

№ 27670657
07.08.2025

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:00001/MORE

:20C::CORP//AC20851735

:20C::SEME//0000886048158S-1

:23G:REPL

:22F::CAEV//MRGR

:16R:LINK

:22F::LINK//WITH

:13A::LINK//564

:20C::PREV//000000886048158S

: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//CERTAIN BLOCKER ENTITIES TO NEW
PARAMOUNT IN EXCHANGE FOR AN
ALLOCATION OF THE SKYDANCE MERGER
CONSIDER

:70E::ADTX//ATION (THE BLOCKER
CONTRIBUTION AND EXCHANGE) AND

.
(D) ON THE CLOSING DATE, FOLLOWING
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
:70E::ADTX//MERGERS), WITH SKYDANCE SURVIVING
THE MERGER (SURVIVING SKY
:70E::ADTX//DANCE
ENTITY).

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

.
STOCK TRADING DETAILS: 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
:70E::ADTX//NASDAQ UNDER THE TICKER SYMBOL
PARA.

.
ON 01JUL2024, WHICH WAS THE LAST

TRADING DAY PRIOR TO RE
:70E::ADTX//NEWED MARKET
SPECULATION REGARDING THE
TRANSACTIONS, THE CLOSING PRICE OF
PARAMOUNT 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
:70E::ADTX//TRANSACTIONS, NEW PARAMOUNT CLASS B
COMMON STOCK IS EXPECTED TO BE
LISTED AND TRADED ON NASDAQ UNDER
THE TICKE
:70E::ADTX//R SYMBOL PARA. NEW
PARAMOUNT CLASS A COMMON STOCK WILL
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
:70E::ADTX//WAIVER BY SKYDANCE OR BY PARAMOUNT,
ON ITS OWN BEHALF AND ON BEHALF OF
NEW PAR
:70E::ADTX//AMOUNT AND 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:

.
:70E::ADTX//(A) THE 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
:70E::ADTX//WHOLE
AFTER 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
:70E::ADTX//TRANSACTIONS

.
(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
:70E::ADTX//EACH OF 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
:70E::ADTX//ON THE

BUSINESS, FINANCIAL CONDITION OR
RESULTS OF OPERATIONS OF PARAMOUNT
OR SKYDANCE.

.

. **2. HOW TO INSTRUCT**

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

:70E::ADTX//N PER BO

.
OPTION 001/002: NO

.
2.2. BO REQUIREMENTS

.
OPTION 001/002: NO

.

:70E::ADTX//3. PROCEEDS

.
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
:70E::ADTX//FOR THE DEFAULT OPTION MAY BE CR
:70E::ADTX//EDITED AT 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 BL
:70E::ADTX//OCKED.

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

.

5. PRORATION

.
:70E::ADTX//THE MAXIMUM AMOUNT OF CASH

CONSIDERATION THAT HOLDERS OF
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

:70E::ADTX//A MAXIMUM 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

:70E::ADTX//CLASS A 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 ROUND
:70E::ADTX//ING.

.
CONSIDERATION 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

:70E::ADTX//DEFINED HEREIN), WITH RESPECT TO
SHARES OF PARAMOUNT CLASS A COMMON
STOCK) ARE ENTITLED TO MAKE AN
ELECTION AS TO
:70E::ADTX//THE FORM 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
:70E::ADTX//STOCK) 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 C
:70E::ADTX//CLASS B
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

:16S:ADDINFO

№ 27670678
07.08.2025

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//0000886048158S-2
:23G:REPL
:22F::CAEV//MRGR
:16R:LINK
:22F::LINK//WITH
:13A::LINK//568
:20C::PREV//0000886048158S-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//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

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/duediligence/gdpr/dataprotection>
:16S:ADDINFO