

VTB Capital Investment Forum: Russia Calling 2020

November 2020

Forward Looking Statement Disclaimer

This presentation contains forward-looking statements that involve risks and uncertainties. These include statements regarding the anticipated development of the internet search and the online advertising markets, the planned growth of our business, our anticipated revenues and capital.

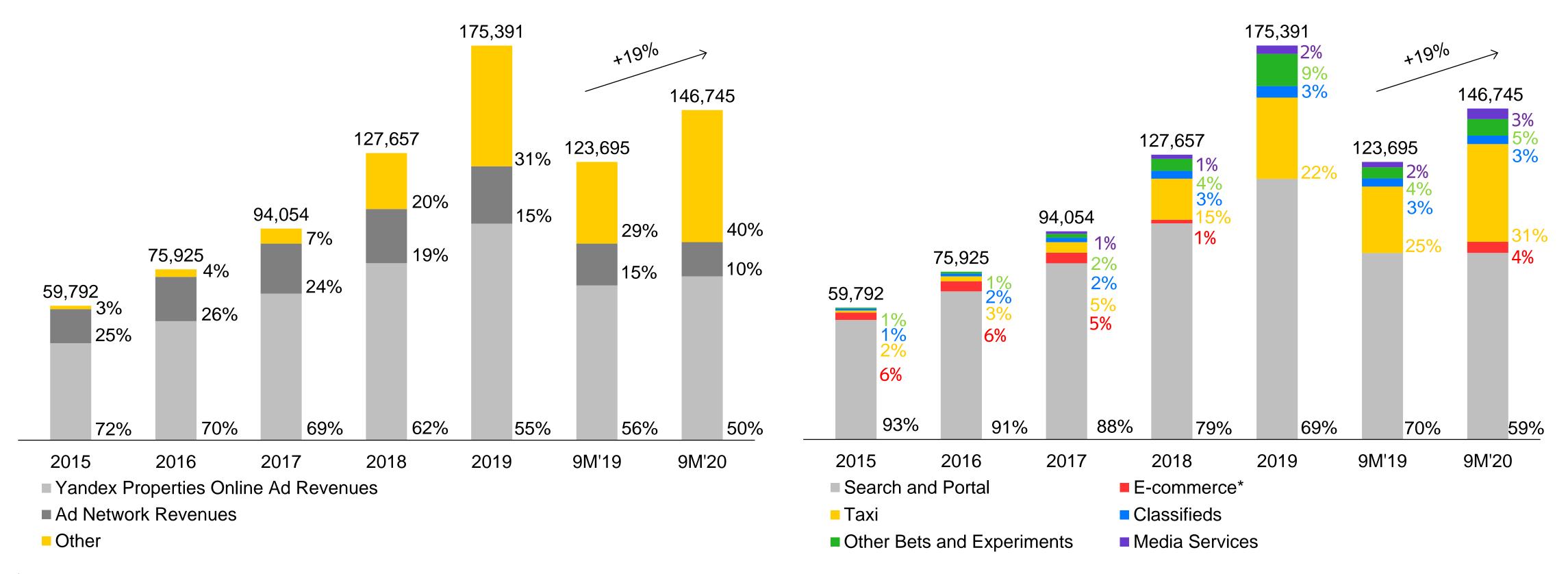
Actual results may differ materially from the results predicted or implied by such statements, and our reported results should not be considered as an indication of future performance. The potential risks and uncertainties that could cause actual results to differ from the results predicted or implied by such statements include, among others, competitive pressures, our ability to attract and retain users, advertisers and partners, changes in advertising patterns, changes in internet usage patterns, changes in the legal and regulatory environment, technological developments and our need to expend capital to accommodate the growth of the business, as well as those risks and uncertainties included under the captions "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" in our Annual Report on Form 20-F dated April 2, 2020, which is on file with the Securities and Exchange Commission and is available on our investor relations website.

All information provided in this presentation is as of November 11, 2020, and Yandex expressly disclaims any duty to update this information unless required by law.

Yandex Revenue Sources are Diversified

Consolidated Revenue¹ Breakdown, MM Rub, %

Revenue Breakdown by Segments², MM Rub, %



¹ Revenues are recognized net of VAT, discounts and commissions, but gross of TAC

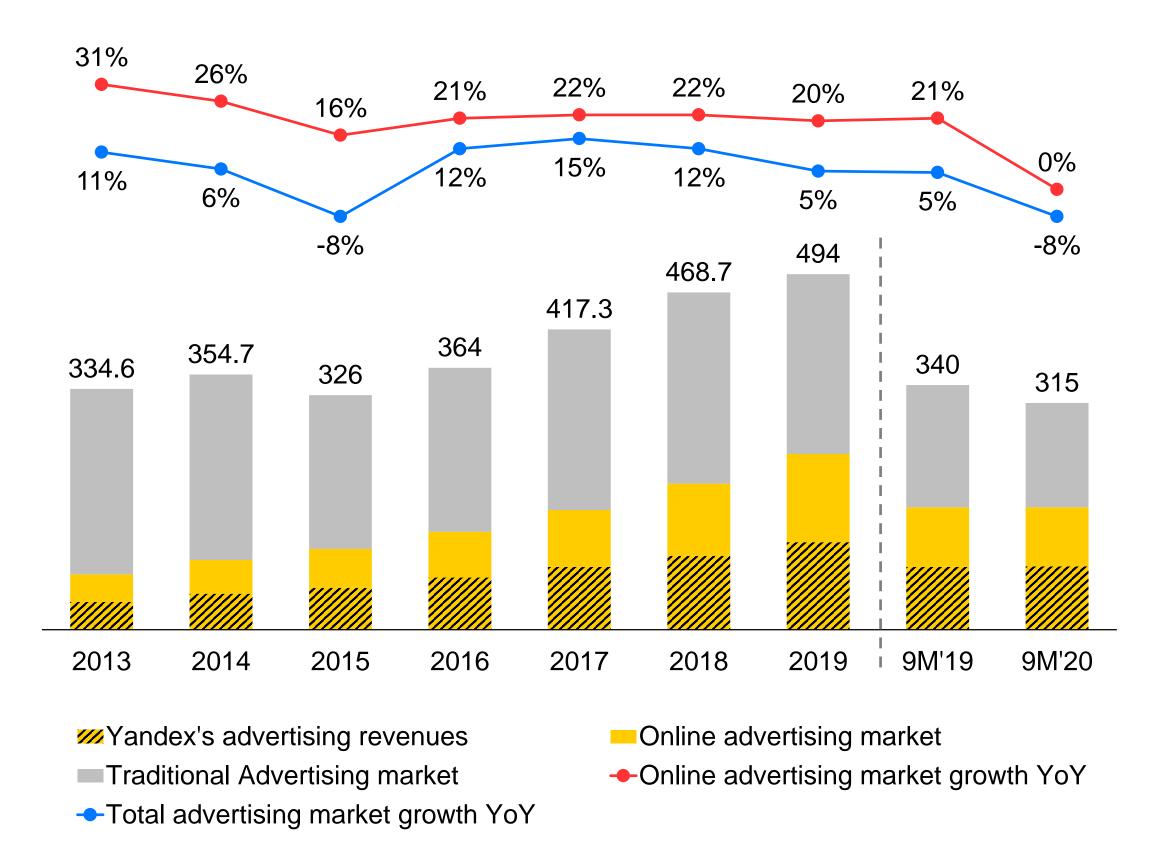
² Segments do not total to 100% due to eliminations: intersegment transactions, primarily related to advertising, which are eliminated in the consolidation

^{*}Our E-commerce segment includes Yandex.Market, our e-commerce platform combining the price comparison service, marketplace and several small experiments. On April 27, 2018 Yandex and Sberbank announced the completion of the formation of the joint venture based on the Yandex. Market platform. The parties owned equal stakes in the JV. We deconsolidated Yandex. Market starting April 27, 2018 from our consolidated financial results. On July 23, 2020 Yandex and Sberbank closed the transactions to reorganize their two Joint Ventures – Yandex. Market and Yandex. Money. As a result, Yandex has become 3 the controlling shareholder in Yandex.Market.

Search and Portal

Yandex is the Leading Online Ad Platform

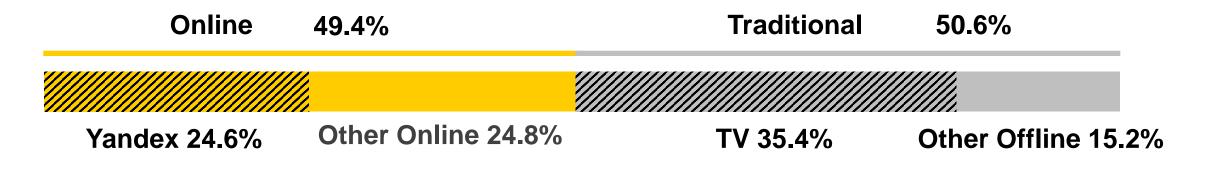
Russian Advertising Market, Bn Rub, YoY Growth, %



Russian Advertising Market, 2019

494 Bn Rub
0.5% as of GDP

Russian Advertising Market, breakdown, 2019



YoY Growth

21%

Online advertising market growth

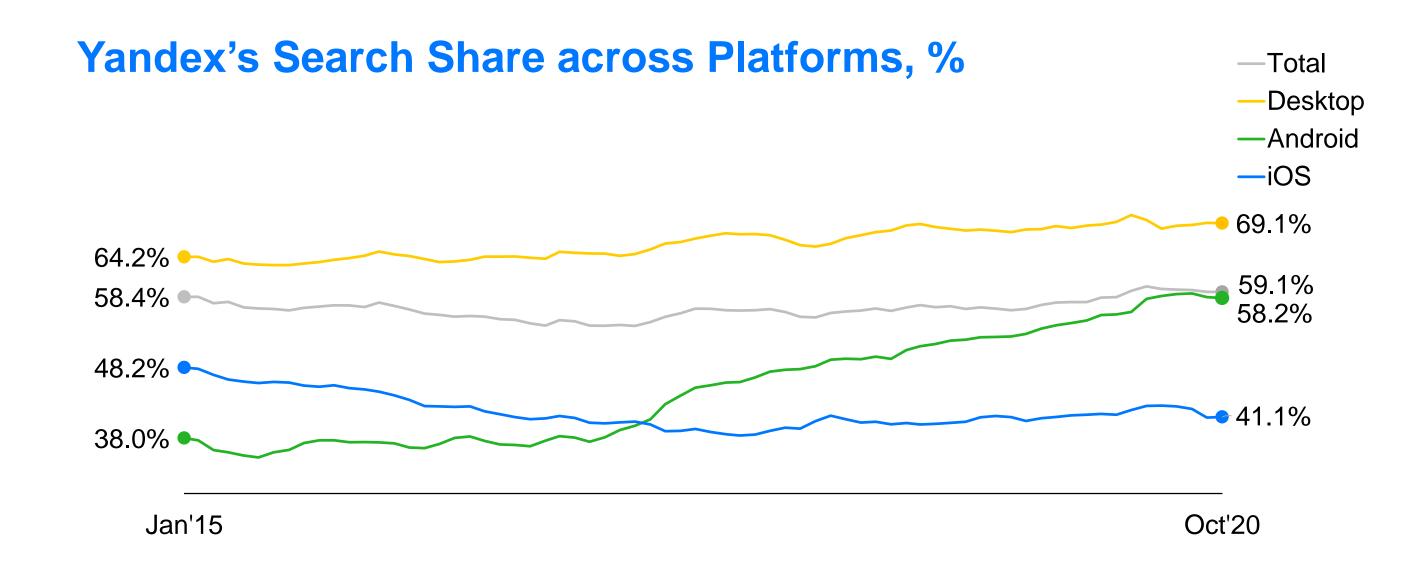
20%

Yandex's advertising revenues growth

5%

Total traditional advertising market growth

Yandex is the Consistent Search Leader in Russia

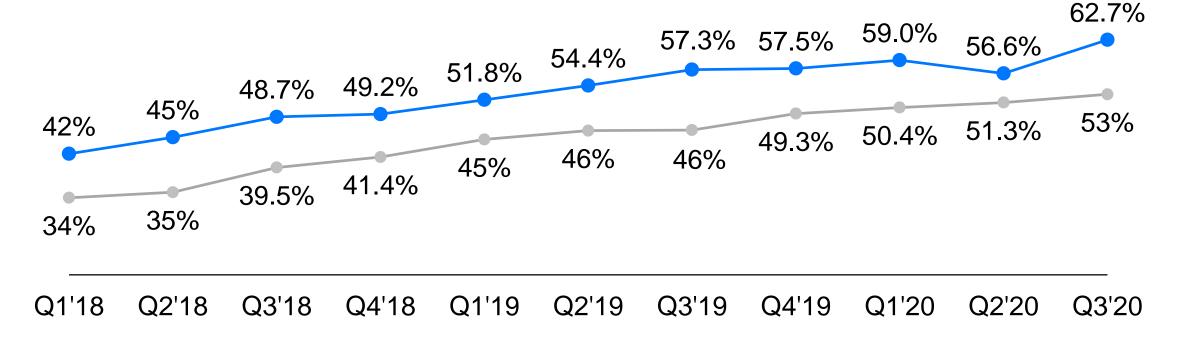


In Oct'20 share of Yandex Browser was

31.2%
on desktop

Evolution of Yandex's Mobile Search Traffic & Revenue

Mobile Traffic as % of Total Search Traffic
Mobile Search Revenue as % of Total Search Revenue



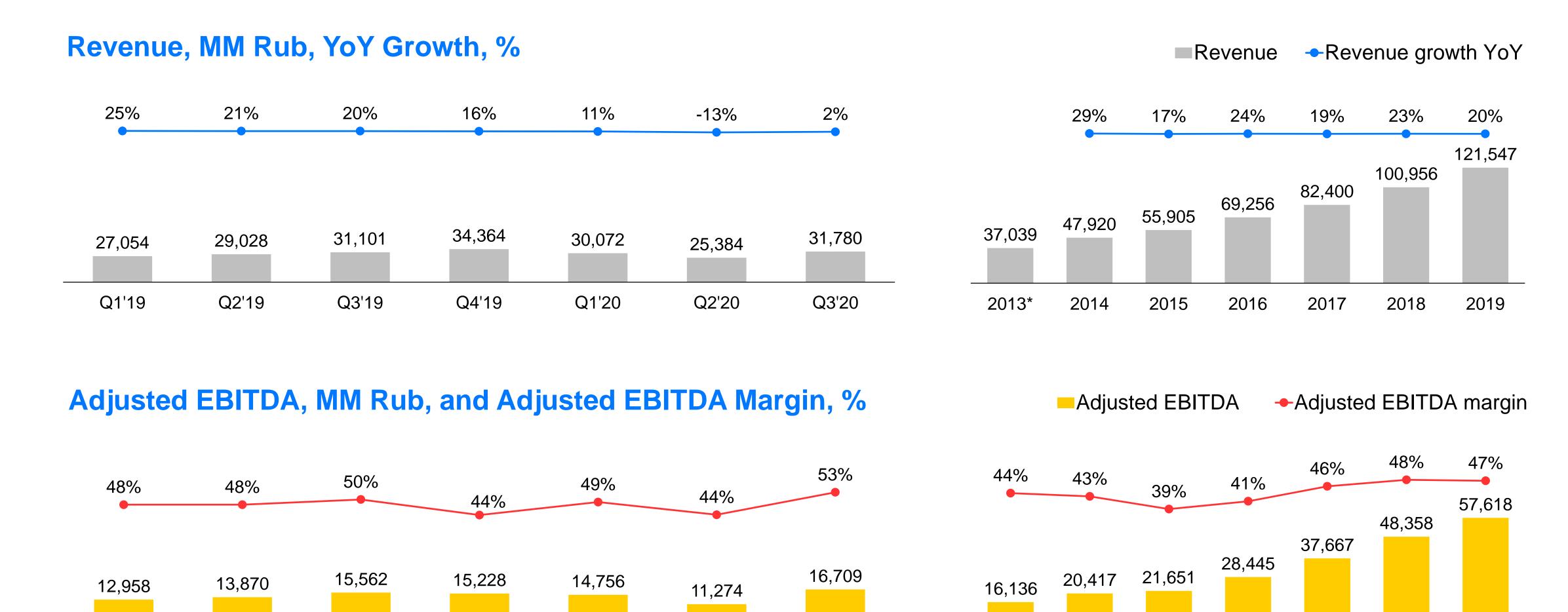
19.3 % overall, including mobile

Source: Yandex.Radar

Search and Portal

Q1'19

Q2'19



Search and Portal segment offers a broad range of services in Russia, Belarus, Kazakhstan and Uzbekistan

Q3'19

Q4'19

Following the revision of our organizational structure and financial disclosure in Q3'20 (with respect to Yandex.Drive, SDG, Edadeal and Yandex.Investments), periods of 2018-2019 were restated to conform to the current year presentation

Q3'20

2013

2014

2015

2016

2017

2018

Q2'20

Q1'20

Note: Given the persisting uncertainty around the full economic impact of the coronavirus pandemic and potential further disruptions caused by the emerging second wave of the health crisis and related governmental and businesses responses, we are unable at this time to reliably predict the pace and the shape of the further recovery for our businesses. As such, we are not providing guidance until there is greater clarity regarding the impact of the current pandemic on the business environment generally and on Yandex in particular.

2019

^{*} We do not show YoY growth rates of BUs in 2013, as we had not yet formed segments in 2012. Items may not total due to rounding.

Taxi Group

Yandex Taxi Group¹ Portfolio of Services and Key Stats



Launched in Aug'20

Combines the Group's mobility (ride-hailing, logistics, car-sharing, public transport schedules), food and grocery delivery services in one app

Mobility

Ride-hailing



Yandex.Taxi
Launched in 2011



UberConsolidation with



Yandex.Go
Launched in Aug'20
and replaced
Yandex.Taxi app

Yandex.Taxi in Feb'18

17 countries, ~800 cities

Rides +24% YoY in Q3'20

GMV + 27% YoY in Q3'20

B2B generates ~ 15% of Taxi group revenues in Q3'20

Logistics



Courier
Launched in 2020



DeliveryLaunched in 2020



Cargo
Launched in 2020

12 countries, 350 cities

Three on demand intracity tariffs: Courier, Delivery and Cargo

>10K active corporate partners in Oct'20

>40 MM deliveries' annualized run-rate

Car-sharing



Yandex.Drive
Launched in 2018
Merged with Taxi
group in Sep'20

>80MM rides since launch

Moscow, St-Pete, Kazan, Sochi

~16K cars

#1 by fleet size in Russia and globally

FoodTech

Food delivery



Yandex.Eats
Launched in 2018

Grocery



Yandex.Lavka Launched in Jun 2019

- >29K partner restaurants
- >160 cities of presence (89 in own delivery)
- +98% YoY growth in orders and +109% YoY GMV growth in Q3'20

85% own delivery

Grocery offering from 9 retail chains

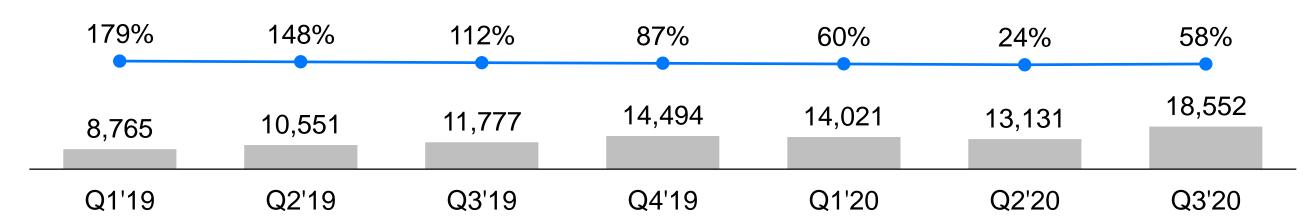
- **15-minutes** delivery
- >20 MM population covered in Moscow, St-Pete, Nizhny Novgorod
- >230 stores
- 2.5 BN RUB revenue in Q3'20

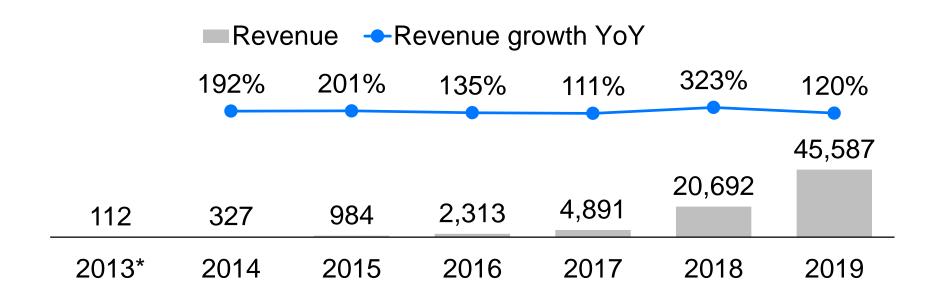
Private label products

¹ In Q3'20 Yandex contributed the Yandex.Drive car-sharing business from Yandex to MLU B.V. Following the transaction, MLU B.V., including the Drive business, is now owned by Yandex 9 and Uber with their respective ownership of 61.7% and 33.5%, while the remaining 4.8% is reserved for management and employees of the MLU business.

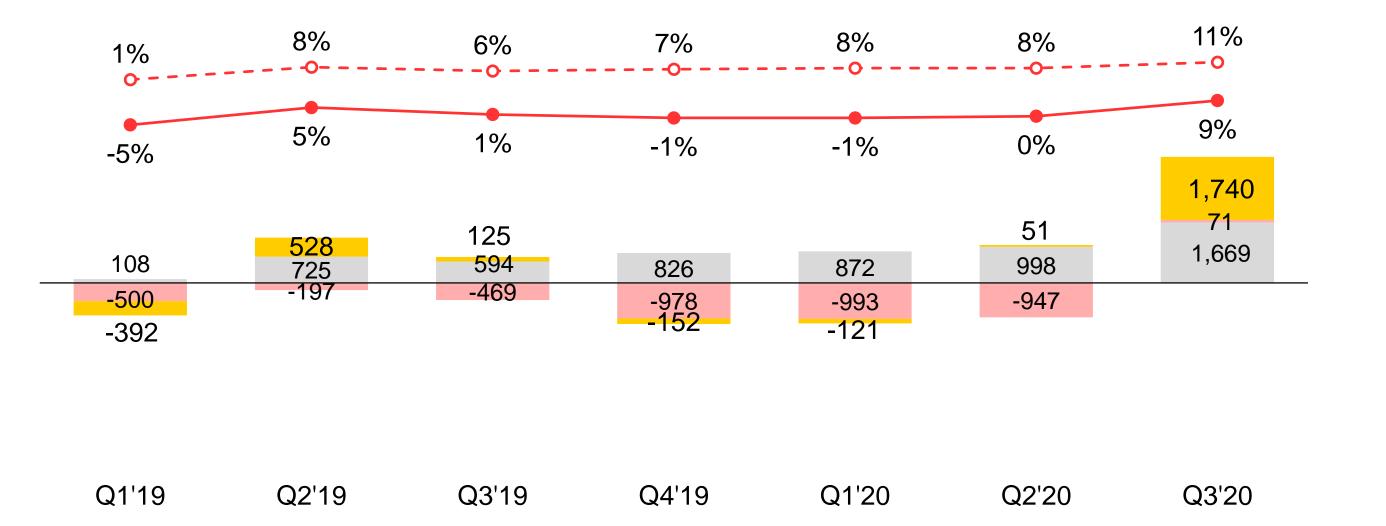
Taxi Group

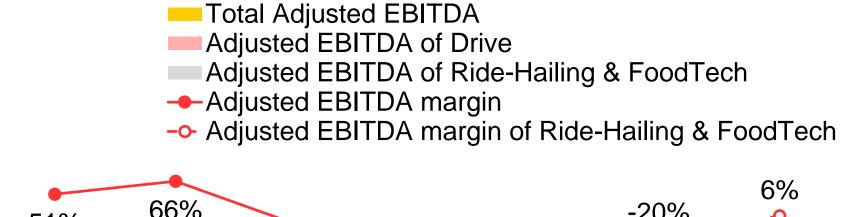
Revenue, MM Rub, YoY Growth, %

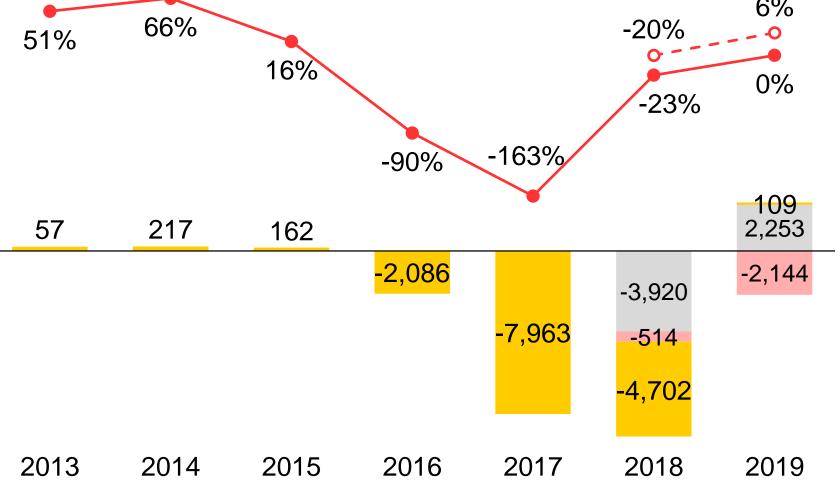




Adjusted EBITDA, MM Rub, and Adjusted EBITDA Margin, %







The Taxi segment includes our Ride-hailing business (including Yandex.Go and Uber in Russia and 17 other countries across CIS and EMEA), logistics B2B and B2B services, FoodTech business (including Yandex.Eats, our ready-to-eat delivery service, and Yandex.Lavka, our hyperlocal grocery delivery service) and our Yandex.Drive car-sharing business

Revenues are presented in accordance with US GAAP, whereby in cities where we have implemented commissions, minimum fare guarantees and discounts are netted against revenues

Following the revision of our organizational structure and financial disclosure in Q3'20 (with respect to Yandex.Drive, SDG, Edadeal and Yandex.Investments), periods of 2018-2019 were restated

to conform to the current year presentation

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Classifieds

Classifieds

Auto.ru

Our classifieds platform for used and new cars, commercial vehicles and spare parts

≈ 37 MM users per month*

≈ 750,000 active listings

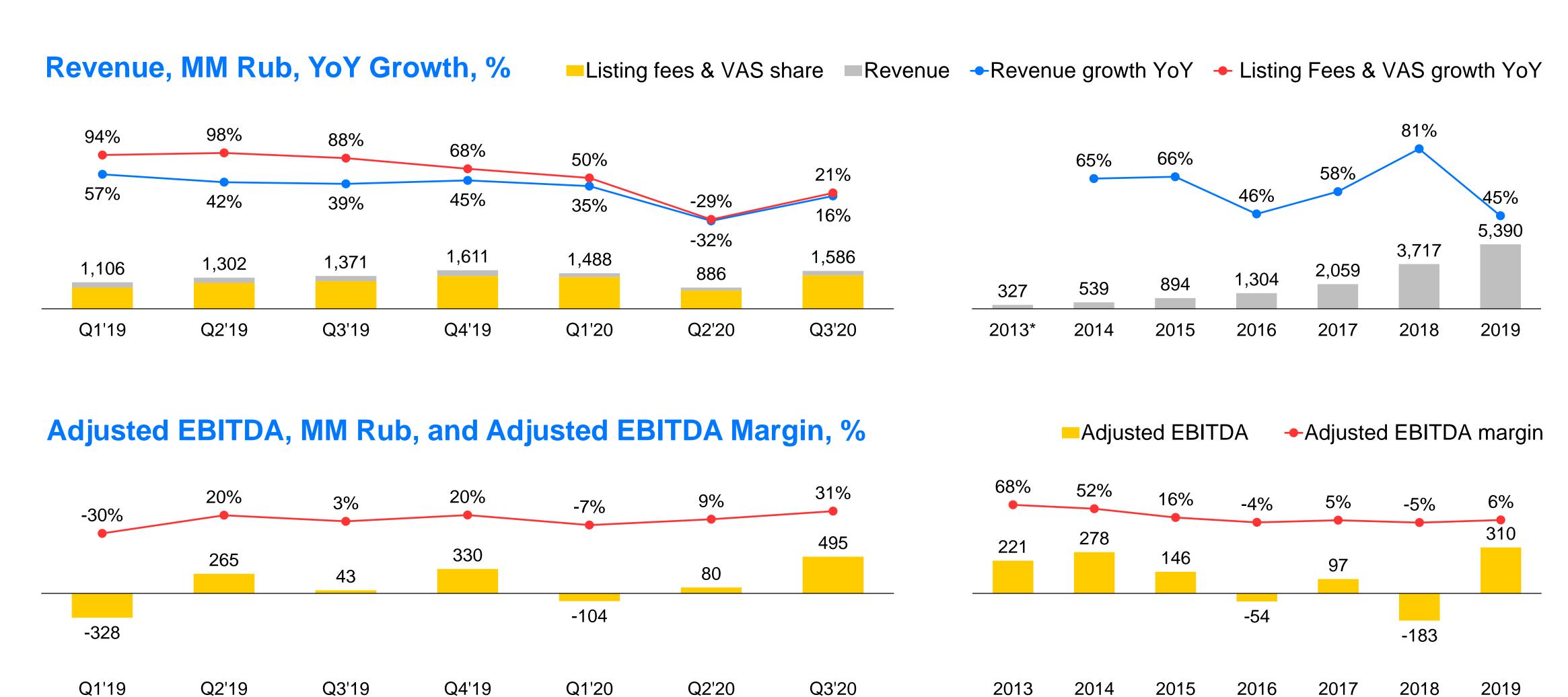
Yandex.Realty

Our real estate classifieds platform for private individuals and realtors

Yandex.Jobs

Our service for job seekers with a focus on blue collar and service industry jobs

Classifieds



Classifieds segment includes Auto.ru, Yandex.Realty and Yandex.Jobs

^{*} We do not show YoY growth rates of BUs in 2013, as we had not yet formed segments in 2012. Items may not total due to rounding.

Yandex.Plus

Our subscription service, providing subscribers with a high value bundle of multiple Yandex services, including unlimited music streaming on Yandex Music, ad-free movies and TV-shows on KinoPoisk HD, cashbacks for taxi and car-sharing rides, Yandex.Market purchases as well as other benefits from the Yandex ecosystem

Yandex.Music

Our music streaming service, offering users millions of tracks and facilitating new music discovery with its recommendation tools, as well as podcasts and radio feature

KinoPoisk

The largest Russian-language source for information about movies, TV-shows, celebrity content and entertainment news, providing users with video streaming, movie reviews and ratings, personalized recommendations, local movie showtimes, ticketing, and many other services

Yandex.Afisha

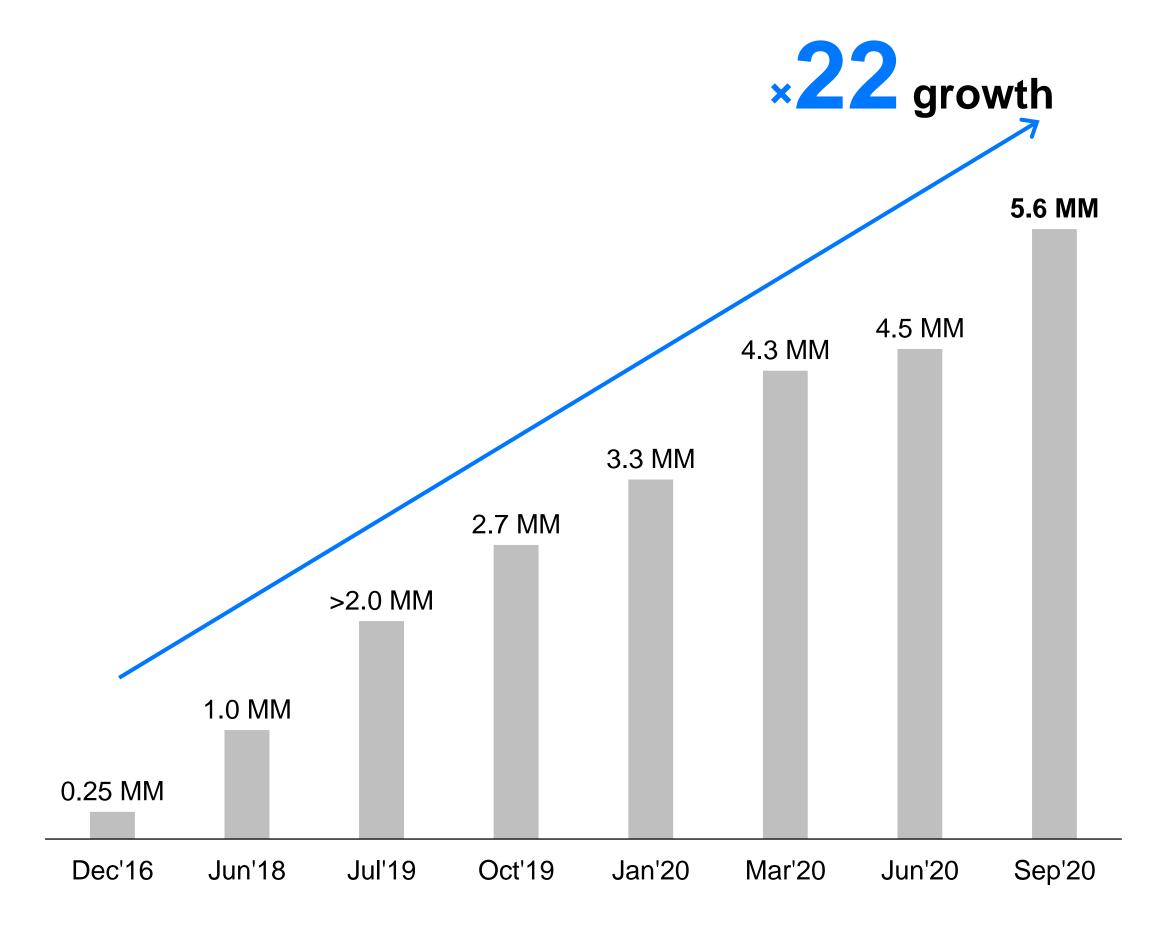
Our playbill service that provides an opportunity to buy tickets to cinemas, theaters and concerts online

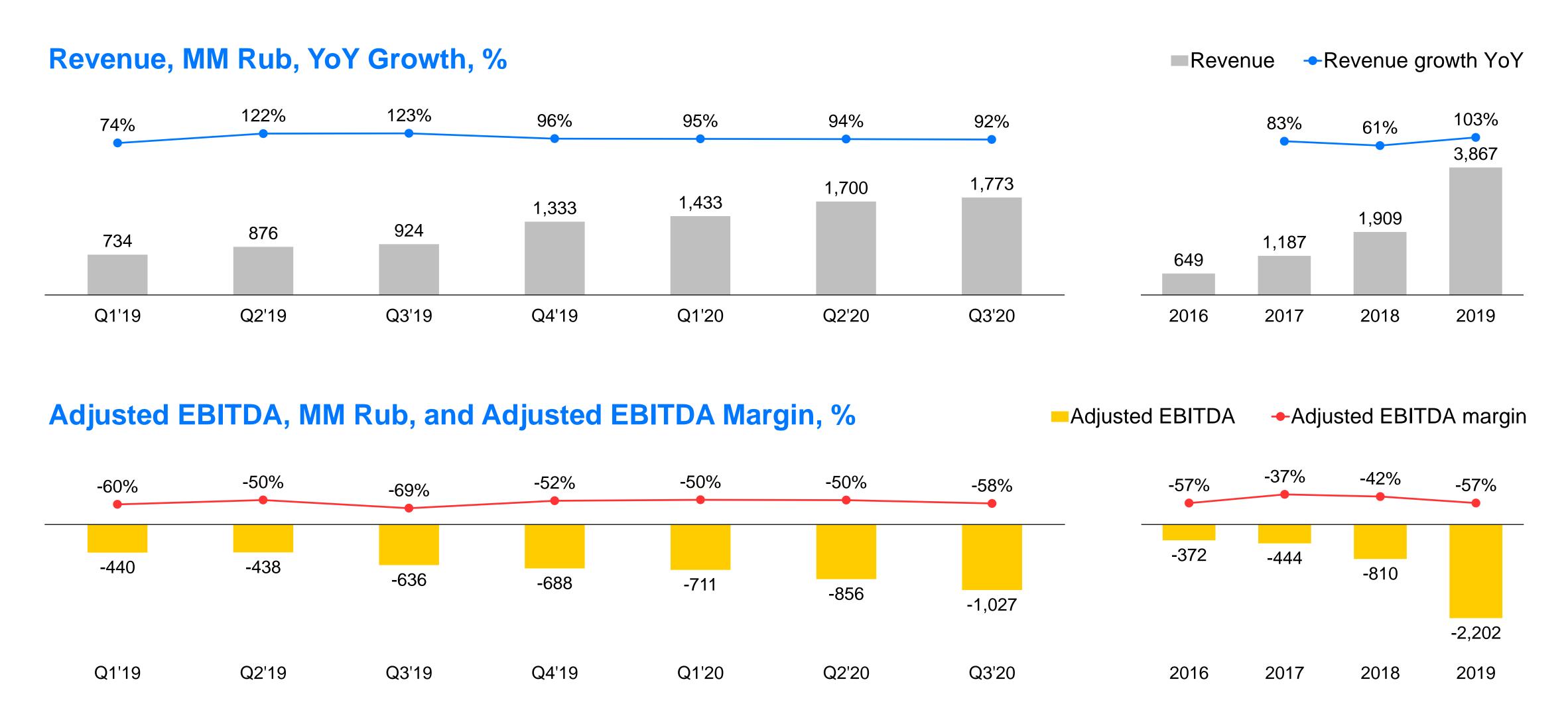
Yandex.Studio

Our own production center, creating video and music content, co-investing in different projects with other production studios and provide marketing support to movies releases

- > 5.6 MM subscribers as of Sep'20
- > 5 MM subscribers of Yandex.Plus in Russia alone as of Oct'20
- > 60 MM music tracks
- > 7,5 K movies
- 2 countries, where Yandex Music is available

Subscribers





E-commerce

E-commerce in Russia

E-Commerce as % of overall retail market in 2019¹





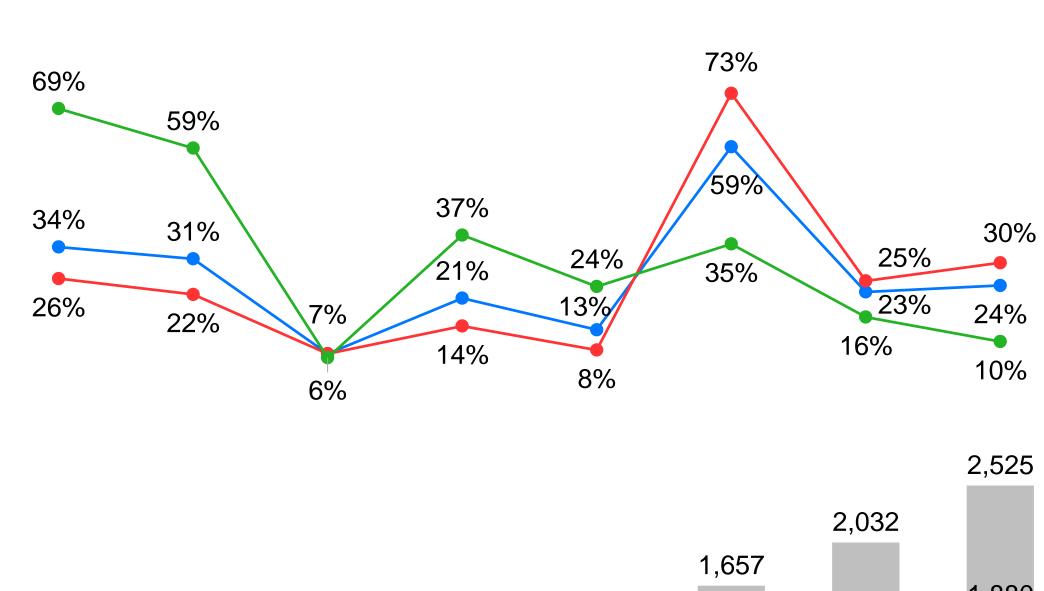


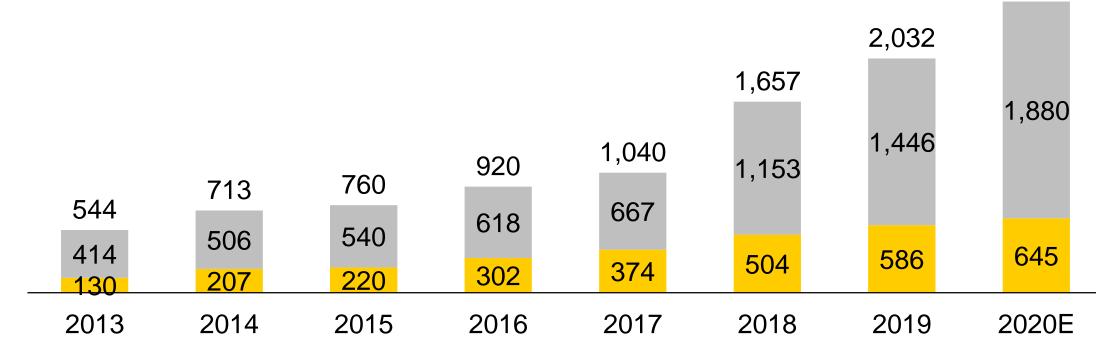
• 6.1% in Russia

Source: AKIT, Euromonitor

¹Calculated as the share of e-commerce B2C market as share of country's retail sector

E-Commerce in Russia, Bn Rub, YoY Growth, %





Cross-border E-Commerce market

Domestic E-Commerce market

Total E-Commerce market growth YoY

Domestic E-Commerce market growth YoY

Cross-border E-Commerce market growth YoY

E-commerce

In Q3'20 revenue grew +55% YoY

Yandex.Market

e-commerce platform combining the price comparison service, marketplace and several small experiments 65 Bn Rub GMV in Q3'20

+134% YoY Rub GMV of the marketplace in Q3'20

+23% YoY revenue growth of the price comparison service in Q3'20

~ 4.5 MM DAU in Q3'20

> 1.4 MM SKUs

~ 2 MM SKUs by the end of 2020

SDG

Self-Driving Group

Licenses in Russia, Israel and in the US

>130 self-driving cars as of Jul'20

~5 MM miles driven on public roads as of Sep'20

partnership with Hyundai Mobis

our engineers have begun testing prototypes of our own lidars

our autonomous delivery robot for smallsize cargos called Yandex.Rover has been deployed commercially in Skolkovo

Zen

Personalized content feed

> 18.2 MM DAU (Sep'20)

~ 40 min time spent daily

20% of time spent on video

~ 10.3 Bn Rub revenue run-rate (Sep'20)

+33% YoY revenue growth (Sep'20)

Yandex.Cloud

Intelligent public cloud platform

~ 35% of revenue relates to PaaS

3 own local data centers

Key services:

- Cloud computing (incl. managed containers)
- > Data management and analytics
- > Speech recognition and synthesis
- > Machine translation

Yandex. Education

Products

Praktikum by Yandex

Postgraduate education and professional retraining in the IT sphere

Yandex.School

Online outschool classes, clubs and educational activities for kids

Free educational products and programs by the Yandex Education Initiative

School of Data Analysis
2-year master program on data analysis

Yandex.Lyceum
Programming courses for school children

Yandex.Textbook

Interactive digital learning tool for school with automatic check of exercises

Yandex Academy

IT professional upgrade training projects

Yandex courses on Coursera

Geolocation services

Yandex.Maps

> 50 MM MAU

Yandex.Navigator

> 23 MM MAU in Russia

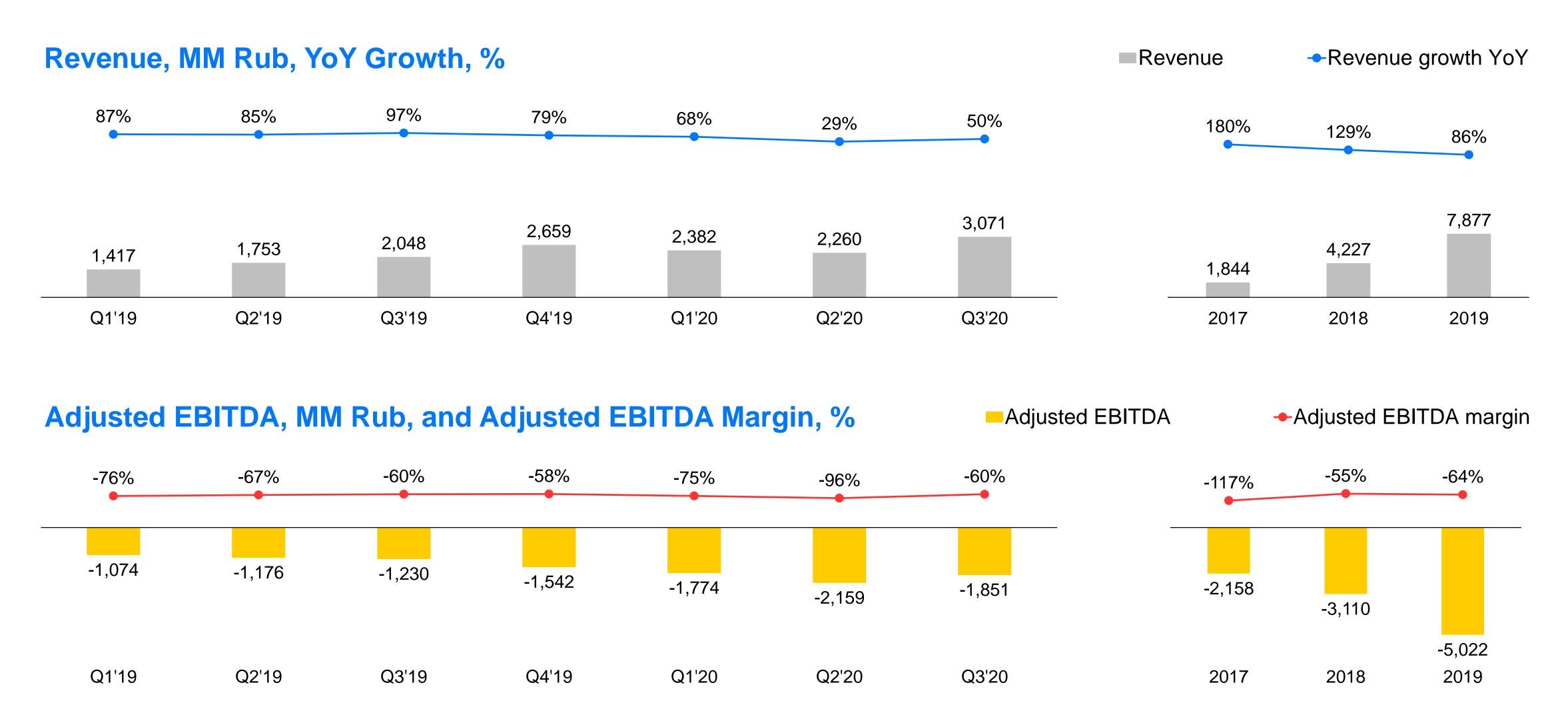
> 27 MM MAU Worldwide

Yandex.Routing

logistics B2B-platform

Yandex.Fuel

a contactless payment service at gas stations built into geo services apps with 7,300+ fueling stations connected by the end of 2020



The Other Bets and Experiments category includes our self-driving vehicles business ("Yandex SDG"), Zen, Geolocation Services, Edadeal, Investments, Yandex.Cloud and Yandex.Education

Following the revision of our organizational structure and financial disclosure in Q3'20 (with respect to Yandex.Drive, SDG, Edadeal and Yandex.Investments), periods of 2018-2019 were restated to conform to the current year presentation Items may not total due to rounding

Fundamental Pillars of Yandex's Ecosystem

Alice

the first conversational intelligent assistant in Russia

Launched in October 2017

> 45 MM users per month

≈ 1.5 Bn voice requests to Alice monthly on average

Integrated into mobile and desktop apps, smart speakers, connected cars and smart home devices

Devices empowered with Alice

1P Devices: > Yandex.Station > Yandex.Station Mini > Yandex.Auto > Yandex.Module (HDMI dongle) > Irbis > Elari > LG > Prestigio

In 2019 we launched Smart Home Ecosystem, which supports 3P smart home devices (Philips, Xiaomi, Samsung, Redmond devices and many others) as well as Yandex's gadgets. The total number of supported smart home device models is about 7,500. In Jun'20 Alice was introduced to JBL smart speakers JBL Link Portable and JBL Link Music.

Smart speaker sales remained strong in Q3, showing >3x YoY growth.

We continued the sales channels expansion with addition of M.Video stores (Russia's largest electronics retailer) in Sep'20.

Yandex.Plus

our subscription service to Yandex's products

Yandex.Plus launched new types of subscriptions in Aug'20 – Plus for individuals, and Plus Multi for families. All subscribers will receive cash back in points on Yandex services (1 point – 1 Rub).

Yandex.Plus offers the following benefits:

- > Ad-free viewing of films and television series on KinoPoisk HD with 7,500 movies and series in the package and up to 40% cash back on movie purchase or rent
- > A full subscription to Yandex.Music, incl. unlimited downloads to mobile devices
- A 10% cash back on Yandex. Taxi rides in the Comfort, Comfort+ and Ultima categories
- > A 10% cash back on tickets bought on Yandex. Afisha except movie tickets
- > A 5% cash back on Yandex.Drive rides in "Fix" tariff
- > A 5% cash back on Yandex.Market purchases with a special mark
- Additional 10GB of free storage space on Yandex.Disk and 30% discount on all tariffs
- > More benefits will be added over time

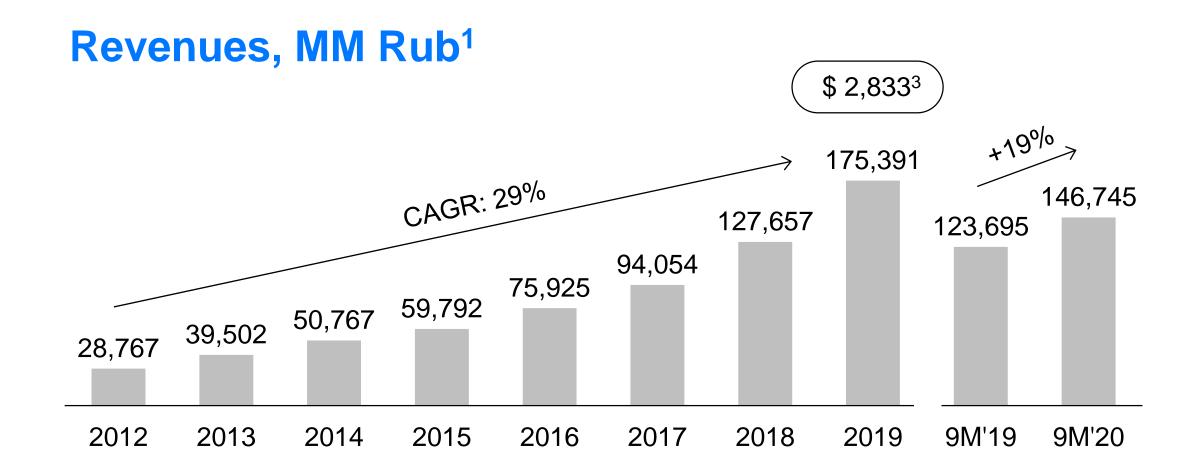
199 Rub (\$2.69) per month for Plus, 299 Rub (\$4.05) per month for Plus Multi Full-price Yandex. Music subscribers in Russia automatically became members of Yandex. Plus

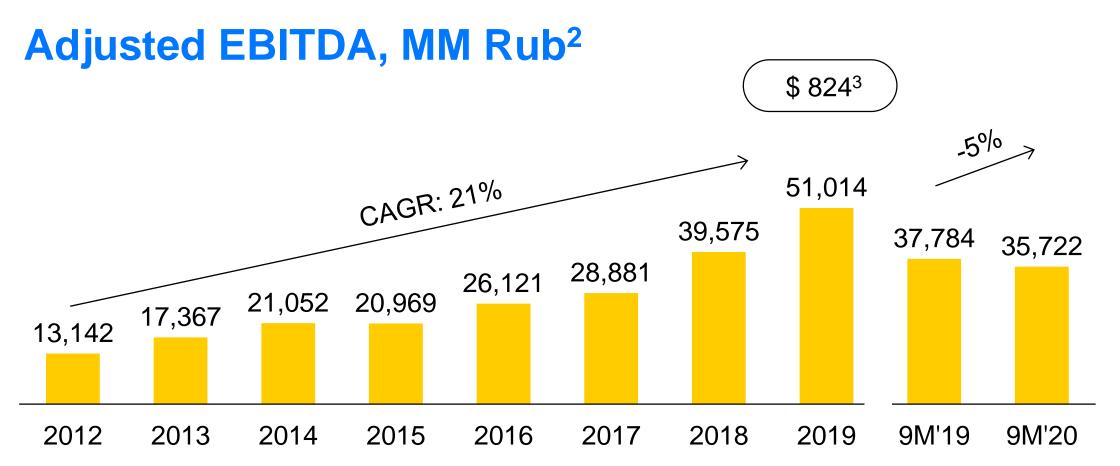
In Apr'19, we launched the new Yandex.Plus credit and debit cards in partnership with Alfa-Bank and Tinkoff. The bank card includes a subscription to Yandex.Plus and offers 10% cashback on purchases on over fifteen Yandex services, as well as up to 5% cashback on other purchases

We expanded our service to Kazakhstan, Belarus and Uzbekistan

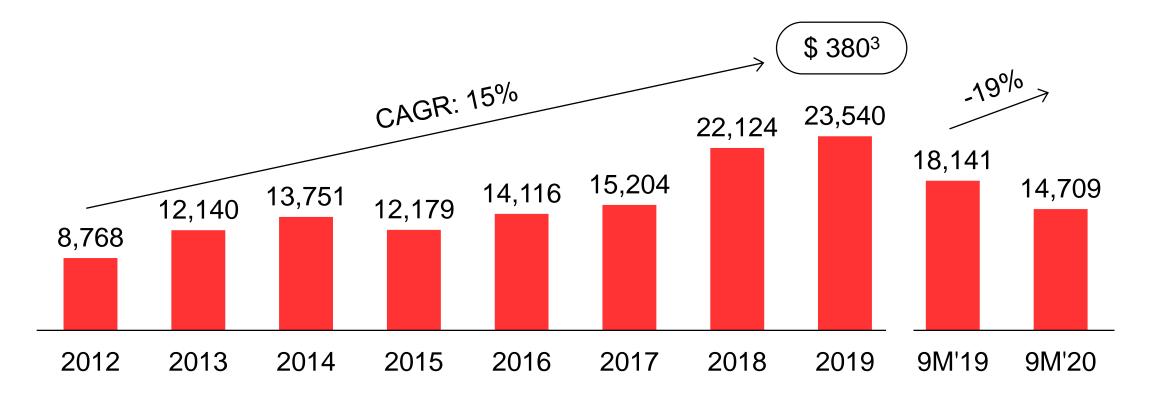
Consolidated Financials

Financial Summary

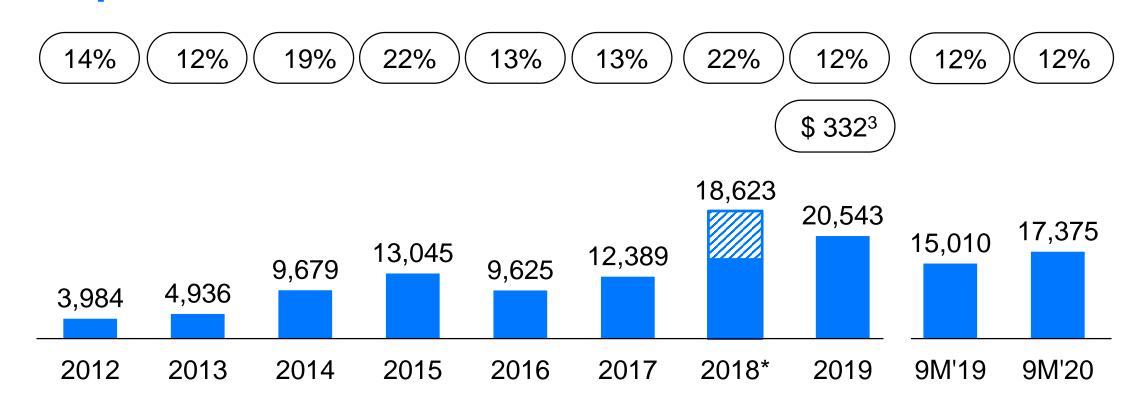




Adjusted Net Income, MM Rub³



Capex, MM Rub, as % of Revenues



¹ Revenues are recognized net of VAT, discounts and commissions, but gross of TAC

² Adjusted EBITDA, Adjusted Net Income, Adjusted EBITDA margin and Adjusted Net Income margin are non-GAAP financial measures. For Reconciliations see slides 41-44.

³ Translated using an exchange rate of Rub 61.9057 to \$1.00 as of Dec 31, 2020. \$ figures, shown in charts, expressed in millions.

^{*} Our Capex, excluding the one-off effect from the headquarter site acquisition, was 15% in 2018

Quarterly Financial Summary by Segment

Revenues, MM RUB	Q1'19	Q2'19	Q3'19	Q4'19	FY'19	Q1'20	Q2'20	Q3'20
Search & Portal	27,054	29,028	31,101	34,364	121,547	30,072	25,384	31,780
S&P, excl. IoT	26,832	28,838	30,824	33,577	120,071	29,672	24,841	30,953
Taxi	8,765	10,551	11,777	14,494	45,587	14,021	13,131	18,552
Ride-hailing & FoodTech	7,637	8,810	9,654	11,942	38,043	11,418	12,445	15,840
Drive	1,128	1,741	2,123	2,552	7,544	2,603	686	2,712
E-commerce	-	-	-	-	-	-	-	5,208
Classifieds	1,106	1,302	1,371	1,611	5,390	1,488	886	1,586
Media Services	734	876	924	1,333	3,867	1,433	1,700	1,773
Other Bets and Experiments	1,417	1,753	2,048	2,659	7,877	2,382	2,260	3,071
Eliminations	(1,792)	(2,113)	(2,207)	(2,765)	(8,877)	(2,393)	(1,954)	(3,635)
Total Revenues	37,284	41,397	45,014	51,696	175,391	47,003	41,407	58,335

Revenue growth, %YoY	Q1'19	Q2'19	Q3'19	Q4'19	FY'19	Q1'20	Q2'20	Q3'20
Search & Portal	25%	21%	20%	16%	20%	11%	-13%	2%
S&P, excl. IoT	24%	20%	19%	15%	19%	11%	-14%	0%
Taxi	179%	148%	112%	87%	120%	60%	24%	58%
Ride-hailing & FoodTech	145%	117%	89%	72%	98%	50%	41%	64%
Drive	4078%	851%	381%	208%	410%	131%	-61%	28%
E-commerce	n/m							
Classifieds	57%	42%	39%	45%	45%	35%	-32%	16%
Media Services	74%	122%	123%	96%	103%	95%	94%	92%
Other Bets and Experiments	87%	85%	97%	79%	86%	68%	29%	50%
Eliminations	40%	71%	79%	55%	60%	34%	-7%	65%
Total Revenues	40%	40%	38%	33%	37%	26%	0%	30%

Our segments structure includes:

- The Search and Portal segment offers a broad range of services in Russia, Belarus, Kazakhstan and Uzbekistan
- The Taxi segment includes our Ride-hailing business (including Yandex.Go and Uber in Russia and 17 other countries across CIS and EMEA), logistics B2B and B2B services, FoodTech business (including Yandex.Eats, our ready-to-eat delivery service, and Yandex.Lavka, our hyperlocal grocery delivery service) and our Yandex.Drive car-sharing business
- The E-commerce segment includes Yandex.Market, our e-commerce platform combining the price comparison service, marketplace and several small experiments
- The Classifieds segment includes Auto.ru, Yandex.Realty and Yandex.Jobs
- The Media Services segment includes KinoPoisk, Yandex.Music, Yandex.Afisha, our production center Yandex.Studio and our subscription service Yandex.Plus
- The Other Bets and Experiments category includes our self-driving vehicles business ("Yandex SDG"), Zen, Geolocation Services, Edadeal, Investments, Yandex.Cloud and Yandex.Education
- Eliminations related to our revenues represent the elimination of transactions between the reportable segments, primarily related to advertising. Eliminations related to our adjusted EBITDA mainly reflect reallocation of a portion of Search and Portal D&A expenses related to leasehold improvements to office rent expenses of our business units

Quarterly Financial Summary by Segment (continued)

Adj. EBITDA, MM RUB*	Q1'19	Q2'19	Q3'19	Q4'19	FY '19	Q1'20	Q2'20	Q3'20
Search & Portal	12,958	13,870	15,562	15,228	57,618	14,756	11,274	16,709
S&P, excl. IoT	13,128	13,993	15,764	15,585	58,470	14,884	11,425	16,859
Taxi	(392)	528	125	(152)	109	(121)	51	1,740
Ride-hailing & FoodTech	108	725	594	826	2,253	872	998	1,669
Drive	(500)	(197)	(469)	(978)	(2,144)	(993)	(947)	71
E-commerce	-	-	-	-	-	-	-	(1,077)
Classifieds	(328)	265	43	330	310	(104)	80	495
Media Services	(440)	(438)	(636)	(688)	(2,202)	(711)	(856)	(1,027)
Other Bets and Experiments	(1,074)	(1,176)	(1,230)	(1,542)	(5,022)	(1,774)	(2,159)	(1,851)
Eliminations	44	48	55	54	201	101	95	101
Total Adj.EBITDA	10,768	13,097	13,919	13,230	51,014	12,147	8,485	15,090

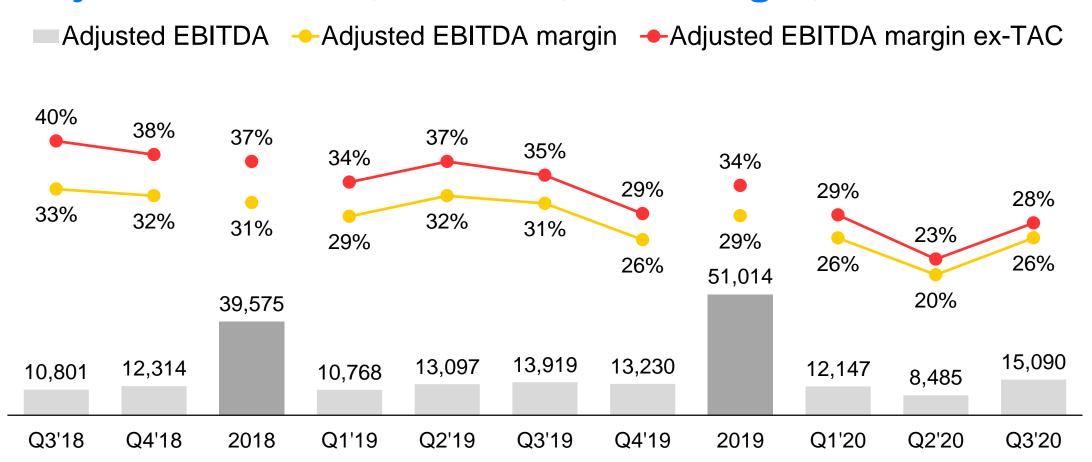
Adj. EBITDA Margin, %	Q1'19	Q2'19	Q3'19	Q4'19	FY '19	Q1'20	Q2'20	Q3'20
Search & Portal	48%	48%	50%	44%	47%	49%	44%	53%
S&P, excl. IoT	49%	49%	51%	46%	49%	50%	46%	55%
Taxi	-5%	5%	1%	-1%	0%	-1%	0%	9%
Ride-hailing & FoodTech	1%	8%	6%	7%	6%	8%	8%	11%
Drive	-44%	-11%	-22%	-38%	-28%	-38%	-138%	3%
E-commerce	n/m	n/m	n/m	n/m	n/m	n/m	n/m	-21%
Classifieds	-30%	20%	3%	21%	6%	-7%	9%	31%
Media Services	-60%	-50%	-69%	-52%	-57%	-50%	-50%	-58%
Other Bets and Experiments	-76%	-67%	-60%	-58%	-64%	-75%	-96%	-60%
Eliminations	-2%	-2%	-3%	-2%	-2%	-4%	-5%	-3%
Total Adj. EBITDA Margin	29%	32%	31%	26%	29%	26%	21%	26%

Our segments structure includes:

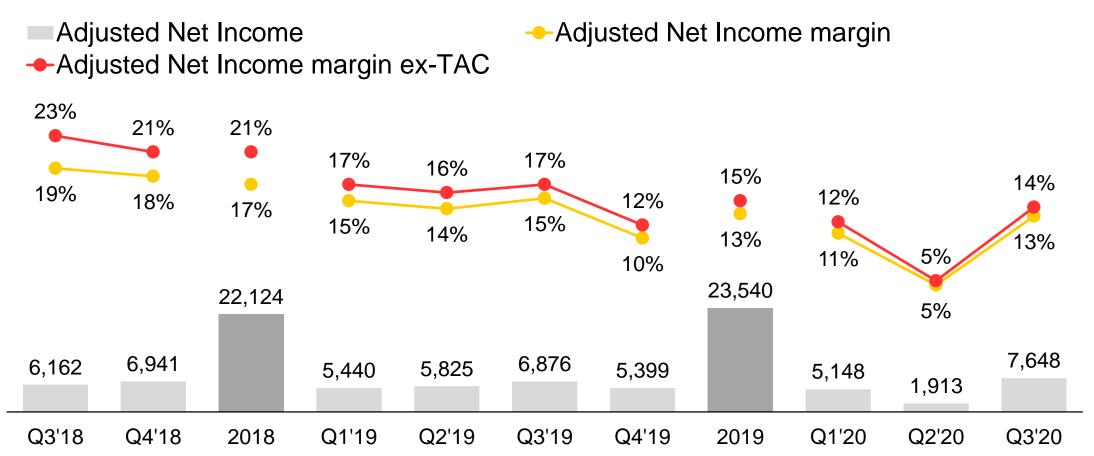
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- The E-commerce segment includes Yandex.Market, our e-commerce platform combining the price comparison service, marketplace and several small experiments
- The Classifieds segment includes Auto.ru, Yandex.Realty and Yandex.Jobs
- The Media Services segment includes KinoPoisk, Yandex.Music, Yandex.Afisha, our production center Yandex.Studio and our subscription service Yandex.Plus
- The Other Bets and Experiments category includes our self-driving vehicles business ("Yandex SDG"), Zen, Geolocation Services, Edadeal, Investments, Yandex.Cloud and Yandex.Education
- Eliminations related to our revenues represent the elimination of transactions between the reportable segments, primarily related to advertising. Eliminations related to our adjusted EBITDA mainly reflect reallocation of a portion of Search and Portal D&A expenses related to leasehold improvements to office rent expenses of our business units

Consolidated Adjusted EBITDA¹, Net Income², headcount Evolution — Breakdown by GAAP Cost Category and Capex

Adjusted EBITDA, MM Rub, and Margin, %

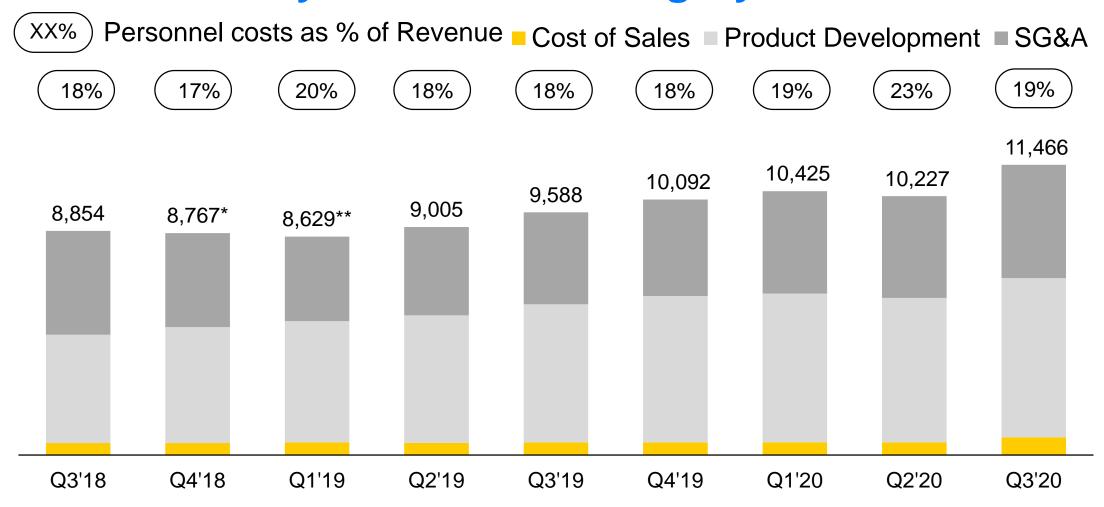


Adjusted Net Income, MM Rub, and Margin, %

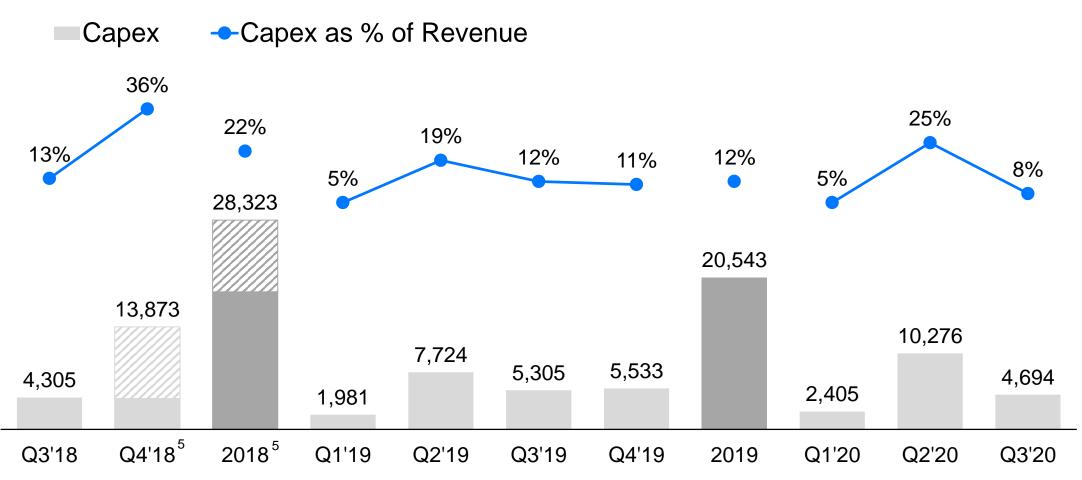


Headcount³ by GAAP Cost Category⁴

For marks see next page



Capex, MM Rub, and Capex/Revenue Ratio, %

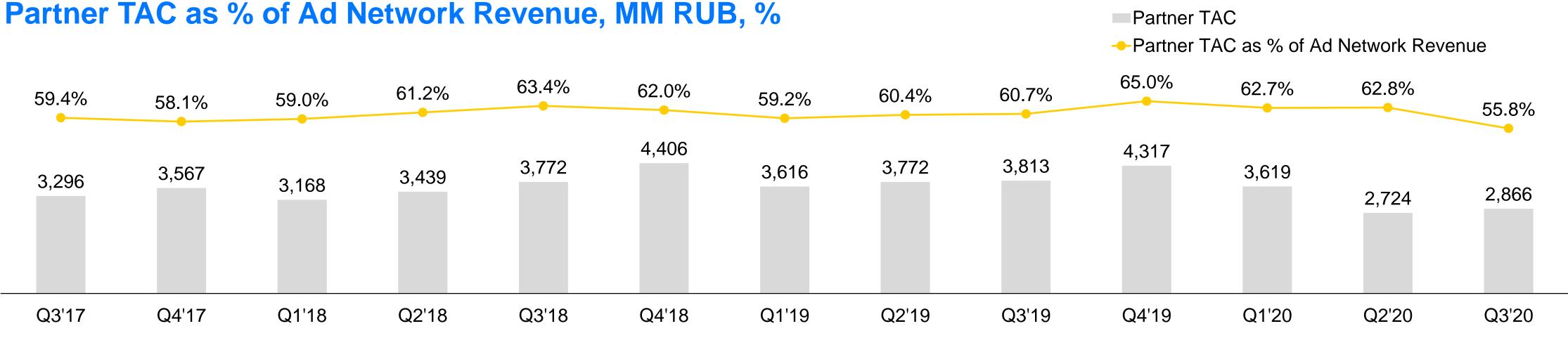


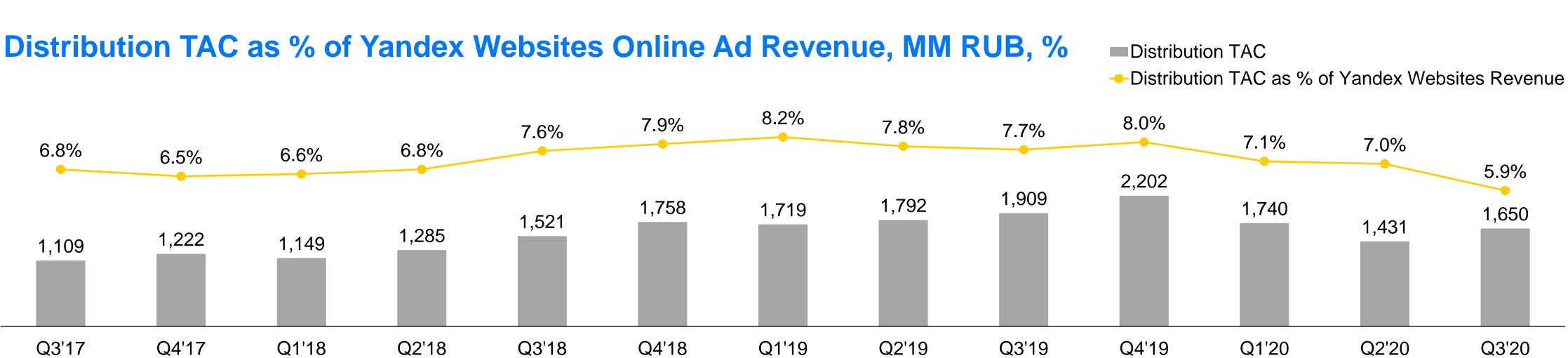
Consolidated Adjusted EBITDA¹, Net Income², headcount Evolution — Breakdown by GAAP Cost Category and Capex (marks)

- ¹ Adjusted EBITDA, Adjusted EBITDA margin and Adjusted EBITDA margin ex-TAC are non-GAAP financial measures. For a reconciliation of these non-GAAP financial measures to their most directly comparable US GAAP measures, see slides 41-44.
- ² Adjusted Net Income, Adjusted Net Income margin and Adjusted Net Income margin ex-TAC are non-GAAP financial measures. For a reconciliation of these non-GAAP financial measures to their most directly comparable US GAAP measures, see slides 41-44.
- ³ As of the end of the period
- ⁴ Items may not total 100% due to rounding
- ⁵ In Q4 2018 capital expenditures were Rub 13.9 Bn, which included one-time effect of the acquisition cost of the property site for our new Moscow headquarters, which amounted to Rub 9.7 Bn (around \$145 MM, based on the exchange rate as of transaction date) exclusive of 18% VAT. Our Capex, excluding the one-off effect from the headquarter site acquisition, was 11% of total Q4'18 revenues, while for the FY 2018 our Capex was 15% of total revenues. In 2020, we expect our CapEx excluding new HQ expenditures to be in the low teens as a percent of total revenues.
- * In Q4'18 our headcount was down 1% compared to September 30, 2018. This decrease was mainly due to headcount reclassification, which we implemented to ensure consistency in internal reporting.
- ** In Q1'19 our headcount was down 2% compared to December 31, 2018. This decrease was mainly due to headcount reclassification, which we continued to implement to ensure consistency in internal reporting.

Note: Capex primarily relates to servers and data center equipment. Capex is not evenly spread across the quarters and depends on the delivery date of equipment.

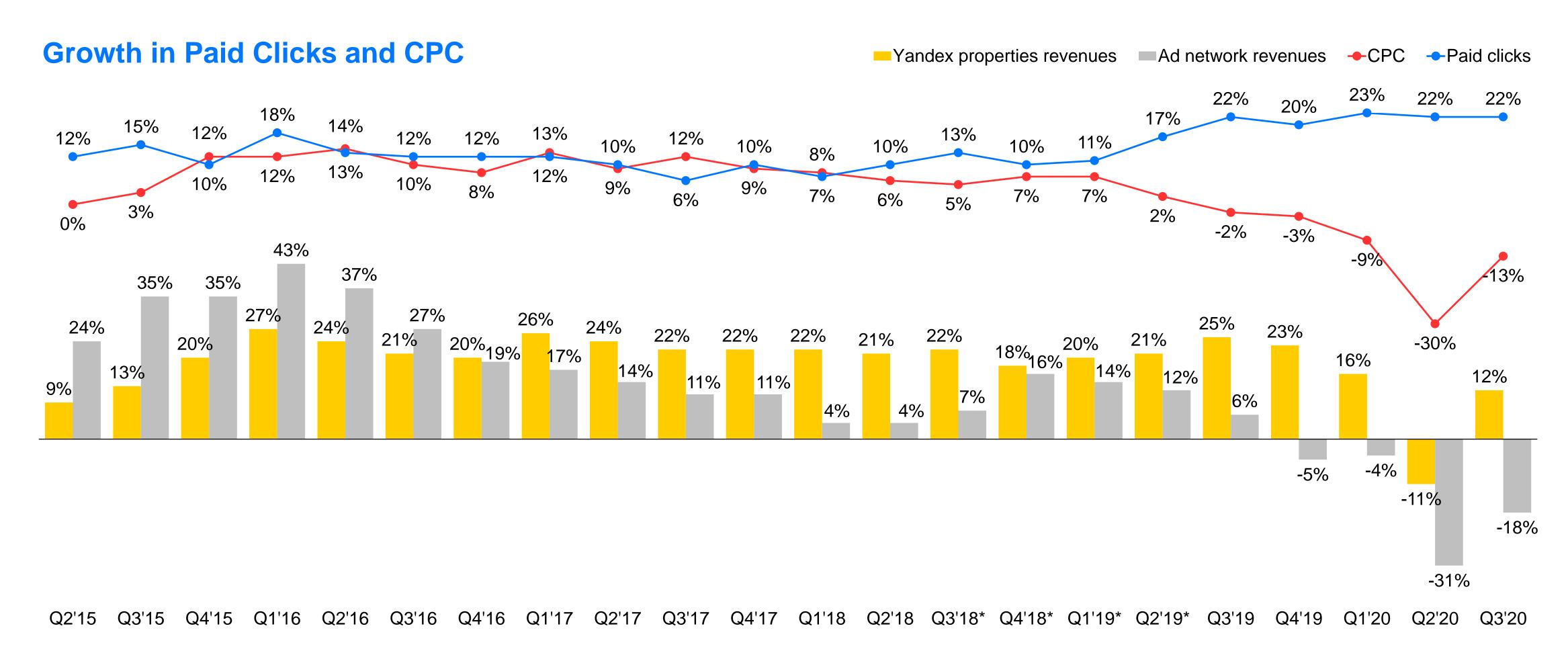
Traffic Acquisition Costs





As online advertising formats continue to converge, starting from Q1 2016 we are no longer providing a breakdown of our online ad revenues into text-based and display revenues. However, we continue to separately present online advertising revenues from Yandex properties and revenues from our Ad Network. As a result, we show Partner TAC as % of our Ad Network revenue, which includes revenues from text-based ad network and our display ad network, and distribution TAC as % of our online advertising revenues from text-based and display advertising on our owned and operated websites

Operational Metrics



Starting from Q1 2016 we are no longer providing a breakdown of our online ad revenues into text-based and display revenues. Therefore, Q1'16 revenue growth for this respective period represents growth rate of our online advertising revenues from Yandex websites, which include our text-based and display revenues, derived from Yandex Advertising Network. Data for periods prior to Q1'16, is consistent with what was presented previously and provides growth rates of text-based revenues from Yandex Websites and growth rates of text-based revenues from Ad Network.

^{*} Paid clicks, excluding paid clicks on Yandex.Market, grew 22% in Q3'18, 20% in Q4'18, 20% in Q1'19, 20% in Q2'19, 14% in Q3'20 YoY; CPC, excluding clicks of Yandex.Market, grew 2% in Q3'18, 4% in Q4'18, 4% in Q1'19, 1% in Q2'19, decreased 12% in Q3'20 YoY.

Ownership Structure

The total number of shares issued and outstanding as of September 30, 2020 was

352,269,451

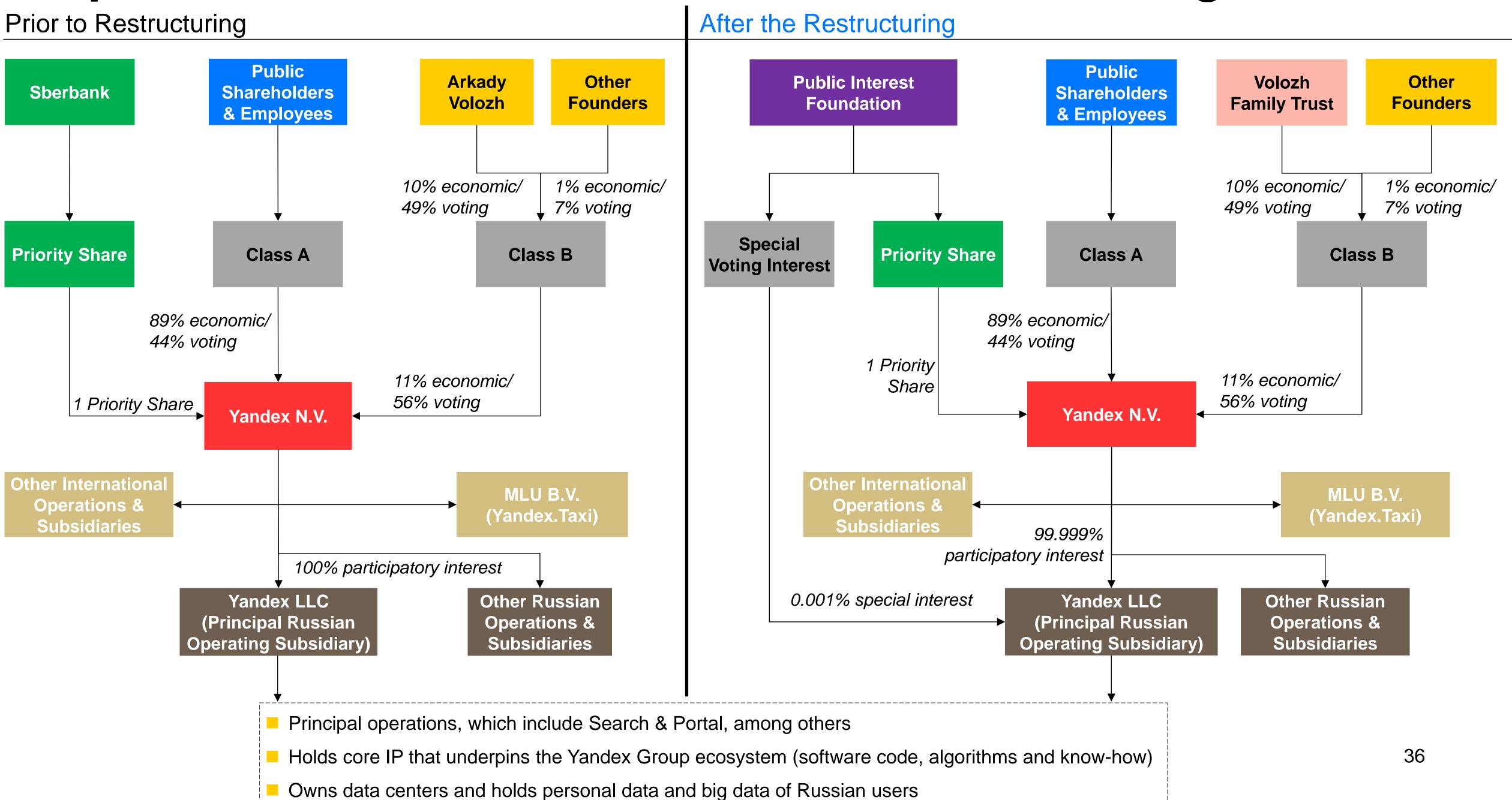
Including

- > 316,560,776 Class A shares
- > 35,708,674 Class B shares
- One Priority share
- Excluding 3,869,703 Class A shares held in treasury as a result of Yandex's share repurchase program

Shareholders	Economic Ownership as of September 30, 2020
Principal pre-IPO Shareholders, Directors, Officers and Employees	12.8%
Arkady Volozh (CEO)	8.9%
Other Directors, Officers & Employees	3.9%
Other pre-IPO Shareholders	0.7%
Public Investors	87.0%
Total	100%

Corporate Governance

Corporate Structure Prior and After the Restructuring



Public Interest Foundation Overview

Public Interest Foundation (PIF) established as an "orphan" entity, incorporated under Russian law in Kaliningrad Special Administrative Region, with no shareholders, owners or beneficiaries (modelled after the Stichting concept in Dutch corporate law).

Governed by a Board of Directors consisting of 11 directors, including Yandex N.V. CEO and 2 directors nominated by Yandex, 5 directors nominated by state universities and 3 directors nominated by independent institutions with which Yandex has long-standing productive relationships.

Foundation Board

University Directors



Moscow Institute of Physics and Technology

- ✓ Elena Bunina heads the joint department in the school of Applied Mathematics and Computer Science (Arkady Volozh headed it in 2007-17)
- ✓ Yandex supports the ICPC competition and established educational grants
 for students in 2019 at Mathematics and Computer Science department



Moscow State University

- ✓ Elena Bunina professor in MSU since 2001
- ✓ Joint course of Yandex Data School and Faculty of Mechanics and Mathematics and own course at Higher School of Modern Social Science department



Higher School of Economics

- ✓ Arkady Volozh is a member of HSE Board of Trustees, while Elena Bunina is member of HSE Supervisory Board since 2019.
- ✓ Partnership with HSE started in 2008. We have co-founded the the Faculty of Computer Science and the research laboratory on big data analysis.



Saint Petersburg State University

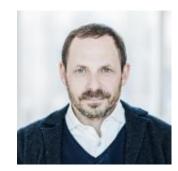
- ✓ Partnership was established in 2014 with Master's program on Data Science
- ✓ In 2019 Yandex contributed to the launch of a new faculty the Faculty of Mathematics and Computer Science and in the launch of the new bachelor course in Mathematics, Algorithms and Data Science



University of Information Technologies, Mechanics and Optics

- ✓ Yandex has been sponsoring the semi-finals of the ITMO-organized ICPC World Programming Championship for over a decade
- ✓ In addition to sponsoring the WPC semi-finals, Yandex supports its quarterfinals in St Petersburg and the National Programming Olympiad for Student Teams

Management Directors



Arkady Volozh CEO Yandex N.V.



Tigran
Khudaverdyan
Deputy CEO
Yandex N.V.



Elena Bunina CEO Yandex LLC

Institutional Directors



Moscow School of Management SKOLKOVO

- Partnership in corporate training between Yandex and Skolkovo
- Experience sharing, conferences, coursers, programs



Russian Union of Industrialists and Entrepreneurs

- ✓ Yandex is a member of the RSPP
- ✓ The RSPP and Yandex co-founded a new format of a large-scale student competition for professional development



School № 57 Development Fund

- The leading math school in Russia
- ✓ Collaboration between Yandex and School 57 started with the launch of Yandex.Lyceum in 2016

Public Interest Committee and Designated Directors

PIC and Special Voting Interest

- The Public Interest Committee of Yandex N.V. Board will consist of Yandex N.V. CEO and 2 Designated Directors
- PIC will have the ability to act as a gatekeeper only on a limited list of matters (rather than day-to-day operations), related to:
 - transfer of material IP rights, if as a result Yandex N.V.
 would lose the ability to use such rights in Russia,
 - transfer of Russian users' personal data and nondepersonalized big data to non-Russian persons,
 - Russian users' personal data protection policies,
 - agreements with non-Russian states or international intergovernmental organizations
- Special Voting Interest will allow Public Interest Committee, in very specific situations, and upon the determination of the qualified majority of directors of the Foundation, the temporary replacement of the General Director of Yandex LLC
- The situations, triggering the replacement of the General Director are:
 - a Special Corporate Situation an unresolved breach of specific governance rights of the Public Interest Foundation at the Yandex. N.V level
 - a Special Situation an unresolved issue constituting an extraordinary one-off event related to matters of the national security of the Russian Federation requiring urgent remedy

Yandex Nominees for Designated Directors



Alexey Komissarov

- Vice-Rector of the Russian Presidential Academy of National Economy and Public Administration
- Member of PJSC SIBUR Holding's Board of Directors
- Served as the Director of the Industry Development Fund and as an Independent Director, Member of the Strategy and Investment Committee and Chairman of the Budget and Reporting Committee to GLONASS in 2015-2017
- Served in the Moscow government as a Minister and Head of the Department of Science, Industrial Policy and Entrepreneurship and Advisor to the Mayor in 2011-2015
- Holds degree from the Moscow Automobile and Road Construction State Technical University (MADI) in Automotive Engineering and Maintenance and MBA from Kingston University (UK)
- Graduated from the Institute of Directors as a Chartered Director



Alexey Yakovitsky

- CEO of VTB Capital, VTB Group's investment banking business, member of VTB Capital's board of directors, Chairman of the Supervisory Board of VTB Bank (Europe) SE, member of the Board of Directors of Rostelecom
- Started his career in equity research at United Financial Group (UFG). Ranked #1 telecom analyst for Russia by Institutional Investor in 2004
- Co-head of Russian equity research at UFG and Deutsche Bank (which acquired UFG) in 2005-2008
- Joined VTB Capital in 2008 as co-head of equities and head of research, and became CEO of VTB Capital Russia in 2009
- Holds degrees from Moscow Lomonosov State University, Department of History, as well as from the Nelson A. Rockefeller College of Public Affairs and Policy (Albany, US)

Changes to the Yandex N.V. Board Composition

■ BoD will be expanded to include 2 additional Designated Directors appointed by the Public Interest Foundation via a binding nomination

- A new Public Interest Committee will be formed to address a specific, limited set of issues
- Nominating Committee will be separated from the Corporate Governance Committee and will nominate potential board candidates to the Board. A Designated Director will have the right to veto 4 out of 12 nominees to the BoD of Yandex N.V.

2 Executive Directors

8 Independent Non-executive Directors

2 Designated **Directors**



Arkady

Volozh



Tigran

Khuda-

verdyan



John

Boynton



Dyson



Voloshin



Rogier

Rijnja





Parakhin





Ryan





Alexev

Alexey Yakovitsky Komissarov

Class II Directors

Esther Alexander

Public Interest Committee

- Comprised of 2 DDs and the CEO; decisions must be unanimous
- Has power to approve Board's decisions on certain and specific matters related to:
 - Sale or licence of material IP rights that would restrict its use by Yandex in Russia
 - Transfer of personal data of Russian users to non-Russian persons
 - Modification of internal policies on protection of personal data and big data of Russian users
 - Agreements with a non-Russian state or a non-Russian state organization

Class I Directors

Nominating Committee

- Comprised of 1 DD and 4 Independent Non-executive Directors
- Board selects one of two DDs to serve on the Nomination Committee by a simple majority vote
- Responsible for recommending to the Board the nomination of the 10 Directors who are not the Designated Directors
- DD will have veto right (but not approval rights) in respect to the nomination of the 4 Class I Directors of the Board
- Board will have to approve Class I candidates before proposing them for shareholder vote

Supplementary Materials

Reconciliation of Non-GAAP Financial Measures¹

	Q3'17	Q4'17	Q1'18	Q2'18	Q3'18	Q4'18	Q1'19	Q2'19	Q3'19	Q4'19	Q1'20	Q2'20	Q3'20	2013	2014	2015	2016	2017	2018	2019
Total revenues	23,438	27,860	26,573	29,672	32,570	38,842	37,284	41,397	45,014	51,696	47,003	41,407	58,335	39,502	50,767	59,792	75,925	94,054	127,657	175,391
Less: traffic acquisition costs (TAC)	4,405	4,789	4,317	4,724	5,293	6,164	5,335	5,564	5,722	6,519	5,359	4,155	4,516	7,850	11,076	12,741	14,950	17,345	20,498	23,324
Ex-TAC revenues	19,033	23,071	22,256	24,948	27,277	32,678	31,949	35,833	39,292	45,177	41,644	37,252	53,819	31,652	39,691	47,051	60,975	76,709	107,159	152,067
Net income/(loss)	939	3,525	1,851	32,575	4,433	5,398	2,554	3,563	4,801	281	5,495	(3,658)	21,910	13,474	17,020	9,679	6,783	9,020	44,258	11,199
Add: depreciation and amortization	2,930	3,023	2,890	2,926	3,118	3,203	3,257	3,756	3,788	3,976	4,010	4,052	4,780	3,695	4,484	7,791	9,607	11,239	12,137	14,777
Add: share-based compensation expense	876	1,394	1,633	1,561	1,716	1,642	2,689	2,200	2,247	2,719	2,751	4,209	3,953	754	1,210	2,718	3,422	4,193	6,552	9,855
Add: compensation expense (reversal of expense) related to contingent consideration	42	42	22	7	8	7	7	7	24	-	-	9	(9)	81	35	291	245	203	44	38
Add: one-off restructuring expenses	-	-	-	-	-	-	-	-	-	882	98	-	-	-	-	-	-	-	-	882
Less: effect of Yandex.Market consolidation	-	-	-	(28,244)	-	-	-	-	-	-	-	- ((19,230)	-	-	-	-	-	(28,244)	-
Add: goodwill impairment	-	-	-	-	-	-	-	-	-	762	-	-	-	-	-	576	-	-	-	762
Less: interest income, net	(506)	(554)	(487)	(574)	(668)	(708)	(826)	(822)	(817)	(776)	(503)	(293)	(286)	(1,717)	(856)	(1,744)	(1,655)	(2,012)	(2,437)	(3,241)
Less: other (income)/loss, net	481	(93)	491	(1,352)	(155)	(114)	235	414	(364)	915	(4,521)	1,196	315	(2,154)	(6,248)	(2,161)	3,570	817	(1,130)	1,200
Less: (income)/loss from equity method investments	-	-	(91)	(211)	22	474	638	946	899	1,403	1,106	977	94	(5)	(48)	(98)	(175)	-	194	3,886
Add: income tax expense	895	1,904	1,395	2,068	2,326	2,412	2,214	3,033	3,341	3,068	3,711	1,993	3,563	3,239	5,455	3,917	4,324	5,017	8,201	11,656
Add: operating losses resulting from sanctions in Ukraine	-	17	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	404	-	
Adjusted EBITDA	5,657	9,258	7,704	8,756	10,801	12,314	10,768	13,097	13,919	13,230	12,147	8,485	15,090	17,367	21,052	20,969	26,121	28,881	39,575	51,014

¹ Figures may not add due to rounding

Reconciliation of Non-GAAP Financial Measures (continued)¹

	Q3'17	Q4'17	Q1'18	Q2'18	Q3'18	Q4'18	Q1'19	Q2'19	Q3'19	Q4'19	Q1'20	Q2'20	Q3'20	2013	2014	2015	2016	2017	2018	2019
Net income/(loss)	939	3,525	1,851	32,575	4,434	5,398	2,554	3,563	4,801	281	5,495	(3,658)	21,910	13,474	17,020	9,679	6,783	9,020	44,258	11,199
Add: SBC expense	876	1,394	1,633	1,561	1,716	1,642	2,689	2,200	2,247	2,719	2,751	4,209	3,953	754	1,210	2,718	3,422	4,193	6,552	9,855
Less: reduction in income tax attributable to SBC expense	(18)	(16)	(20)	(27)	(29)	(28)	(18)	(21)	(20)	(42)	(16)	(32)	(41)	(9)	(20)	(41)	(36)	(62)	(104)	(101)
Add: compensation expense (reversal of expense) related to contingent consideration	42	42	22	7	8	7	7	7	24	-	-	9	(9)	81	35	291	245	203	44	38
Less: foreign exchange (gains)/losses	464	176	482	(1,224)	(154)	(273)	279	270	(254)	999	(4,439)	1,282	(509)	(139)	(6,553)	(1,903)	3,834	1,135	(1,169)	1,294
Less: increase/(reduction) in income tax attributable to foreign exchange (gains)/losses	(92)	(31)	(86)	223	36	68	(71)	(73)	78	(202)	1,151	(267)	296	28	1,324	355	(775)	(196)	241	(268)
Add: one-off restructuring expenses	-	-	-	-	-	-	-	-	-	882	98	-	-	-	-	-	-	-	-	882
Less: effect of deconsolidation of former subsidiaries	-	-	-	(28,244)	-	-	-	(121)	-	-	-	-	-	-	-	-	-	- ((28,244)	(121)
Add: loss from disposal of investment in Yandex.Money	-	-	-	-	-	-	-	-	-	-	_	_	900							
Less: effect of Yandex.Market consolidation	-	-	-	-	-	-	-	-	-	-	-	-	(19,230)							
Add: impairment of investment in equity securities	-	-	-	-	-	-	-	-	-	-	-	-	-	-	700	-	-	-	-	-
Less: reduction in income tax attributable to impairment of investment in equity securities	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(175)	-	-	-	-	-
Less: gain from sale and deconsolidation of equity investments	-	-	-	-	-	-	-	-	-	-	-	-	-	(2,067)	-	-	-	-	-	-
Add: goodwill impairment	-	-	-	-	-	-	-	-	-	762	-	-	-	-	-	576	-	-	-	762
Less: (gain)/loss from repurchases of convertible debt	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(548)	(310)	(53)	6	-	_
Add: increases/(reduction) in income tax attributable to (gain)/loss from repurchases of convertible debt	-	-	-	-	-	-	-	-	-	-	-	-	-	-	137	77	13	(1)	-	-
Add: amortization of debt discount	173	173	170	187	201	170	_	-	-	-	144	493	504	24	811	967	911	684	728	
Less: reduction in income tax attributable to amortization of debt discount	(43)	(43)	(43)	(46)	(50)	(43)	-	-	-	-	(36)	(123)	(126)	(6)	(190)	(230)	(228)	(171)	(182)	-
Add: losses resulting from sanctions in Ukraine	-	-	-	-	-	-	_	-	-	-	_	_	-	_	_	-	_	393	-	_
Adjusted net income	2,341	5,220	4,009	5,012	6,162	6,941	5,440	5,825	6,876	5,399	5,148	1,913	7,648	12,140	13,751	12,179	14,116	15,204	22,124	23,540

¹ Figures may not add due to rounding

Reconciliation of Non-GAAP Financial Measures (continued)¹

	US GAAP Actual Net Income	Net Income Margin (1)	Adjustment (2)	Adjusted EBITDA	Adjusted EBITDA Margin (3)	Adjusted Ex-TAC EBITDA Margin (4)
	Reconciliation of Adjusted EBITDA Margir					0 ()
Three months ended September 30, 2016	2,443	12.7%	4,445	6,888	35.7%	44.3%
Three months ended December 31, 2016	1,213	5.5%	5,488	6,701	30.3%	37.6%
Three months ended March 31, 2017	1,144	7.0%	5,376	6,820	33.0%	40.8%
Three months ended June 30, 2017	3,112	14.1%	4,034	7,146	32.3%	39.9%
Three months ended September 30, 2017	939	4.0%	4,718	5,657	24.1%	29.7%
Three months ended December 31, 2017	3,525	12.7%	5,733	9,258	33.2%	40.1%
Three months ended March 31, 2018	1,851	7.0%	5,853	7,704	29.0%	34.6%
Three months ended June 30, 2018	32,575	109.8%	(23,819)	8,756	29.5%	35.1%
Three months ended September 30, 2018	4,434	13.6%	6,367	10,801	33.2%	39.6%
Three months ended December 31, 2018	5,398	13.9%	6,916	12,314	31.7%	37.7%
Three months ended March 31, 2019	2,554	6.9%	8,214	10,768	28.9%	33.7%
Three months ended June 30, 2019	3,563	8.6%	9,534	13,097	31.6%	36.6%
Three months ended September 30, 2019	4,801	10.7%	9,118	13,919	30.9%	35.4%
Three months ended December 31, 2019	281	0.5%	12,949	13,230	25.6%	29.3%
Three months ended March 31, 2020	5,495	11.7%	6,652	12,147	25.8%	29.2%
Three months ended June 30, 2020	(3,658)	-8.8%	12,143	8,485	20.5%	22.8%
Three months ended September 30, 2020	21,910	37.6%	(6,820)	15,090	25.9%	28.0%
Twelve months ended December 31, 2010	3,817	30.5%	2,347	6,164	49.3%	56.4%
Twelve months ended December 31, 2011	5,773	28.8%	3,464	9,237	46.1%	54.2%
Twelve months ended December 31, 2012	8,223	28.6%	4,919	13,142	45.7%	54.8%
Twelve months ended December 31, 2013	13,474	34.1%	3,893	17,367	44.0%	54.9%
Twelve months ended December 31, 2014	17,020	33.5%	4,032	21,052	41.5%	53.0%
Twelve months ended December 31, 2015	9,679	16.2%	11,290	20,969	35.1%	44.6%
Twelve months ended December 31, 2016	6,783	8.9%	19,338	26,121	34.4%	42.8%
Twelve months ended December 31, 2017	9,020	9.6%	19,861	28,881	30.7%	37.7%
Twelve months ended December 31, 2018	44,258	34.7%	(4,683)	39,575	31.0%	36.9%
Twelve months ended December 31, 2019	11,199	6.4%	39,815	51,014	29.1%	33.5%

⁽¹⁾ Net income margin is defined as net income divided by total revenues.

⁽²⁾ Adjusted to eliminate depreciation and amortization expense, SBC expense, reversal of expense related to contingent compensation, one-off restructuring expenses, interest income, interest expense, loss from equity method investments, other (income)/loss, net and income tax expense. For a reconciliation of adjusted EBITDA to net income, please see the table above.

⁽³⁾ Adjusted EBITDA margin is defined as adjusted EBITDA divided by total revenues.

⁽⁴⁾ Adjusted ex-TAC EBITDA margin is defined as adjusted EBITDA divided by ex-TAC revenues. For a reconciliation of ex-TAC revenues to U.S. GAAP revenues, please see the table above.

¹ Figures may not add due to rounding

Reconciliation of Non-GAAP Financial Measures (continued)¹

	US GAAP Actual Net Income	Net Income Margin (1)	Adjustment (2)	Adjusted Net Income	Adjusted Net Income Margin (3)	Adjusted Ex-TAC Net Income Margin (4)
	Reconciliation of Adjusted Net Income Margir	n and Adjusted Ex-TAC Net	Income Margin to US GAA	AP Net Income Margin (Ru	b MM)	
Three months ended September 30, 2016	2,443	12.7%	1,350	3,793	19.7%	24.4%
Three months ended December 31, 2016	1,213	5.5%	2,036	3,249	14.7%	18.2%
Three months ended March 31, 2017	1,144	7.0%	2,262	3,706	17.9%	22.2%
Three months ended June 30, 2017	3,112	14.1%	824	3,936	17.8%	22.0%
Three months ended September 30, 2017	939	4.0%	1,402	2,341	10.0%	12.3%
Three months ended December 31, 2017	3,525	12.7%	1,695	5,220	18.7%	22.6%
Three months ended March 31, 2018	1,851	7.0%	2,158	4,009	15.1%	18.0%
Three months ended June 30, 2018	32,575	109.8%	(27,563)	5,012	16.9%	20.1%
Three months ended September 30, 2018	4,433	13.6%	1,728	6,162	18.9%	22.6%
Three months ended December 31, 2018	5,398	13.9%	1,543	6,941	17.9%	21.2%
Three months ended March 31, 2019	2,554	6.9%	2,886	5,440	14.6%	17.0%
Three months ended June 30, 2019	3,563	8.6%	2,262	5,825	14.1%	16.3%
Three months ended September 30, 2019	4,801	10.7%	2,075	6,876	15.3%	17.5%
Three months ended December 31, 2019	281	0.5%	5,118	5,399	10.4%	12.0%
Three months ended March 31, 2020	5,495	11.7%	(347)	5,148	11.0%	12.4%
Three months ended June 30, 2020	(3,658)	-8.8%	5,571	1,913	4.6%	5.1%
Three months ended September 30, 2020	21,910	37.6%	(14,262)	7,648	13.1%	14.2%
Twelve months ended December 31, 2010	3,817	30.5%	151	3,968	31.7%	36.3%
Twelve months ended December 31, 2011	5,773	28.8%	230	6,003	30.0%	35.2%
Twelve months ended December 31, 2012	8,223	28.6%	545	8,768	30.5%	36.6%
Twelve months ended December 31, 2013	13,474	34.1%	(1,334)	12,140	30.7%	38.4%
Twelve months ended December 31, 2014	17,020	33.5%	(3,269)	13,751	27.1%	34.6%
Twelve months ended December 31, 2015	9,679	16.2%	2,500	12,179	20.4%	25.9%
Twelve months ended December 31, 2016	6,783	8.9%	7,333	14,116	18.6%	23.2%
Twelve months ended December 31, 2017	9,020	9.6%	6,184	15,204	16.2%	19.8%
Twelve months ended December 31, 2018	44,258	34.7%	(22,134)	22,124	17.3%	20.6%
Twelve months ended December 31, 2019	11,199	6.4%	12,341	23,540	13.4%	15.5%

⁽¹⁾ Net income margin is defined as net income divided by total revenues.

⁽²⁾ Adjusted to eliminate SBC expense (as adjusted for the income tax reduction attributable to SBC expense), reversal of expense related to contingent compensation, foreign exchange gains as adjusted for the increase in income tax attributable to the gains, one-off restructuring expenses, loss from disposal of investment in Yandex. Money, effect of Yandex. Market consolidation and amortization of debt discount (as adjusted for the related reduction in income tax). For a reconciliation of adjusted net income to net income, please see the table above.

⁽³⁾ Adjusted net income margin is defined as adjusted net income divided by total revenues.

⁽⁴⁾ Adjusted ex-TAC net income margin is defined as adjusted net income divided by ex-TAC revenues. For a reconciliation of ex-TAC revenues to U.S. GAAP revenues, please see the table above.

¹ Figures may not add due to rounding

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