

# **RCS ISSUER SERVICES S.A.R.L**

**29 September 2023**

FROM: RCS ISSUER SERVICES S.A.R.L.  
Office 230, 26 Boulevard Royal  
L-2449, Luxembourg

Security Name: **VK Company Limited – Regulation S**  
**Deposit Agreement Termination Announcement**

DR ISIN: **US5603172082**

RCS Issuer Services S.A.R.L., acting as depository ("RCS" or the "Depository") announces the termination of the deposit agreement dated November 8, 2010 (as amended, the "Deposit Agreement") between VK Company Limited ("VK International Public Joint-Stock Company" as renamed post-redomiciliation), RCS, and all holders from time to time of Regulation S depository receipts (Reg S GDRs, ISIN US5603172082) issued thereunder. All capitalized terms not otherwise defined herein shall have the meaning given to such terms in the Deposit Agreement.

Reg S Termination Date: 27 December 2023  
Reg S Ratio: 1 Reg S GDR : 1 Ordinary Share  
Country of Incorporation: Russian Federation  
Share registrar: Joint Stock Company Interregional Registration Center ("MRZ")

#### *Additional details of the Termination:*

On or prior to the Reg S Termination Date, owners of Reg S GDRs will, subject to applicable laws, upon (a) surrender of such GDRs, (b) payment of the fee of the Depository for the surrender of GDRs referred to in the Deposit Agreement, (c) payment of any applicable taxes or governmental charges, and (d) providing attestations and information requested in the GDR cancellation forms in compliance with applicable law, be entitled to delivery, of the amount of Deposited Shares represented by those GDRs (the "GDR Cancellation").

If any GDRs remain outstanding after the Termination Date, the Depository thereafter shall discontinue registration of transfers of GDRs, suspend the distribution of dividends to the owners thereof, and cease to give any further notices or perform any further acts under the Deposit Agreement.

At any time after the Termination Date, depending on market conditions, applicable law, rules or regulations, the Depository will attempt to sell the Deposited Shares held at that time under the Deposit Agreement and may thereafter hold uninvested the net proceeds of any such sale, together with any other cash then held by it thereunder, without liability for interest, for the pro rata benefit of the owners of GDRs that have not theretofore been surrendered, such owners thereupon becoming general creditors of the Depository with respect to such net proceeds. GIVEN THE EVOLVING REGULATORY LANDSCAPE AND MARKET UNCERTAINTIES AS

#### **RCS Issuer Services S.ar.l.**

Office 230, 26 Boulevard Royal  
L-2449, Luxembourg  
Tel: +352 20 334176 | Email: [Info@rcsgroup.lu](mailto:Info@rcsgroup.lu)

TO CAUSES BEYOND ITS REASONABLE CONTROL, RCS'S ABILITY TO SELL ANY DEPOSITED SHARES THAT REMAIN OUTSTANDING AFTER THE TERMINATION DATES, EXECUTION OF FOREIGN EXCHANGE TRANSACTIONS, AND DISTRIBUTION OF U.S. DOLLARS OR OTHER CURRENCY TO HOLDERS MAY BE LIMITED.

For the avoidance of doubt, RCS may, in its own discretion and subject to applicable laws and regulations, continue processing the GDR Cancellation after the Termination Date if RCS is unable to complete the sale of the Deposited Shares.

After making such sale, the Depositary shall be discharged from all obligations under the Deposit Agreement, except to account for such net proceeds and other cash (after deducting, in each case, the fee of the Depositary for the surrender of GDRs, any expenses for the account of the owner of such GDRs in accordance with the terms and conditions of the Deposit Agreement, and any applicable taxes or governmental charges). Upon the termination of the Deposit Agreement, the Company shall be discharged from all obligations under the Deposit Agreement except for its obligations to the Depositary with respect to indemnification, charges, and expenses, which shall survive Termination.

It is recommended that any party surrendering GDRs for cancellation consult with their local market agent to ensure that delivery instructions are properly provided and that any and all local market requirements, including any restrictions on securities accounts, have been satisfied to allow for timely delivery of deposited securities.

Beginning on September 26, 2023, as required under current Russian law and regulations, the Company's ordinary equity shares underlying the GDRs will have no voting rights, and dividends will no longer be paid on any of the ordinary equity shares underlying the GDRs. GDR holders should consult with their local counsel and market agent on applicable requirements in connection with withdrawing the ordinary equity shares underlying the GDRs, including any restrictions on account types into which the withdrawn equity shares may be deposited.

For further information, please contact [operations@rcsgroup.lu](mailto:operations@rcsgroup.lu)