

**(BIDS) О корпоративном действии "Оферта - предложение о выкупе" - Vale Overseas Limited 6.875 21/11/36 (облигация ISIN US91911TAH68)**

Реквизиты корпоративного действия	
Референс корпоративного действия	710214
Код типа корпоративного действия	BIDS
Тип корпоративного действия	Оферта - предложение о выкупе
Признак обязательности КД	VOLU Добровольное событие, для участия требуются инструкции
Статус обработки	Предварительное объявление: подтверждено
Инициатор выкупа	VALE OVERSEAS

Информация о ценных бумагах							
Референс КД по ценной бумаге	Наименование ценной бумаги	Категория	Депозитарный код выпуска	ISIN	Номинальная стоимость	Остаточная номинальная стоимость	Валюта номинала
710214X25455	Vale Overseas Limited 6.875 21/11/36	облигации	US91911TAH68	US91911TAH68	1000	1000	USD

Детали корпоративного действия	
Дата объявления	03 июня 2022 г.
Процентный период	Неизвестно
Флаг сертификации	Нет
Предлагающая сторона	VALE OVERSEAS

Варианты корпоративного действия	
Номер варианта	001
Тип варианта	CASH Деньги
Конец периода блокировки ценных бумаг	Блокировка до даты платежа
Валюта опции	USD
Признак обработки по умолчанию	Нет
Флаг возможности отзыва	Да
Дата и время окончания приема инструкций по корпоративному действию, установленные НКО АО НРД	08 июня 2022 г. 10:00
Последний срок ответа рынку	09 июня 2022 г. 23:00
Дата истечения срока	09 июня 2022 г. 18:00
Период действия на рынке	с 03 июня 2022 г. по 09 июня 2022 г.

<b>Варианты корпоративного действия</b>	
Период возможного отзывает владельцем ЦБ на рынке	с 03 июня 2022 г. по 09 июня 2022 г. 23:00
Период возможного отзывает в НКО АО НРД	с 03 июня 2022 г. по 08 июня 2022 г. 10:00
<b>Движение ценных бумаг</b>	
Признак зачисления (списания)	Списание
ISIN	US919111TAH68
Описание бумаги	VALE OVER LTD 6.875 21/11/36
Дата наступления срока обязательств (погашения)	21 ноября 2036 г.
Минимальное количество, требуемое для исполнения	2000.0 (сумма номинала)
Минимальный комбинированный лот, требуемый для исполнения	1000.0 (сумма номинала)
Дата платежа	14 июня 2022 г.
<b>Движение денежных средств</b>	
Признак зачисления (списания)	Зачисление
Дата платежа	14 июня 2022 г.
Дата валютирования	14 июня 2022 г.
Цена, полученная в расчете на продукт	Неизвестно
Дополнительный текст	NARC/TO TENDER BEFORE EXPIRATIONDATE AND RECEIVE THE CONSIDERATION+ ACCRUED INTEREST
Информация об условиях	TENDER FOR CASH
<b>Варианты корпоративного действия</b>	
Номер варианта	002
Тип варианта	NOAC Не участвовать
Признак обработки по умолчанию	Да

Небанковская кредитная организация акционерное общество «Национальный расчетный депозитарий» (далее - НКО АО НРД) сообщает Вам, что в адрес НКО АО НРД поступила информация от Иностранных депозитариев о корпоративном действии «Оферта – предложение о выкупе».

Обращаем внимание на наличие условий и ограничений на участие в корпоративном действии. Подробная информация об условиях и ограничениях по корпоративному действию указана в тексте сообщения от Иностранного депозитария, а также в материалах к корпоративному действию.

Для получения информации о порядке проведения корпоративного действия, порядке заполнения и предоставления инструкции по корпоративному действию необходимо обратиться к менеджеру. Информация будет предоставлена: при получении запроса депонента до 16:00 МСК - до окончания операционного дня, в который был получен запрос; при получении запроса депонента после 16:00 МСК - в течение следующего

операционного дня. Ответственность за своевременное направление запроса несет Депонент.

Обращаем внимание, что по ценным бумагам, учитываемым в Clearstream Banking S.A., может потребоваться предоставление инструкции по форме CA333 (код операции – 68/CAIR0) с информацией по участию депонента в корпоративном действии и полной информации о цепочке хранения ценной бумаги.

При этом НРД не может гарантировать его прием и обработку на стороне Clearstream Banking S.A..

Подробная информация о КД изложена в текстах сообщений от Иностранных депозитариев и материалах к корпоративному действию.

Материалы к корпоративному действию приложены к данному сообщению. Также материалы доступны по запросу у Иностранного депозитария.

Подробности приведены в текстах сообщений от Иностранных депозитариев.

Текст сообщения от Euroclear Bank S.A./N.V.:

NOTE/NO LEGAL DOCUMENTATION TO BE  
COMPLETED  
CAED/PRIORITY 5

----- EVENT DETAILS -----

INFORMATION SOURCE: INFORMATION AGENT:

.  
D.F. KING  
BY REGULAR, REGISTERED OR CERTIFIED MAIL,  
HAND OR OVERNIGHT DELIVERY:

D.F. KING  
48 WALL STREET, 22ND FLOOR  
NEW YORK, NEW YORK 10005  
ATTENTION: MICHAEL HORTHMAN

.  
BY ELECTRONIC MAIL:  
EMAIL: VALE(AT)DFKINGLTD.COM

.  
BY FACSIMILE TRANSMISSION:  
(212) 709-3328 (FOR ELIGIBLE INSTITUTIONS ONLY)  
TO CONFIRM RECEIPT OF FACSIMILE BY TELEPHONE:  
(212) 232-3233

.  
BANKS AND BROKERS CALL: +1 (212) 269-5550  
TOLL-FREE: +1 (866) 796-7184

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GENERAL INFORMATION

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THE PURPOSE OF THE OFFERS IS TO RETIRE A PORTION OF THE NOTES  
WITH CASH ON HAND IN ORDER TO REDUCE THE OFFERORS INDEBTEDNESS.

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1. TENDER AND CONSENT: NOT APPLICABLE

2. CONDITIONS AND RESTRICTIONS: CERTAIN RESTRICTIONS MAY APPLY.

THE OFFER IS SUBJECT TO, AMONG OTHER THINGS, THE MAXIMUM PURCHASE CONDITION

THE CONSUMMATION OF AN OFFER IS NOT CONDITIONED ON THE CONSUMMATION OF THE OTHER OFFERS.

REFER TO THE OFFER DOCUMENTATION FOR THE COMPLETE CONDITIONS AND RESTRICTIONS OF THIS OFFER

ENTITLEMENT

1. PURCHASE PRICE:

CONSIDERATION: THE APPLICABLE CONSIDERATION PAYABLE FOR EACH SERIES OF NOTES VALIDLY TENDERED AND NOT VALIDLY WITHDRAWN ON OR PRIOR TO THE EXPIRATION DATE AND ACCEPTED FOR PURCHASE PURSUANT TO THE OFFERS WILL BE A PRICE PER USD 1,000 PRINCIPAL AMOUNT OF SUCH SERIES OF NOTES, CALCULATED IN ACCORDANCE WITH STANDARD MARKET PRACTICE, THAT WOULD REFLECT, AS OF THE SETTLEMENT DATE A YIELD TO THE APPLICABLE MATURITY DATE FOR A SERIES OF NOTES EQUAL TO THE SUM OF:

THE APPLICABLE FIXED SPREAD SET FORTH FOR SUCH SERIES OF NOTES IN THE TABLE ON THE FRONT COVER OF THE OFFER TO PURCHASE, PLUS THE YIELD-TO-MATURITY ON THE APPLICABLE REFERENCE SECURITY, CALCULATED IN ACCORDANCE WITH STANDARD MARKET PRACTICE, BASED ON THE BID-SIDE PRICE OF THE APPLICABLE U.S. TREASURY REFERENCE SECURITY SET FORTH FOR SUCH SERIES OF NOTES IN THE TABLE ON THE FRONT COVER OF THE OFFER TO PURCHASE

2. ACCRUED AND UNPAID INTEREST: ACCRUED AND UNPAID INTEREST WILL BE PAID UP TO, BUT NOT INCLUDING, THE SETTLEMENT DATE

3. MINIMUM AGGREGATE ACCEPTANCE AMOUNT: THE TENDER OFFER IS NOT CONDITIONAL ON A MINIMUM AGGREGATE AMOUNT OF SECURITIES BEING TENDERED.

4. TENDER CAP: THE MAXIMUM PURCHASE AMOUNT: USD 1,000,000,000 AGGREGATE AMOUNT OF OUTSTANDING SECURITIES FOR ALL SERIES OF NOTES

5. PRORATION: NOT APPLICABLE

THE MAXIMUM PURCHASE CONDITION

EACH OFFERORS OBLIGATION TO COMPLETE AN OFFER WITH RESPECT TO A PARTICULAR SERIES OF NOTES VALIDLY TENDERED IS CONDITIONED ON THE AGGREGATE PURCHASE AMOUNT NOT EXCEEDING THE MAXIMUM PURCHASE AMOUNT, AND ON THE MAXIMUM PURCHASE AMOUNT BEING SUFFICIENT TO PAY THE AGGREGATE PURCHASE AMOUNT FOR ALL VALIDLY TENDERED NOTES

OF SUCH SERIES (AFTER PAYING THE AGGREGATE PURCHASE AMOUNT FOR ALL VALIDLY TENDERED NOTES THAT HAVE A HIGHER ACCEPTANCE PRIORITY LEVEL).

ACCEPTANCE PRIORITY LEVEL MEANS THE ACCEPTANCE PRIORITY LEVEL AS SET FORTH ON THE COVER OF THE OFFER TO PURCHASE, WITH 1 BEING THE HIGHEST ACCEPTANCE PRIORITY LEVEL AND 6 BEING THE LOWEST ACCEPTANCE PRIORITY LEVEL.

IF THE MAXIMUM PURCHASE CONDITION IS NOT SATISFIED WITH RESPECT TO AN OFFER FOR ANY PARTICULAR SERIES OF NOTES, THEN THE ISSUER MAY, AT ANY TIME AT OR PRIOR TO THE EXPIRATION DATE:

(A) TERMINATE THE OFFER WITH RESPECT SUCH SERIES OF NON-COVERED NOTES, AND PROMPTLY RETURN ALL VALIDLY TENDERED NOTES OF SUCH SERIES OF NON-COVERED NOTES, TO THE RESPECTIVE TENDERING HOLDERS, OR

(B) WAIVE THE MAXIMUM PURCHASE CONDITION WITH RESPECT TO SUCH SERIES OF NON-COVERED NOTES AND ACCEPT ALL NOTES OF SUCH SERIES, AND OF ANY SERIES OF NOTES HAVING A HIGHER ACCEPTANCE PRIORITY LEVEL, VALIDLY TENDERED, OR

(C) IF THERE IS ANY SERIES OF NON-COVERED NOTES FOR WHICH:

(I) THE AGGREGATE PURCHASE AMOUNT NECESSARY TO PURCHASE ALL VALIDLY TENDERED NOTES OF SUCH SERIES, PLUS

(II) THE AGGREGATE PURCHASE AMOUNT NECESSARY TO PURCHASE ALL VALIDLY TENDERED NOTES OF ALL SERIES HAVING A HIGHER ACCEPTANCE PRIORITY LEVEL THAN SUCH SERIES OF NOTES, OTHER THAN ANY SERIES OF NON-COVERED NOTES, ARE EQUAL TO, OR LESS THAN, THE MAXIMUM PURCHASE AMOUNT, ACCEPT ALL VALIDLY TENDERED NOTES OF SUCH SERIES OF NON-COVERED NOTES OR, IF THERE ARE MORE THAN ONE SERIES OF NON-COVERED NOTES SATISFYING THE CONDITIONS OF THE CLAUSE (C), ACCEPT ALL VALIDLY TENDERED NOTES OF THE SERIES OF NON-COVERED NOTES SATISFYING THE CONDITIONS OF THE CLAUSE (C) HAVING A HIGHER ACCEPTANCE PRIORITY LEVEL, UNTIL THERE IS NO SERIES OF NOTES TO BE CONSIDERED FOR PURCHASE FOR WHICH THE CONDITIONS SET FORTH ABOVE ARE MET.

AS A RESULT OF THE FOREGOING, IT IS POSSIBLE THAT A SERIES OF NOTES WITH A PARTICULAR ACCEPTANCE PRIORITY LEVEL WILL FAIL TO MEET THE CONDITIONS SET FORTH ABOVE AND THEREFORE WILL NOT BE ACCEPTED FOR PURCHASE, EVEN IF ONE OR MORE SERIES WITH A HIGHER OR LOWER ACCEPTANCE PRIORITY LEVEL IS ACCEPTED FOR PURCHASE. IF A SERIES OF NOTES IS ACCEPTED FOR PURCHASE UNDER THE OFFERS, ALL NOTES OF THAT SERIES THAT ARE VALIDLY TENDERED WILL BE ACCEPTED FOR PURCHASE.

6. POOLFACTOR: NOT APPLICABLE

THIS CORPORATE ACTION NOTIFICATION DOES NOT CONSTITUTE AN OFFER TO SELL OR THE SOLICITATION OF AN OFFER TO BUY ANY SECURITIES BY ANYONE IN ANY JURISDICTION.

IT IS NOT, AND SHOULD NOT BE CONSTRUED OR TREATED AS, INVESTMENT OR FINANCIAL ADVICE. IN PROVIDING THIS INFORMATION, EUROCLEAR BANK IS NOT ACTING AS AGENT OF THE ISSUER.

BY SENDING AN INSTRUCTION TO EUROCLEAR BANK, YOU CONFIRM THAT YOU (AND ANY BENEFICIAL OWNER(S) FOR WHOM YOU ACT) COMPLY WITH THE TERMS AND CONDITIONS OF THE CORPORATE EVENT AND COMPLY WITH APPLICABLE LOCAL LAWS OR REQUIREMENTS, INCLUDING BUT NOT LIMITED TO HOLDING AND TRANSFER RESTRICTIONS.

IF HOLDING AND TRANSFER RESTRICTIONS WOULD PROHIBIT YOU (AND ANY BENEFICIAL OWNER(S) FOR WHOM YOU ACT) TO HOLD THE PROCEEDS OF A CORPORATE EVENT IN YOUR ACCOUNT IN EUROCLEAR BANK, YOU (AND ANY BENEFICIAL OWNER(S) FOR WHOM YOU ACT) MUST ENSURE TO SEND AN INSTRUCTION TO ALLOW THE TRANSFER OF THESE PROCEEDS TO AN ACCOUNT OUTSIDE THE EUROCLEAR SYSTEM.

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----- ACTION TO BE TAKEN -----

BENEFICIAL OWNERSHIP:

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THE AGENT HAS NOT CONFIRMED TO US WHETHER YOU NEED TO SEND A SEPARATE INSTRUCTION PER BO. IT IS NOT MENTIONED IN THE OFFERING DOCUMENTATION.

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YOU ARE SOLELY RESPONSIBLE TO DETERMINE WHETHER TO SEND ONE INSTRUCTION PER BO OR NOT. WE CANNOT PROVIDE ANY GUIDANCE ON THIS REQUIREMENT. WE WILL FORWARD BUT NOT VALIDATE ANY INSTRUCTION RECEIVED REGARDLESS IF YOU INSTRUCTED AT BENEFICIAL OWNER OR NOT

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ELECTRONIC INSTRUCTIONS:

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1. FREE FORMAT MT 599/MT 568 USERS: YOUR DEADLINE IS 10:00 (BRUSSELS TIME) ON THE BUSINESS DAY BEFORE THE DEADLINE DATE.

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2. EASYWAY USERS:

A. TO TENDER BEFORE EXPIRATION DATE AND RECEIVE THE CONSIDERATION, CHOOSE OPTION 001

.

. MENTION IN FIELD 'NARRATIVE TO SERVICE PROVIDER': YOUR CONTACT NAME AND PHONE NUMBER PRECEDED BY 'INX CONTACT DETAILS'

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3. EUCLID USERS:

A. TO TENDER BEFORE EXPIRATION DATE AND RECEIVE THE CONSIDERATION, SEND AN INSTRUCTION TYPE '54' WITH SUBTYPE 'CASH'  
B. TO TAKE NO ACTION, SEND AN INSTRUCTION TYPE '54' SUBTYPE 'NOAC'. MENTION THE EVENT NUMBER IN FIELD 72 AS FOLLOWS: 'EVNB CA00000XXXXXXXX' (WHERE XXXXXXXX IS THE EVENT NUMBER)

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ALWAYS MENTION IN FIELD:

. 72: YOUR CONTACT NAME AND PHONE NUMBER PRECEDED BY 'INX CONTACT DETAILS'

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4. SWIFT MT565 USERS:

A. TO TENDER BEFORE EXPIRATION DATE AND RECEIVE THE

CONSIDERATION, USE CAON 001 CAOP CASH

.  
ALWAYS MENTION IN FIELD:

. 70E:INST: YOUR CONTACT NAME AND PHONE NUMBER PRECEDED BY 'INX CONTACT DETAILS'

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. PAPER FORM:

.-----  
NO LEGAL DOCUMENTATION TO BE COMPLETED

. DOCUMENTATION

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YOU MAY REQUEST THE CORPORATE ACTION DOCUMENT(S) EITHER VIA E-MAIL OR VIA THE WEBSITE:

. A. E-MAIL: SEND AN E-MAIL TO CADOCs(AT)EUROCLEAR.COM. INDICATE IN THE SUBJECT OF YOUR E-MAIL THE FOLLOWING REFERENCE 6395388-221

. NOTE: IN THE RARE CASE THAT THE SIZE OF THE CA DOCUMENT EXCEEDS 10 MB, IT WILL NOT BE POSSIBLE TO SEND IT VIA E-MAIL. YOU WILL RECEIVE AN E-MAIL INFORMING YOU THAT THE DOCUMENT WILL BE AVAILABLE ONLY VIA THE WEBSITE

. B. THE EUROCLEAR WEBSITE (MY.EUROCLEAR.COM): TO ACCESS THE DOCUMENTATION, LOG IN OR GO THROUGH TO MYEUROCLEAR AS A GUEST. YOU CAN DOWNLOAD THE DOCUMENT(S) BY ENTERING THE CORPORATE ACTION NOTIFICATION NUMBER 6395388 IN THE SEARCH BOX ON MY.EUROCLEAR.COM MY APPS CORPORATE ACTIONS

. REVOCABILITY

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INSTRUCTIONS MAY BE WITHDRAWN PURSUANT TO THE OFFER DOCUMENTATION AND UPON AGENTS FINAL AGREEMENT

. FREE TEXT LIMITATIONS APPLICABLE IN THE FOLLOWING FIELDS (IF REQUIRED):

. 4 X 35 CHARACTERS IN FIELD: 88D

. 10 X 35 CHARACTERS IN FIELDS 72, 70E:INST, 80B, 95V:OWND

. WE WILL FORWARD BUT NOT VALIDATE ANY OF THE INFORMATION IN THESE FIELDS.

. NOTE:

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PLEASE REFER TO THE CORPORATE ACTIONS FAQ SECTION ON MY.EUROCLEAR.COM FOR MORE INFORMATION WITH REGARDS TO THE APPLICABLE PROCESS TO CANCEL AND REPLACE YOUR INSTRUCTION

Текст сообщения от Clearstream Banking S.A.:

++ ADDITIONAL INFORMATION  
+++++ORIGINAL NOTIFICATION++++

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SUMMARY

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PRIORITY LEVEL: 5  
INSTRUCTIONS PER BO: NO  
BO DISCLOSURE REQUIRED: NO  
:70E::ADTX//PAPERWORK: NO  
:70E::ADTX//INSTRUCTION WITHDRAWAL: YES

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1. EVENT DETAILS

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VALE OVERSEAS LIMITED OFFERS TO  
PURCHASE FOR CASH ANY AND ALL OF  
THE OUTSTANDING NOTES.

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

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2. HOW TO INSTRUCT

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

.  
HOLDERS SUBMITTING INSTRUCTIONS  
COMPLY WITH THE TERMS AND  
CONDITIONS OF THE OFFER TO  
PURCHASE.

.  
NOTE:  
BY SUBMITTING YOUR INSTRUCTION  
:70E::ADTX//THROUGH CLEARSTREAM YOU HAVE  
IRREVOCABLY AND AUTOMATICALLY  
ACCEPTED:  
(I) THE DISCLOSURE OF YOUR ACCOUNT  
DETAILS (NOT YOUR UNDERLYING  
HOLDER) AND,  
(II) TO BE BOUND TO THE TERMS AND  
CONDITIONS OF THE OFFER TO  
PURCHASE.

(III) THE BLOCKING OF YOUR  
:70E::ADTX//INSTRUCTED BALANCE,

.  
2.1. INSTRUCTION PER BO

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OPTION 001: NO

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2.2. BO REQUIREMENTS

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OPTION 001: NONE

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:70E::ADTX//2.3. PAPERWORK

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OPTION 001: NONE

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3. PROCEEDS

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CASH CONSIDERATION: THE APPLICABLE  
CONSIDERATION FOR EACH USD 1,000  
:70E::ADTX//PRINCIPAL AMOUNT OF EACH SERIES OF  
NOTES VALIDLY TENDERED AND NOT  
VALIDLY WITHDRAWN ON OR PRIOR TO  
THE EXPIRATION DATE AND ACCEPTED  
FOR PURCHASE PURSUANT TO THE OFFERS  
WILL BE A PRICE PER USD 1,000  
PRINCIPAL AMOUNT OF SUCH SERIES OF  
NOTES, CALCULATED IN ACCORDANCE  
WITH STANDARD MARKET PRACTICE, AS  
DESCRIBED ON SCHEDULE A OF THE  
:70E::ADTX//OFFER TO PURCHASE, THAT WOULD  
REFLECT, AS OF THE SETTLEMENT DATE  
A YIELD TO THE APPLICABLE MATURITY  
DATE FOR A SERIES OF NOTES EQUAL TO  
THE SUM OF:

.  
THE APPLICABLE FIXED SPREAD (263  
BPS), PLUS

.  
THE APPLICABLE REFERENCE YIELD,  
:70E::ADTX//CALCULATED IN ACCORDANCE WITH  
STANDARD MARKET PRACTICE, BASED ON  
THE BID-SIDE PRICE OF THE  
APPLICABLE REFERENCE SECURITY  
(2.875 PCT DUE 15MAY32), AS QUOTED  
ON THE APPLICABLE REFERENCE PAGE  
(BLOOMBERG REFERENCE PAGE: FIT1) AT  
11:00 A.M., NEW YORK CITY TIME, ON  
THE PRICE DETERMINATION DATE.

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:70E::ADTX//THE CONSIDERATION OFFERED PER USD

1,000 PRINCIPAL AMOUNT OF EACH SERIES OF NOTES VALIDLY TENDERED AND ACCEPTED FOR PURCHASE WILL EQUAL:

. THE PRESENT VALUE PER USD 1,000 PRINCIPAL AMOUNT OF ALL REMAINING PAYMENTS OF PRINCIPAL AND INTEREST TO THE MATURITY DATE ON SUCH SERIES :70E::ADTX//OF NOTES, DISCOUNTED TO THE SETTLEMENT DATE IN ACCORDANCE WITH THE FORMULA SET FORTH ON SCHEDULE A OF THE OFFER TO PURCHASE, AT A DISCOUNT RATE EQUAL TO THE APPLICABLE REPURCHASE YIELD, MINUS ACCRUED INTEREST FROM, AND INCLUDING, THE LAST INTEREST PAYMENT DATE TO, BUT NOT INCLUDING, THE SETTLEMENT DATE PER USD 1,000 :70E::ADTX//PRINCIPAL AMOUNT OF SUCH SERIES OF NOTES.

. PLEASE REFER TO THE OFFER TO PURCHASE FOR MORE INFORMATION.

. ACCRUED AND UNPAID INTEREST PERIOD: FROM, AND INCLUDING THE APPLICABLE LAST INTEREST PAYMENT DATE TO, BUT NOT INCLUDING, THE SETTLEMENT DATE :70E::ADTX//PAYABLE ON SUCH DATE.

. SETTLEMENT DATE: EXPECTED TO BE ON 14JUN22.

. HOLDERS WHO TENDER LESS THAN ALL THEIR NOTES MUST CONTINUE TO HOLD SUCH SERIES OF NOTES IN MINIMUM PRINCIPAL AMOUNT.

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

. 4. MAXIMUM PURCHASE AMOUNT, MAXIMUM PURCHASE CONDITION AND PRIORITY LEVELS:

. MAXIMUM PURCHASE AMOUNT: USD 1.0 BILLION

. EACH OFFEROR'S OBLIGATION TO :70E::ADTX//COMPLETE AN OFFER WITH RESPECT TO A PARTICULAR SERIES OF NOTES VALIDLY TENDERED IS CONDITIONED ON THE

AGGREGATE PURCHASE AMOUNT NOT EXCEEDING THE MAXIMUM PURCHASE AMOUNT, AND ON THE MAXIMUM PURCHASE AMOUNT BEING SUFFICIENT TO PAY THE AGGREGATE PURCHASE AMOUNT FOR ALL VALIDLY TENDERED NOTES OF SUCH SERIES (AFTER PAYING THE AGGREGATE :70E::ADTX//PURCHASE AMOUNT FOR ALL VALIDLY TENDERED NOTES THAT HAVE A HIGHER ACCEPTANCE PRIORITY LEVEL). AS USED HEREIN, 'ACCEPTANCE PRIORITY LEVEL' MEANS THE ACCEPTANCE PRIORITY LEVEL AS SET FORTH ON THE COVER OF THE OFFER TO PURCHASE, WITH 1 BEING THE HIGHEST ACCEPTANCE PRIORITY LEVEL AND 6 BEING THE LOWEST ACCEPTANCE PRIORITY LEVEL.

:70E::ADTX//.

IF THE MAXIMUM PURCHASE CONDITION IS NOT SATISFIED WITH RESPECT TO AN OFFER FOR ANY PARTICULAR SERIES OF NOTES (THE 'NON-COVERED NOTES'), THEN THE COMPANY MAY, AT ANY TIME AT OR PRIOR TO THE EXPIRATION DATE:

(A) TERMINATE THE OFFER WITH RESPECT SUCH SERIES OF NON-COVERED :70E::ADTX//NOTES, AND PROMPTLY RETURN ALL VALIDLY TENDERED NOTES OF SUCH SERIES OF NON-COVERED NOTES, TO THE RESPECTIVE TENDERING HOLDERS, OR

(B) WAIVE THE MAXIMUM PURCHASE CONDITION WITH RESPECT TO SUCH SERIES OF NON-COVERED NOTES AND ACCEPT ALL NOTES OF SUCH SERIES, AND OF ANY SERIES OF NOTES HAVING A :70E::ADTX//HIGHER ACCEPTANCE PRIORITY LEVEL, VALIDLY TENDERED, OR

(C) IF THERE IS ANY SERIES OF NON-COVERED NOTES FOR WHICH:

1. THE AGGREGATE PURCHASE AMOUNT NECESSARY TO PURCHASE ALL VALIDLY TENDERED NOTES OF SUCH SERIES, PLUS

:70E::ADTX//2. THE AGGREGATE PURCHASE AMOUNT NECESSARY TO PURCHASE ALL VALIDLY TENDERED NOTES OF ALL SERIES HAVING A HIGHER ACCEPTANCE PRIORITY LEVEL THAN SUCH SERIES OF NOTES, OTHER

THAN ANY SERIES OF NON-COVERED NOTES, ARE EQUAL TO, OR LESS THAN, THE MAXIMUM PURCHASE AMOUNT, ACCEPT ALL VALIDLY TENDERED NOTES OF SUCH SERIES OF NON-COVERED NOTES OR, IF :70E::ADTX//THERE ARE MORE THAN ONE SERIES OF NON-COVERED NOTES SATISFYING THE CONDITIONS OF THIS CLAUSE (C), ACCEPT ALL VALIDLY TENDERED NOTES OF THE SERIES OF NON-COVERED NOTES SATISFYING THE CONDITIONS OF THIS CLAUSE (C) HAVING A HIGHER ACCEPTANCE PRIORITY LEVEL, UNTIL THERE IS NO SERIES OF NOTES TO BE CONSIDERED FOR PURCHASE FOR WHICH :70E::ADTX//THE CONDITIONS SET FORTH ABOVE ARE MET.

.  
AS A RESULT OF THE FOREGOING, IT IS POSSIBLE THAT A SERIES OF NOTES WITH A PARTICULAR ACCEPTANCE PRIORITY LEVEL WILL FAIL TO MEET THE CONDITIONS SET FORTH ABOVE AND THEREFORE WILL NOT BE ACCEPTED FOR PURCHASE, EVEN IF ONE OR MORE :70E::ADTX//SERIES WITH A HIGHER OR LOWER ACCEPTANCE PRIORITY LEVEL IS ACCEPTED FOR PURCHASE. IF A SERIES OF NOTES IS ACCEPTED FOR PURCHASE UNDER THE OFFERS, ALL NOTES OF THAT SERIES THAT ARE VALIDLY TENDERED WILL BE ACCEPTED FOR PURCHASE.

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THE COMPANY RESERVES THE RIGHT, SUBJECT TO APPLICABLE LAW, TO WAIVE :70E::ADTX//THE MAXIMUM PURCHASE CONDITION WITH RESPECT TO ANY OFFER.

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THE FOREGOING CONDITIONS ARE FOR THE COMPANYS SOLE BENEFIT AND MAY BE WAIVED BY THE COMPANY, IN WHOLE OR IN PART, IN OUR ABSOLUTE DISCRETION. ANY DETERMINATION MADE BY THE COMPANY CONCERNING AN EVENT, DEVELOPMENT OR CIRCUMSTANCE :70E::ADTX//DESCRIBED OR REFERRED TO ABOVE WILL BE CONCLUSIVE AND BINDING.

.  
IF ANY OF THE FOREGOING CONDITIONS ARE NOT SATISFIED, THE COMPANY MAY, AT ANY TIME:

.  
TERMINATE ANY OFFER AND PROMPTLY  
UNBLOCK ALL APPLICABLE TENDERED  
NOTES,

:70E::ADTX//.

MODIFY, EXTEND OR OTHERWISE AMEND  
ANY OFFER AND RETAIN ALL APPLICABLE  
TENDERED NOTES UNTIL THE EXPIRATION  
DATE, AS EXTENDED, SUBJECT,  
HOWEVER, TO THE WITHDRAWAL RIGHTS  
OF HOLDERS, OR

.  
WAIVE THE UNSATISFIED CONDITIONS  
WITH RESPECT TO ANY OFFER AND

:70E::ADTX//ACCEPT ALL APPLICABLE NOTES VALIDLY  
TENDERED AND NOT PREVIOUSLY VALIDLY  
WITHDRAWN.

.  
IN ADDITION, SUBJECT TO APPLICABLE  
LAW, THE COMPANY MAY IN ITS  
ABSOLUTE DISCRETION TERMINATE ANY  
OFFER FOR ANY OTHER REASON.

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:70E::ADTX//.

## 5. DOCUMENTATION

.  
PLEASE BE ADVISED THAT THE OFFER TO  
PURCHASE IS AVAILABLE UPON REQUEST  
BY SENDING AN EMAIL TO  
CADATABASE.CS(AT)CLEARSTREAM.COM BY  
STATING IN THE SUBJECT:  
OCE VALE BIDS 06JUN22

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

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:70E::DISC//THIS SUMMARY DOES NOT CONSTITUTE A  
LEGALLY BINDING DESCRIPTION OF THE  
CHOICES OFFERED TO CLEARSTREAM  
BANKING 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. CB CUSTOMERS MAY WISH TO  
SEEK INDEPENDENT LEGAL AND TAX

:70E::DISC//ADVICE ON THE INTERPRETATION OF THE  
OFFER. CB CUSTOMERS ARE DEEMED TO  
UNDERSTAND THE OFFER AND TO  
INSTRUCT CB 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 SHALL BEAR :70E::DISC//SOLE RESPONSIBILITY FOR ANY AND ALL HARMFUL CONSEQUENCES, LOSSES OR DAMAGES, WHICH MAY BE SUFFERED FOR ANY REASON BY YOURSELVES, THE ADDRESSEE, THIRD PARTIES OR CB 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 FOR THE CORRECTNESS OF THE INFORMATION AND CLEARSTREAM CANNOT BE HELD LIABLE IN CASE OF DAMAGE RESULTING FROM THIS ACTION.

:70E::COMP//RESTRICTIONS:  
RESTRICTIONS APPLY INCLUDING IN FRANCE, REPUBLIC OF ITALY, UNITED KINGDOM, BELGIUM, AUSTRALIA, THE NETHERLANDS.

PLEASE CAREFULLY READ TO PAGES 19 - 20 OF THE OFFER TO PURCHASE.

.  
IT IS THE SOLE RESPONSIBILITY OF THE HOLDER TO CONFIRM ELIGIBILITY :70E::COMP//TO PARTICIPATE IN THE OFFER BEFORE SUBMITTING AN ELECTION.

.  
CBL IS UNABLE TO OFFER ANY ADVICE.

Приложение 1: [Адрес в сети Интернет, по которому можно ознакомиться с дополнительной документацией](#)