

**(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	1010738
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 LIMITED

Информация о ценных бумагах							
Референс КД по ценной бумаге	Наименование ценной бумаги	Категория	Депозитарный код выпуска	ISIN	Номинальная стоимость	Остаточная номинальная стоимость	Валюта номинала
1010738X25455	Vale Overseas Limited 6.875 21/11/36	облигация	US91911TAH68	US91911TAH68	1000	1000	USD

Детали корпоративного действия	
Дата объявления	24 февраля 2025 г.
Процентный период	Неизвестно
Флаг сертификации	Нет
Предлагающая сторона	VALE OVERSEAS LIMITED

Варианты корпоративного действия	
Номер варианта	001
Тип варианта	CASH Деньги
Признак условий варианта	Пропорционально
Признак условий варианта	Инструкции бенефициарного владельца
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	06 марта 2025 г. 17:00
Последний срок ответа рынку	07 марта 2025 г. 23:00

Варианты корпоративного действия	
Дата истечения срока	07 марта 2025 г. 18:00
Период действия на рынке	с 24 февраля 2025 г. по 07 марта 2025 г.
Период возможного отзыва владельцем ЦБ на рынке	с 24 февраля 2025 г. по 07 марта 2025 г. 23:00
Период возможного отзыва в НКО АО НРД	с 24 февраля 2025 г. по 07 марта 2025 г. 17:00
Движение ценных бумаг	
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	12 марта 2025 г.
Движение денежных средств	
Признак зачисления (списания)	Зачисление
Дата платежа	12 марта 2025 г.
Дата валютирования	12 марта 2025 г.
Ставка за раннее участие	5.0 %
Цена, полученная в расчете на продукт	Неизвестно
Дополнительный текст	NARC/TO TENDER PRIOR TO EARLYTENDER DATE AND RECEIVE TOTALCONSIDERATION(INC. EARLY TENDERPAYMENT USD 50 PER USD 1,000) +ACCRUED INTEREST
Варианты корпоративного действия	
Номер варианта	002
Тип варианта	CASH Деньги
Признак условий варианта	Пропорционально
Признак условий варианта	Инструкции бенефициарного владельца
Конец периода блокировки ценных бумаг	Блокировка до даты платежа
Валюта опции	USD
Признак обработки по умолчанию	Нет
Флаг возможности отзыва	Нет
Дата и время окончания приема инструкций по корпоративному действию, установленные НКО АО НРД	21 марта 2025 г. 17:00
Последний срок ответа рынку	24 марта 2025 г. 22:00

Варианты корпоративного действия	
Дата истечения срока	24 марта 2025 г. 15:00
Период действия на рынке	с 10 марта 2025 г. по 24 марта 2025 г.
Движение ценных бумаг	
Признак зачисления (списания)	Списание
ISIN	US91911ТАН68
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	12 марта 2025 г.
Движение денежных средств	
Признак зачисления (списания)	Зачисление
Дата платежа	12 марта 2025 г.
Дата валютирования	26 марта 2025 г.
Цена, полученная в расчете на продукт	Неизвестно
Дополнительный текст	NARC/TO TENDER AFTER EARLY TENDERDATE BUT BEFORE EXPIRATION DATE ANDRECEIVE TENDER CONSIDERATION +ACCRUED INTEREST
Варианты корпоративного действия	
Номер варианта	003
Тип варианта	NOAC Не участвовать
Признак обработки по умолчанию	Да
Дата и время окончания приема инструкций по корпоративному действию, установленные НКО АО НРД	21 марта 2025 г. 17:00
Последний срок ответа рынку	24 марта 2025 г. 22:00
Дата истечения срока	24 марта 2025 г. 15:00
Период действия на рынке	с 24 февраля 2025 г. по 24 марта 2025 г.

Подробная информация изложена в тексте сообщения от Иностранного депозитария и материалах к корпоративному действию.

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

Обращаем внимание, что в настоящий момент существуют ограничения при участии в корпоративных действиях по иностранным ценным бумагам. Дата и время окончания приема инструкций по корпоративному действию являются техническими.

Дополнительную информацию будет доводить до Вашего сведения по мере ее поступления.

Текст сообщения от Clearstream Banking S.A.:

++ ADDITIONAL INFORMATION ++

+++ORIGINAL NOTIFICATION+++

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SUMMARY

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PRIORITY LEVEL: 3

INSTRUCTIONS PER BO: YES

BO DISCLOSURE REQUIRED: NO

:70E::ADTX//PAPERWORK: NO

INSTRUCTION WITHDRAWAL: YES

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1. EVENT DETAILS

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VALE OVERSEAS LIMITED, A WHOLLY

OWNED SUBSIDIARY OF VALE S.A.,

OFFERS TO PURCHASE VARIOUS SERIES

:70E::ADTX//OF ITS OUTSTANDING GUARANTEE

:70E::ADTX//D

NOTES, UP TO THE MAXIMUM TENDER

CAP, AT A NET PRICE TO BE

DETERMINED PER USD 1,000 PRINCIPAL

AMOUNT (INCLUDES AN EARLY TENDER

PREMIUM, PAYABLE IN CASH, AT A NET

RATE PER USD 1,000 PRINCIPAL AMOUNT

TO HOLDERS WHO TENDER ON OR PRIOR

TO THE EARLY TENDER RESPONSE

DEADLINE TIME/DATE), PLUS ACCRUED

:70E::ADTX//AND UNPAID INTEREST ON THE NOTES

(ACCRUED INTEREST)

:70E::ADTX//FROM, AND

INCLUDING, THE APPLICABLE LAST

INTEREST PAYMENT DATE UP TO, BUT

NOT INCLUDING, THE APPLICABLE

SETTLEMENT DATE, UPON TERMS AND

CONDITIONS.

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THE REFERENCE U.S. TREASURY

SECURITY FOR THIS SERIES CUSIP IS

THE: 4.625 PCT DUE 15FEB35.

:70E::ADTX//.

THE FIXED SPREAD FOR THIS SERIES

IS: 141 BPS

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CONCURRENT OFFERING:

THE COMPANY MAY, IN ITS SOLE DISCRETION

:70E::ADTX//, SUBJECT TO MARKET CONDITIONS, ISSUE NEW NOTES AT ANY TIME PRIOR TO THE EXPIRATION DATE AND USE THE PROCEEDS THEREOF TO FINANCE, IN WHOLE OR IN PART, THE TOTAL CONSIDERATION, THE TENDER CONSIDERATION OR ANY ACCRUED INTEREST PURSUANT TO THE OFFERS.

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ALLOCATIONS IN SUCH CONCURRENT :70E::ADTX//OFFERING OF DEBT SECURITIES WILL BE DETERMINED BY VALE OVERSEAS, VAL

:70E::ADTX//E

AND THE UNDERWRITERS FOR SUCH OFFERING BASED ON A NUMBER OF DIFFERENT FACTORS, WHICH MAY INCLUDE SUCH INVESTORS PARTICIPATION IN THE OFFERS.

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:70E::ADTX//2. HOW TO INSTRUCT

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PLEASE SEND A SWIFT OR XACT MESSAGE TO PARTICIPATE IN THE OFFER. YOUR INSTRUCTION MUST INCLUDE YOUR ACCOUNT NUMBER, ISIN CODE, FULL CONTACT DETAILS AND AMOU

:70E::ADTX//NT TO BE

INSTRUCTED (PLEASE REFER TO THE ELIGIBLE BALANCE ON YOUR ACCOUNT).

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BY SENDING AN INSTRUCTION UNDER THIS EVENT, CUSTOMERS CONFIRM TO COMPLY, AND ENSURE COMPLIANCE BY ANY OF CUSTOMER'S UNDERLYING CLIENTS, WITH ANY APPLICABLE SANCTIONS, INCLUDING BUT NOT :70E::ADTX//LIMITED TO THOSE OF THE EUROPEAN UNION, THE UNITED NATIONS, THE UNITED STATES, OR THE U

:70E::ADTX//NITED

KINGDOM.

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HOLDERS SUBMITTING INSTRUCTIONS COMPLY WITH THE TERMS AND CONDITIONS OF THE TOM.

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NOTE:

BY SUBMITTING YOUR INSTRUCTION THROUGH CLEARSTREAM YOU HAVE ACCEPTED:

(I) THE DISCLOSURE OF YOUR ACCOUNT DETAILS (NOT YOUR UNDERLYING HOLDER AND, (II) TO BE BOUND TO THE TERMS AND CONDITIONS OF THE TOM, (III) THE BLOCKING OF YOUR INSTRUCTED BALANCE.

2.1. INSTRUCTION PER BO

OPTION 001: YES

OPTION 002: YES

2.2. BO REQUIREMENTS

OPTION 001: NONE

OPTION 002: NONE

2.3. PAPERWORK

OPTION 001: NONE

OPTION 002: NONE

3. PROCEEDS

THE APPLICABLE TOTAL CONSIDERATION PAYABLE FOR EACH SERIES OF NOTES ACCEPTED FOR PURCHASE PURSUANT TO THE APPLICABLE OFFER 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 OFFER TO PURCHASE, THAT WOULD REFLECT, AS OF THE APPLICABLE SETTLEMENT DATE, A YIELD TO THE APPLICABLE MATURITY DATE, IN ACCORDANCE WITH STANDARD MARKET PRACTICE, FOR A SERIES OF NOTES

EQUAL TO THE SUM OF:

(I) THE APPLICABLE FIXED SPREAD FOR SUCH SERIES OF NOTES (THE FIXED SPREAD), PLUS (II) THE APPLICABLE YIELD TO-MATURITY (THE REFERENCE YIELD), CALCULATED IN ACCORDANCE WITH STANDARD MARKET PRACTICE, BASED ON THE BID-SIDE PRICE OF THE APPLICABLE REFERENCE :70E::ADTX//U.S. TREASURY SECURITY FOR SUCH SERIES OF NOTE

:70E::ADTX//S (AS APPLICABLE TO EACH SERIES OF NOTES, THE REFERENCE SECURITY), AS QUOTED ON THE BLOOMBERG BOND TRADER FIT1 (WITH RESPECT TO EACH REFERENCE SECURITY, THE REFERENCE PAGE) AT 11:00 A.M., NEW YORK CITY TIME, ON 07MAR25 FOR THE OFFERS (SUCH TIME AND DATE, AS THE SAME MAY BE EXTENDED, THE PRICE DETERMINATION :70E::ADTX//DATE).

. THE SUM OF THE FIXED SPREAD AND :70E::ADTX//THE REFERENCE YIELD IS REFERRED TO IN THE OFFER TO PURCHASE AS THE REPURCHASE YIELD. SPECIFICALLY, THE TOTAL CONSIDERATION OFFERED PER USD 1,000 PRINCIPAL AMOUNT OF EACH SERIES OF NOTES VALIDLY TENDERED AND NOT VALIDLY WITHDRAWN AND ACCEPTED FOR PURCHASE WILL EQUAL:

:70E::ADTX//(I) THE PRESENT VALUE PER USD1,000 PRINCIPAL AMOUNT OF ALL REMAINING PAYMENTS OF P

:70E::ADTX//RINCIPAL AND INTEREST TO THE MATURITY DATE, IN ACCORDANCE WITH STANDARD MARKET PRACTICE, ON SUCH SERIES OF NOTES, DISCOUNTED TO THE APPLICABLE SETTLEMENT DATE IN ACCORDANCE WITH THE FORMULA SET FORTH ON SCHEDULE A ATTACHED TO THE OFFER TO PURCHASE, AT A DISCOUNT RATE EQUAL TO THE APPLICABLE REPURCHASE YIELD, MINUS,

:70E::ADTX//(II) ACCRUED INTEREST FROM, :70E::ADTX//AND

INCLUDING, THE LAST INTEREST PAYMENT DATE TO, BUT NOT INCLUDING, THE APPLICABLE SETTLEMENT DATE PER USD1,000

PRINCIPAL AMOUNT OF SUCH SERIES OF NOTES.

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THE TOTAL CONSIDERATION FOR EACH SERIES OF NOTES IS INCLUSIVE OF THE :70E::ADTX//EARLY TENDER PAYMENT. HOLDERS THAT VALIDLY TENDER THEIR NOTES PURSUANT TO THE OFFERS AFTER THE EARLY TENDER DATE, BUT ON OR :70E::ADTX//PRIOR TO THE EXPIRATION DATE, WILL RECEIVE ONLY THE APPLICABLE TENDER CONSIDERATION, WHICH CONSISTS OF THE APPLICABLE TOTAL CONSIDERATION MINUS THE EARLY TENDER PAYMENT.

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ACCRUED AND UNPAID INTEREST: HOLDERS WHOSE NOTES ARE ACCEPTED FOR PURCHASE SHALL RECEIVE ACCRUED :70E::ADTX//AND UNPAID INTEREST FROM, AND INCLUDING, THE LAST INTEREST PAYMENT DATE TO, B :70E::ADTX//UT NOT INCLUDING, THE APPLICABLE SETTLEMENT DATE, PAYABLE ON THE APPLICABLE SETTLEMENT DATE.

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EARLY SETTLEMENT DATE: THE OFFEROR EXPECTS THAT THE EARLY SETTLEMENT DATE WILL BE WITHIN THREE BUSINESS DAYS FOLLOWING THE EARLY TENDER DATE. THE EARLY :70E::ADTX//SETTLEMENT DATE IS CURRENTLY EXPECTED TO BE ON 12MAR25, UNLESS THE EARLY TENDER DATE IS EXTENDED BY TH :70E::ADTX//E OFFEROR IN ITS SOLE DISCRETION.

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SETTLEMENT DATE: THE OFFEROR EXPECTS THAT THE FINAL SETTLEMENT DATE WILL BE WITHIN TWO BUSINESS DAYS FOLLOWING THE

EXPIRATION DATE. THE FINAL SETTLEMENT DATE IS CURRENTLY EXPECTED TO BE 26MAR25, UNLESS THE EXPIRATION DATE IS EXTENDED BY THE OFFEROR IN ITS SOLE DISCRETION.

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:70E::ADTX//ION

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MAXIMUM TENDER AMOUNT:
THE AGGREGATE PRINCIPAL AMOUNT OF
THE NOTES VALIDLY TENDERED AND NOT
VALIDLY WITHDRAWN THAT ARE ACCEPTED
FOR PURCHASE PURSUANT TO THE OFFERS
WILL NOT EXCEED THE MAXIMUM
PRINCIPAL AMOUNT, WHICH IS
USD450,000,000, EXCLUDING ANY
:70E::ADTX//PREMIUM AND ANY ACCRUED AND UNPAID
INTEREST. THE MAXIMUM PRINCIPAL
AMOUNT MAY BE INCREASED
:70E::ADTX//IN THE
OFFEROR SOLE DISCRETION.

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IF THE PURCHASE OF NOTES VALIDLY
TENDERED AND NOT VALIDLY WITHDRAWN
IN THE OFFERS WOULD CAUSE US TO
PURCHASE AN AGGREGATE PRINCIPAL
AMOUNT OF NOTES IN EXCESS OF THE
MAXIMUM PRINCIPAL AMOUNT, SUBJECT
TO THE TERMS AND CONDITIONS OF THE
:70E::ADTX//OFFERS, THE COMPANY WILL PRORATE
SUCH NOTES VALIDLY TENDERED AND NOT
VALIDLY WITH
:70E::ADTX//DRAWN IN THE OFFERS AS
DESCRIBED BELOW. THE ACCEPTANCE
PRIORITY PROCEDURES ARE DESCRIBED
IN THIS PARAGRAPH.

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(1) IF THE AGGREGATE PRINCIPAL
AMOUNT OF ALL NOTES VALIDLY
TENDERED ON OR PRIOR TO THE EARLY
TENDER DATE AND NOT VALIDLY
WITHDRAWN ON OR PRIOR TO THE
:70E::ADTX//WITHDRAWAL DATE DOES NOT EXCEED THE
MAXIMUM PRINCIPAL AMOUNT, THEN THE
COMPANY WILL (ASS
:70E::ADTX//UMING SATISFACTION
OR, WHERE APPLICABLE, THE WAIVER OF
THE CONDITIONS TO THE OFFERS)
ACCEPT FOR PURCHASE ALL SUCH
TENDERED NOTES. IF THE AGGREGATE
PRINCIPAL AMOUNT OF NOTES VALIDLY
TENDERED ON OR PRIOR TO THE EARLY
TENDER DATE AND NOT VALIDLY
WITHDRAWN ON OR PRIOR TO THE
WITHDRAWAL DATE EXCEEDS THE MAXIMUM
:70E::ADTX//PRINCIPAL AMOUNT, THEN THE OFFERS
WILL BE
:70E::ADTX//OVERSUBSCRIBED AS OF THE

EARLY TENDER DATE AND (I) THE COMPANY WILL NOT ACCEPT FOR PURCHASE ANY NOTES TENDERED AFTER THE EARLY TENDER DATE, AND (II) THE COMPANY WILL (ASSUMING SATISFACTION OR, WHERE APPLICABLE, THE WAIVER OF THE CONDITIONS TO THE OFFERS) ACCEPT FOR PURCHASE ON THE EARLY ACCEPTANCE DATE (OR, IF THERE IS NO :70E::ADTX//EARLY ACCEPTANCE DATE, THE :70E::ADTX//EXPIRATION DATE), IN THE ORDER OF THE RELATED ACCEPTANCE PRIORITY LEVEL SET FORTH IN THE TABLE ON THE COVER OF THIS OFFER TO PURCHASE (PROCEEDING IN ASCENDING ORDER FROM THE LOWEST NUMERICAL VALUE), THE MAXIMUM AGGREGATE PRINCIPAL AMOUNT OF NOTES TENDERED ON OR PRIOR TO THE EARLY TENDER DATE THAT THE COMPANY CAN ACCEPT WITHOUT :70E::ADTX//EXCEEDING THE MAXIM :70E::ADTX//UM PRINCIPAL AMOUNT. IF THE AGGREGATE PRINCIPAL AMOUNT OF ALL VALIDLY TENDERED AND NOT VALIDLY WITHDRAWN NOTES OF A SERIES AT A GIVEN ACCEPTANCE PRIORITY LEVEL, WHEN ADDED TO THE AGGREGATE PRINCIPAL AMOUNT OF ALL NOTES ACCEPTED FOR PURCHASE AT HIGHER ACCEPTANCE PRIORITY LEVELS (INDICATED BY LOWER NUMERICAL :70E::ADTX//VALUES), DOES NOT EXCEED THE MAXIMUM PRI :70E::ADTX//NCIPAL AMOUNT, THEN THE COMPANY WILL ACCEPT FOR PURCHASE ALL SUCH VALIDLY TENDERED NOTES OF SUCH SERIES. IF THE AGGREGATE PRINCIPAL AMOUNT OF ALL VALIDLY TENDERED NOTES OF A SERIES AT A GIVEN ACCEPTANCE PRIORITY LEVEL, WHEN ADDED TO THE AGGREGATE PRINCIPAL AMOUNT OF ALL NOTES ACCEPTED FOR PURCHASE AT A HIGHER :70E::ADTX//ACCEPTANCE PRIORITY LEVEL, EXCEEDS T :70E::ADTX//HE MAXIMUM PRINCIPAL AMOUNT, THEN THE COMPANY WILL ACCEPT FOR PURCHASE A PROPORTIONATE AMOUNT OF TENDERED NOTES OF SUCH SERIES SUCH THAT THE COMPANY DO NOT EXCEED THE MAXIMUM PRINCIPAL AMOUNT. TENDERED NOTES WITH LOWER ACCEPTANCE

PRIORITY LEVELS (INDICATED BY HIGHER NUMERICAL VALUES) THAN THE ACCEPTANCE PRIORITY LEVEL THAT :70E::ADTX//RESULTS IN THE PURCH :70E::ADTX//ASE OF THE FULL MAXIMUM PRINCIPAL AMOUNT WILL NOT BE ACCEPTED FOR PURCHASE.

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(2) IF THE OFFERS ARE NOT OVERSUBSCRIBED AS OF THE EARLY TENDER DATE, AND THE AGGREGATE PRINCIPAL AMOUNT OF NOTES VALIDLY TENDERED IN THE OFFERS ON OR PRIOR TO THE EXPIRATION DATE EXCEEDS THE :70E::ADTX//MAXIMUM PRINCIPAL AMOUNT, THEN THE COMPANY WILL (ASSUMING SATISFACTION OR, WHE :70E::ADTX//RE APPLICABLE, THE WAIVER OF THE CONDITIONS TO THE OFFERS) (I) ACCEPT FOR PURCHASE ALL NOTESTENDERED ON OR PRIOR TO THE EARLY TENDER DATE, AND (II) ACCEPT FOR PURCHASE THE MAXIMUM AGGREGATE PRINCIPAL AMOUNT OF NOTESTENDERED AFTER THE EARLY TENDER DATE AND ON OR PRIOR TO THE EXPIRATION DATE THAT THE COMPANY CAN ACCEPT WITHOUT :70E::ADTX//EXCEEDING THE MAXIMU :70E::ADTX//M PRINCIPAL AMOUNT AND ON OR PRIOR TO THE EXPIRATION DATE AS THE COMPANY CAN WITHOUT EXCEEDING THE MAXIMUM PRINCIPAL AMOUNT. IF THE AGGREGATE PRINCIPAL AMOUNT OF ALL NOTES OF A SERIES AT A GIVEN ACCEPTANCE PRIORITY LEVEL VALIDLY TENDERED AFTER THE EARLY TENDER DATE AND ON OR PRIOR TO THE EXPIRATION DATE, :70E::ADTX//WHEN ADDED TO (I) THE AGGREGATE PRINCIPA :70E::ADTX//L AMOUNT OF ALL NOTES VALIDLY TENDERED ON OR PRIOR TO THE EARLY TENDER DATE AND NOT VALIDLY WITHDRAWN ON OR PRIOR TO THE WITHDRAWAL DATE THAT ARE ACCEPTED FOR PURCHASE AND (II) THE AGGREGATE PRINCIPAL AMOUNT OF ALL NOTES VALIDLY TENDERED AFTER THE EARLY TENDER DATE AND ON OR PRIOR TO THE EXPIRATION DATE THAT ARE ACCEPTED :70E::ADTX//FOR PURCHASE AT HIGHER ACCE :70E::ADTX//PTANCE

PRIORITY LEVELS (INDICATED BY LOWER NUMERICAL VALUES), DOES NOT EXCEED THE MAXIMUM PRINCIPAL AMOUNT, THEN THE COMPANY WILL ACCEPT FOR PURCHASE ALL SUCH TENDERED NOTES OF SUCH SERIES. IF THE AGGREGATE PRINCIPAL AMOUNT OF ALL TENDERED NOTES OF A SERIES AT A GIVEN ACCEPTANCE PRIORITY LEVEL VALIDLY :70E::ADTX//TENDERED AFTER THE EARLY TENDER DATE AND ON O :70E::ADTX//R PRIOR TO THE EXPIRATION DATE, WHEN ADDED TO (I) THE AGGREGATE PRINCIPAL AMOUNT OF ALL NOTES THAT ARE ACCEPTED FOR PURCHASE ON THE EARLY ACCEPTANCE DATE (OR, IF THERE IS NO EARLY ACCEPTANCE DATE, THE EXPIRATION DATE) AND (II) THE AGGREGATE PRINCIPAL AMOUNT OF ALL NOTES VALIDLY TENDERED AFTER THE EARLY :70E::ADTX//TENDER DATE AND ON OR PRIOR TO THE EXPIRATIO :70E::ADTX//N DATE THAT ARE ACCEPTED FOR PURCHASE AT HIGHER ACCEPTANCE PRIORITY LEVELS (INDICATED BY LOWER NUMERICAL VALUES), EXCEEDS THE MAXIMUM PRINCIPAL AMOUNT, THEN THE COMPANY WILL ACCEPT FOR PURCHASE A PROPORTIONATE AMOUNT OF TENDERED NOTES OF SUCH SERIES SUCH THAT THE COMPANY DO NOT EXCEED THE MAXIMUM PRINCIPAL AMOUNT. TENDERED :70E::ADTX//NOTESTENDERED AFTER TH :70E::ADTX//E EARLY TENDER DATE AND ON OR PRIOR TO THE EXPIRATION DATE WITH LOWER ACCEPTANCE PRIORITY LEVELS (INDICATED BY HIGHER NUMERICAL VALUES) THAN THE ACCEPTANCE PRIORITY LEVEL THAT RESULTS IN THE PURCHASE OF THE FULL MAXIMUM PRINCIPAL AMOUNT, AS THE CASE MAY BE, WILL NOT BE ACCEPTED FOR :70E::ADTX//PURCHASE.

(3) FOR THE AVOIDANCE OF DOUBT: (I) IF THE OFFERS ARE :70E::ADTX//NOT OVERSUBSCRIBED AS OF THE EARLY TENDER DATE, NOTESTENDERED ON OR

PRIOR TO THE EARLY TENDER DATE WILL BE ACCEPTED FOR PURCHASE IN PRIORITY TO NOTES TENDERED AFTER THE EARLY TENDER DATE, EVEN IF SUCH NOTES TENDERED AFTER THE EARLY TENDER DATE HAVE A HIGHER ACCEPTANCE PRIORITY LEVEL, AND
:70E::ADTX//(II) IN NO EVENT WILL THE COMPANY ACCEPT FOR PURCHASE AN AGGREG
:70E::ADTX//ATE
PRINCIPAL AMOUNT OF NOTES IN EXCESS OF THE MAXIMUM PRINCIPAL AMOUNT

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5. DOCUMENTATION

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PLEASE BE ADVISED THAT THE TOM IS AVAILABLE UPON REQUEST BY SENDING
:70E::ADTX//AN EMAIL TO
CADATABASE.CS(AT)CLEARSTREAM.COM BY STATING IN THE SUBJECT:
OCE VALE BIDS 25FEB25

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:70E::COMP//.
RESTRICTIONS:
RESTRICTIONS APPLY INCLUDING IN FRANCE, ITALY, UNITED KINGDOM, BELGIUM, AUSTRALIA, AND THE NETHERLANDS.
PLEASE CAREFULLY READ TO THE OFFER AND DISTRIBUTION RESTRICTIONS, PAGES 16 THROUGH 18 OF THE TOM.

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: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
:70E::DISC//WISH TO SEEK INDEPENDENT LEGAL AND TAX ADVICE ON THE IN
:70E::DISC//TERPRETATION 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 A :70E::DISC//ND 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 :70E::DISC//FOR THE CORRECTNESS OF THE INFORMATION AND CLEARSTREAM CANNOT BE HELD LIABLE IN CASE OF DAMAGE RESULTING FROM THIS ACTION.

. :70E::PACO//ATTENTION: SECURITIES ADM/CORPORATE ACTIONS/REORG :70E::PACO//Rudy CHARIS INTERNATIONAL CORP ACT LUXEMBOURG PHONE: 00 352 243 36609 :70E::DISC//PLEASE FIND FURTHER INFORMATION ABOUT DATA PROTECTION ON OUR WEBSITE: <https://www.clearstream.com/clearstream-en/about-clearstream/due-diligence/gdpr/dataprotection>

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

NOTE/NO LEGAL DOCUMENTATION TO BE COMPLETED CAED/PRIORITY 3 + FEE

----- EVENT DETAILS -----
INFORMATION SOURCE: INFORMATION AGENT:
D.F. KING AND CO., INC. 48 WALL STREET, 22ND FLOOR NEW YORK, NEW YORK 10005
E-MAIL: VALE(AT)DFKING.COM
OFFERS WEBSITE: WWW.DFKING.COM/VALE
BANKS AND BROKERS CALL: +1 (212) 269-5550
ALL OTHERS CALL TOLL FREE (UNITED STATES ONLY): +1 (800) 714-3310

.
BY MAIL:
48 WALL STREET, 22ND FLOOR NEW YORK,

NEW YORK 10005

.
BY OVERNIGHT COURIER:
48 WALL STREET, 22ND FLOOR NEW YORK,
NEW YORK 10005

.
BY HAND:
48 WALL STREET, 22ND FLOOR NEW YORK,
NEW YORK 10005

.
GENERAL INFORMATION

.-----
THE PURPOSE OF THE OFFERS IS TO EXTEND THE AVERAGE MATURITY OF
COMPANY'S DEBT AS FURTHER DESCRIBED IN DOCUMENTATION

.
1. TENDER AND CONSENT: NOT APPLICABLE

.
2. CONDITIONS AND RESTRICTIONS:

.
CERTAIN RESTRICTIONS MAY APPLY.

.
THE OFFER IS SUBJECT TO, AMONG OTHER THINGS, THE FINANCING
CONDITION

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

.
TIMETABLE

.-----
PRICE DETERMINATION DATE : 07/03/2025 AT 11:00 NEW YORK TIME
UNLESS EXTENDED OR EARLIER TERMINATED BY THE OFFEROR IN ITS SOLE
DISCRETION

. EARLY ACCEPTANCE DATE: IF THE OFFEROR ELECTS TO EXERCISE THE
EARLY SETTLEMENT RIGHT, A DATE FOLLOWING THE EARLY TENDER DATE
AND PRIOR TO THE EXPIRATION DATE

.
ENTITLEMENT

.-----
1. PURCHASE PRICE: TOTAL CONSIDERATION:
THE APPLICABLE CONSIDERATION PAYABLE FOR EACH SERIES OF NOTES
ACCEPTED FOR PURCHASE PURSUANT TO THE APPLICABLE OFFER 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 THIS OFFER TO PURCHASE, THAT WOULD
REFLECT, AS OF THE APPLICABLE
SETTLEMENT DATE, A YIELD TO THE APPLICABLE MATURITY DATE, IN
ACCORDANCE WITH STANDARD MARKET PRACTICE FOR A SERIES OF NOTES
EQUAL TO THE SUM OF:

. THE APPLICABLE FIXED SPREAD FOR SUCH SERIES OF NOTES, PLUS
. THE APPLICABLE REFERENCE YIELD, CALCULATED IN ACCORDANCE WITH
STANDARD MARKET PRACTICE, BASED ON THE BID SIDE PRICE OF THE
APPLICABLE REFERENCE SECURITY FOR SUCH SERIES OF NOTES AS QUOTED

ON THE APPLICABLE REFERENCE ON THE PRICE DETERMINATION DATE
PLEASE REFER TO THE DOCUMENTATION FOR MORE DETAILS

.
TENDER CONSIDERATION: CONSISTS OF THE APPLICABLE TOTAL
CONSIDERATION MINUS EARLY TENDER PAYMENT

.
EARLY TENDER PAYMENT MEANS USD 50.00 PER USD 1,000

.
2. ACCRUED AND UNPAID INTEREST: ACCRUED AND UNPAID INTEREST WILL
BE PAID UP TO, BUT NOT INCLUDING, THE APPLICABLE 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 PRINCIPAL AMOUNT, WHICH IS USD
450,000,000, EXCLUDING ANY PREMIUM AND ANY ACCRUED AND UNPAID
INTEREST

.
5. PRORATION: APPLICABLE. THE COMPANY OFFERS TO ACCEPT
INSTRUCTIONS UP TO THE TENDER CAP. IF THE CAP IS EXCEEDED,
INSTRUCTIONS WILL BE ACCEPTED ON A PRO-RATA BASIS. THE AMOUNT OF
NOTES THAT ARE TENDERED ON THE APPLICABLE SETTLEMENT DATE WILL BE
DETERMINED IN ACCORDANCE WITH THE ACCEPTANCE PRIORITY LEVELS SET
FORTH IN THE DOCUMENTATION (WITH 1 BEING THE HIGHEST AND 3 BEING
THE LOWEST. FOR FURTHER DETAILS OF THE PRORATION PLEASE REFER TO
THE DOCUMENTATION.

.
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.

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

TO INSTRUCT, YOU NEED TO:

. SEND A SEPARATE INSTRUCTION PER BENEFICIAL OWNER (BO)

THE ABOVE IS GUIDANCE ONLY. YOU ARE SOLELY RESPONSIBLE TO DETERMINE WHETHER TO SEND ONE INSTRUCTION PER BENEFICIAL OWNER OR NOT.

WE WILL FORWARD BUT NOT VALIDATE ANY INSTRUCTION RECEIVED REGARDLESS IF YOU SENT IT SEPARATELY PER BENEFICIAL OWNER OR NOT

.
ELECTRONIC INSTRUCTIONS:

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

.
2. EASYWAY USERS:

A. TO TENDER PRIOR TO EARLY TENDER DATE AND RECEIVE TOTAL CONSIDERATION, CHOOSE OPTION 001

B. TO TENDER AFTER EARLY TENDER DATE BUT BEFORE EXPIRATION DATE AND RECEIVE TENDER CONSIDERATION CHOOSE OPTION 002

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

.
3. EUCLID USERS:

A. TO TENDER PRIOR TO EARLY TENDER DATE AND RECEIVE TOTAL CONSIDERATION, SEND AN INSTRUCTION TYPE '54' WITH SUBTYPE 'CSH1'

B. TO TENDER AFTER EARLY TENDER DATE BUT BEFORE EXPIRATION DATE AND RECEIVE TENDER CONSIDERATION SEND AN INSTRUCTION TYPE '54' WITH SUBTYPE 'CSH2'

C. 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)

.
ALWAYS MENTION IN FIELD:

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

.
4. SWIFT MT565 USERS:

A. TO TENDER PRIOR TO EARLY TENDER DATE AND RECEIVE TOTAL CONSIDERATION, USE CAON 001 CAOP CASH

B. TO TENDER AFTER EARLY TENDER DATE BUT BEFORE EXPIRATION DATE AND RECEIVE TENDER CONSIDERATION DATE, USE CAON 002 CAOP CASH

.
ALWAYS MENTION IN FIELD:

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

.
PAPER FORM:

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

.
DOCUMENTATION

.-----
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 7332099-221

.
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 7332099 IN THE SEARCH BOX ON MY.EUROCLEAR.COM MY APPS CORPORATE ACTIONS

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REVOCABILITY

.-----
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.

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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

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