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To: Shareholders of Yandex N.V. (to be renamed Nebius Group N.V.)  
From: Board of Directors  
Date: July 18, 2024

### **Notice of Annual General Meeting of Yandex N.V.**

We hereby inform you that Yandex N.V. (to be renamed Nebius Group N.V.) (the “**Company**”) will hold its Annual General Meeting of Shareholders (“**AGM**”) on August 15, 2024 (the “**AGM Date**”), beginning at 15.00 Amsterdam time on that day **at the Company’s offices at Schiphol Boulevard 165, 1118 BG Schiphol, the Netherlands.**

Enclosed with this notice you will find the Agenda for the AGM, together with Explanatory Notes, as well as a Power of Attorney / Proxy to authorize Company representatives to vote your shares at the AGM.

If you are planning to attend the AGM in person, we kindly request you to provide advance notice by notifying the Company at [askIR@nebius.com](mailto:askIR@nebius.com) before 16.00 (Amsterdam time) on August 13, 2024.

The following agenda items are scheduled for the AGM:

*Introductory remarks.*

*Substantive Business:*

1. Approval of the extension of the term for preparation by the Company’s Board of Directors of the 2023 annual statutory accounts of the Company. **(Decision)**
2. Adoption of 2023 annual statutory accounts of the Company (prepared in accordance with IFRS). **(Decision)**
3. Discharge of the members of the Board of Directors for their liability towards the Company for their management during the 2023 financial year. **(Decision)**
4. Appointment of **Arkady Volozh** as an executive member of the Board of Directors for a one-year term, to end at the conclusion of the Annual General Meeting to be held in 2025. **(Decision)**
5. Appointment of **Ophir Nave** as an executive member of the Board of Directors for a one-year term, to end at the conclusion of the Annual General Meeting to be held in 2025. **(Decision)**
6. Appointment of **Elena Bunina** as a non-executive member of the Board of Directors for a one-year term, to end at the conclusion of the Annual General Meeting to be held in 2025. **(Decision)**.
7. Appointment of **Esther Dyson** as a non-executive member of the Board of Directors for a one-year term, to end at the conclusion of the Annual General Meeting to be held in 2025. **(Decision)**.

8. Appointment of **Kira Radinsky** as a non-executive member of the Board of Directors for a one-year term, to end at the conclusion of the Annual General Meeting to be held in 2025. **(Decision)**.
9. Amendment of the terms of appointment for each of John Boynton, Rogier Rijnja and Charles Ryan to end at the conclusion of the Annual General Meeting to be held in 2025. **(Decision)**
10. Approval of the award of special cash and equity bonuses to each of John Boynton, Rogier Rijnja and Charles Ryan. **(Decision)**
11. Amendment of the Articles of Association in order to change the Company name. **(Decision)**
12. Amendment to the 2016 Equity Incentive Plan and general authorizations of the Board of Directors. **(Decision)**
13. Appointment of the external auditor of the Company's consolidated financial statements and statutory accounts for the 2024 financial year. **(Decision)**
14. Authorization of the Board of Directors to repurchase Class A Shares. **(Decision)**
15. General authorization of the Board of Directors to issue and/or grant rights to subscribe for Class A Shares. **(Decision)**
16. General authorization of the Board of Directors to exclude pre-emption rights. **(Decision)**
17. General authorization of the Board of Directors to cancel Class A Shares in the capital of the Company. **(Decision)**

*Any other business.*

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**Copies of materials related to the AGM, including this Notice of Meeting, the Agenda and Explanatory Notes are available:**

- at: [www.edocumentview.com/YNDX](http://www.edocumentview.com/YNDX)
- on our website at [nebius.group/shareholder-meetings](http://nebius.group/shareholder-meetings)
- at the Company's offices (Schiphol Boulevard 165, 1118 BG Schiphol, the Netherlands)
- from Investor Relations, tel. +31 0 20 206 6970 or by email: [askIR@nebius.com](mailto:askIR@nebius.com)

The Company's statutory accounts (which are prepared in accordance with IFRS solely to comply with Dutch law) are available for inspection by shareholders at the Company's offices at the above address; copies may be requested from Investor Relations.

On July 17, 2024, the total number of Class A Shares outstanding (excluding shares held in treasury) was 163,297,882 with a total of 163,297,882 voting rights; and the total number of Class B Shares was 35,698,674 with a total of 356,986,740 voting rights. Each Class A Share carries one vote; and each Class B Share carries ten votes. The Class A Shares and Class B Shares will vote together as a single class on all matters at the AGM. A total of 30,786,700 Class B Shares are held by Highvern Cayman Limited, as Trustee of the LASTAR Trust, a family trust established by Arkady Volozh in January 2020. As previously disclosed, in 2022 Mr. Volozh undertook not to provide voting instructions to the trustee in respect of such shares; pursuant to the terms of the trust, the trustee voted such shares in

accordance with the recommendations of the independent members of the Board of Directors. Following the successful divestment of the Company's businesses in Russia, Mr. Volozh again has the right under the terms of the trust to provide instructions to the trustee as to the voting of such shares.

The persons who will be considered as entitled to vote and/or attend the AGM are those persons who on July 18, 2024 after processing of all settlements as of this date (the record date), have these rights and are registered as such in a register designated by the Board. The designated register for the Class A Shares is maintained by the Company's transfer agent and registrar, Computershare Trust Company N.A. The designated register for the Class B Shares is maintained by the Company.

If you would like to attend the AGM and your Class A Shares are held by a broker, bank or other nominee, you must bring to the AGM a letter from the nominee confirming your beneficial ownership of such shares. In order to vote your shares at the AGM, you must obtain from the nominee a proxy issued in your name. You must also bring a form of personal identification.

Many brokers are subject to New York Stock Exchange ("NYSE") rules. The NYSE rules direct that, if you are the beneficial owner of shares held in "street name" by a broker, the broker, as the record holder of the shares, is required to vote those shares in accordance with your instruction. If you do not give instructions to the broker, the broker will be entitled to vote the shares with respect to "discretionary" items but will not be permitted to vote the shares with respect to "non-discretionary" items (those shares are treated as "broker non-votes").

The election of directors and certain other proposals are not considered discretionary items. This means that brokers who have not been furnished voting instructions from their clients will not be authorized to vote in their discretion for the election of directors or on such other matters. We urge you to provide voting instructions to your broker so that your votes may be counted.

Your vote is important regardless of the number of shares you own. Whether or not you expect to attend the AGM, we hope you will take the time to vote your shares. If you are a shareholder of record, you may vote your Class A Shares over the Internet (at [www.investorvote.com/YNDX](http://www.investorvote.com/YNDX)), by telephone (at +1-800-652-8683) or by completing and mailing the enclosed Power of Attorney / Proxy card in the envelope provided. If your shares are held in "street name", meaning they are held for your account by a broker or other nominee, you will receive instructions from the broker that you must follow for your shares to be voted.

Shareholders and interested parties may contact any of the Company's directors, including the Chairman, the non-executive directors as a group, the chair of any committee of the Board of Directors or any committee of the Board by writing them via e-mail at [askIR@nebius.com](mailto:askIR@nebius.com). Shareholders who are eligible and intend to have an item added to the agenda of any future general meeting must comply with the requirements contained in Article 18 of our Articles of Association, as amended. We reserve the right (subject to the laws of the Netherlands) to reject, rule out of order or take other appropriate action with respect to any proposal or nomination that does not comply with these and other applicable requirements.

Schiphol, July 18, 2024