ADTX//SKYDANCE, NEW PLUTO GLOBAL, INC., A
DELAWARE CORPORATION AND A
WHOLLY-OWNED, DIRECT SUBSIDIARY O
:70E::ADTX//F
PARAMOUNT (NEW PARAMOUNT), PLUTO
MERGER SUB, INC., A DELAWARE
CORPORATION AND A WHOLLY-OWNED,
DIRECT SUBSIDIARY OF NEW PARAMOUNT
(PARAMOUNT MERGER SUB), PLUTO
MERGER SUB II, INC., A DELAWARE
CORPORATION AND A WHOLLY-OWNED,
DIRECT SUBSIDIARY OF NEW PARAMOUNT
(PARAMOUNT MERGER SUB II, SPARROW
:70E::ADTX//MERGER SUB, LLC, A CALIFORNIA
LIMITED LIABILITY COMPA
:70E::ADTX//NY AND A
WHOLLY-OWNED, DIRECT SUBSIDIARY OF
NEW PARAMOUNT (SKYDANCE MERGER SUB
AND, TOGETHER WITH PARAMOUNT MERGER
SUB AND PARAMOUNT MERGER SUB II,
THE MERGER SUBS) AND THE UPSTREAM
BLOCKER HOLDERS (AS DEFINED IN THE
TRANSACTION AGREEMENT) SIGNATORY
THERE TO (SOLELY WITH RESPECT TO
CERTAIN SECTIONS OF THE TRANSACTION
:70E::ADTX//AGREEMENT AS SPECIFIED THEREI
:70E::ADTX//N).

.
IN CONNECTION WITH THE TRANSACTION
AGREEMENT, PARAMOUNT FORMED NEW
PARAMOUNT AND, AS DIRECT
SUBSIDIARIES OF NEW PARAMOUNT, THE
MERGER SUBS. SUBJECT TO THE TERMS
AND CONDITIONS OF THE TRANSACTION
AGREEMENT,

.
:70E::ADTX//(A) ON THE DAY IMMEDIATELY PRIOR TO
THE CLOSING DATE, PARAMOUNT MERGER
SUB WILL MERGE WITH AND INTO
PARAMOUNT (THE PRE-CLOSING PARA
:70E::ADTX//MOUNT MERGER), WITH PARAMOUNT
SURVIVING THE MERGER,

.
(B) ON THE CLOSING DATE, WITHOUT
INTEREST (THE CLASS B CASH
CONSIDERATION) OR (II) SHARES OF
NEW PARAMOUNT CLASS B COMMON STOCK
(THE CLASS B STOCK CONSIDERATION).
PARAMOUNT MERGER SUB II WILL MERGE
WITH AND INTO NEW PARAMOUNT (THE
:70E::ADTX//NEW PARAMOUNT MERGER), WITH NEW
PARAMOUNT SURVIVING THE MERGE
:70E::ADTX//R,

.
(C) ON THE CLOSING DATE, FOLLOWING
THE NEW PARAMOUNT MERGER, THE
UPSTREAM BLOCKER HOLDERS WILL
TRANSFER ALL OF THE ISSUED AND
OUTSTANDING EQUITY INTERESTS IN
CERTAIN BLOCKER ENTITIES TO NEW
PARAMOUNT IN EXCHANGE FOR AN
ALLOCATION OF THE SKYDANCE MERGER
:70E::ADTX//CONSIDERATION (THE BLOCKER
CONTRIBUTION AND EXCHANGE) AND

. (D) ON THE CLOSING DATE, FOLL
:70E::ADTX//OWING
THE BLOCKER CONTRIBUTION AND
EXCHANGE, SKYDANCE MERGER SUB WILL
MERGE WITH AND INTO SKYDANCE (THE
SKYDANCE MERGER AND, TOGETHER WITH
THE PRE-CLOSING PARAMOUNT MERGER
AND THE NEW PARAMOUNT MERGER, THE
MERGERS), WITH SKYDANCE SURVIVING
THE MERGER (SURVIVING SKYDANCE
ENTITY).
:70E::ADTX//.
:16S:ADDINFO

