



# Company Presentation

May 2015

# Forward Looking Statement Disclaimer

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| 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 and our anticipated revenues and capital expenditures.

| 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 30, 2015, 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 May 20, 2015, and Yandex expressly disclaims any duty to update this information unless required by law.

# Yandex is a Market Leader in Russia

## 01 Search Leader

58.1% search market share in Russia<sup>1</sup>

## 02 #1 Internet Destination

71 MM unique visitors per month in Russia<sup>2</sup>

## 03 Leading Online Advertising Platform

More than 550,000 advertisers in 2014<sup>3</sup>

59% online ad market share<sup>4</sup>

## 04 Largest Internet Business

\$902 MM Revenues<sup>5</sup> in 2014 (+29% yoy in RUR)

\$374 MM Adj. EBITDA<sup>6</sup> in 2014 (+21% yoy in RUR)

<sup>1</sup> Source: Liveinternet, through April 30, 2015

<sup>2</sup> Source: comScore, March 2015

<sup>3</sup> Source: Company Information, FY 2014

<sup>4</sup> Source: [http://www.akarussia.ru/knowledge/market\\_size/id4949](http://www.akarussia.ru/knowledge/market_size/id4949), AKAR for FY2014, adjusted for commissions

<sup>5</sup> Source: Company Information for FY 2014, using an exchange rate of RUR 56.2584 to \$1.00 as of 31 December 2014

<sup>6</sup> Source: Company Information for FY 2014, using an exchange rate of RUR 56.2584 to \$1.00 as of 31 December 2014

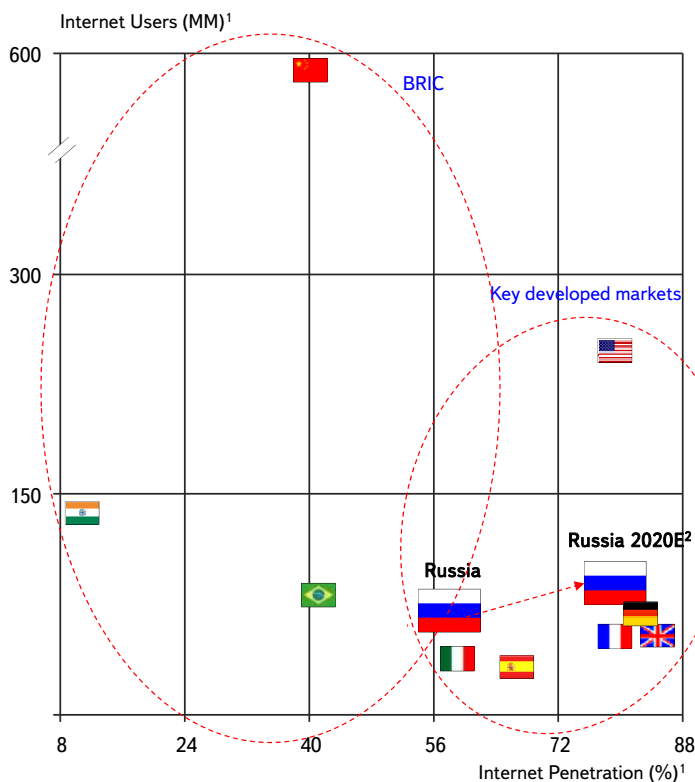
Adjusted EBITDA is EBITDA before share-based compensation. See slides 20-23 for reconciliation to US GAAP Net income

# Russia is One of the World's Largest Internet Markets

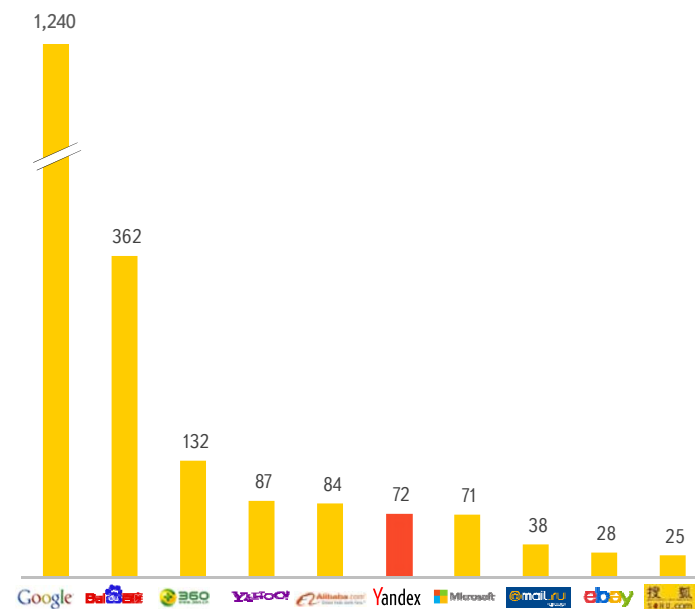
Russia is still lower than key developed markets in terms of number of internet users and penetration

Nevertheless, Yandex is in Top-10 websites in terms of search traffic volume globally

Internet Users and Penetration



Worldwide Top-10 Search Properties (BN Searches)<sup>3</sup>



<sup>1</sup>Source: InternetWorldStats for the USA, China, France, Germany, India, Spain, 30 June 2012; InternetWorldStats for Brazil, UK, Italy, 31 December 2011; FOM (Public Opinion Foundation) for Russia, Fall 2014

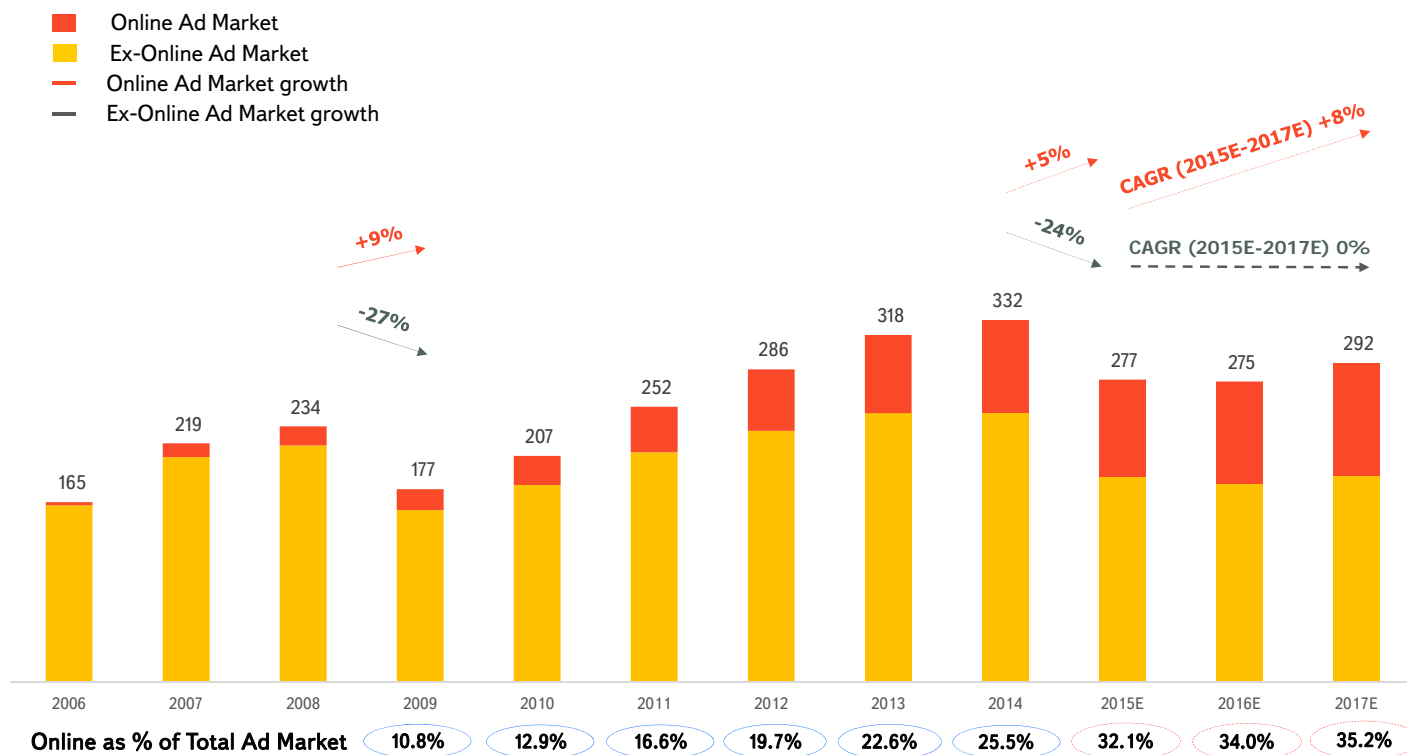
<sup>2</sup>FOM (Public Opinion Foundation) forecast conducted by Leonid Delitsyn, Finam, Dec 2013. The forecast projects the best case scenario of 85% internet penetration in 2020 and 73% internet penetration in 2020 in worst case scenario.

<sup>3</sup>Source: comScore, Aggregate number of searches processed during 12M2014

# Russia Has a Very Attractive Advertising Market

Online advertising is projected to grow despite difficult macro-economic environment

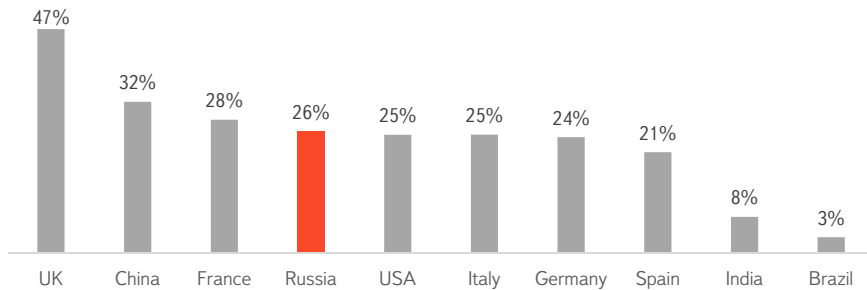
Total Russian Ad Market, Zenith Optimedia, Advertising Expenditure Forecast, March 2015\*



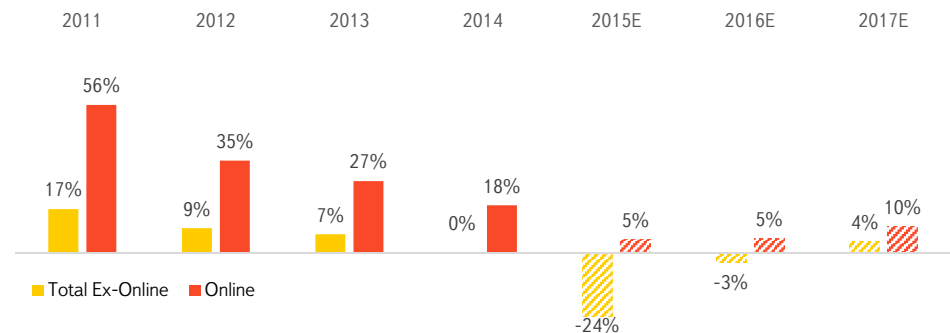
\* in constant currencies (RUR Bn)

# Online Advertising Expected to Continue to Outperform

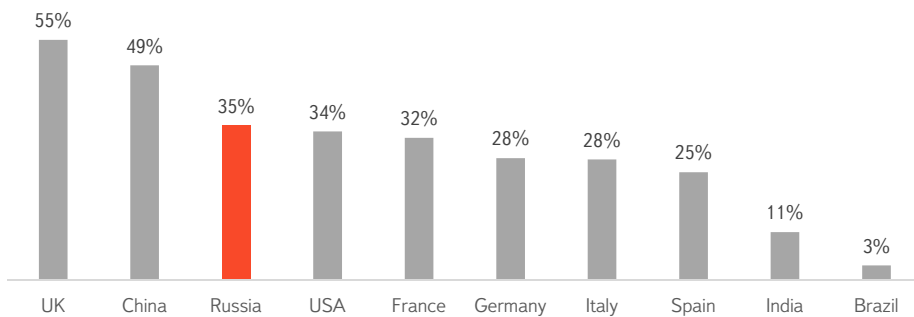
Online as % of Total Ad Spend—2014



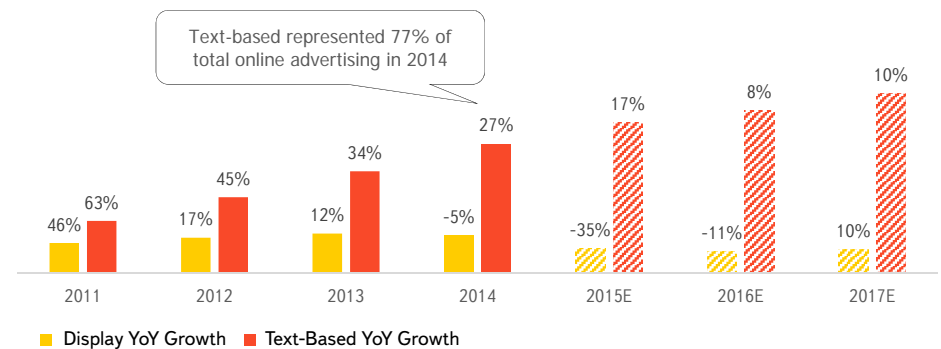
Online Advertising in Russia Has Consistently Outperformed and Is Projected to Continue (y/y growth rates)



Online as % of Total Ad Spend—2017E



In 2017 Text-based is Projected to Reach 88% of Total Online Advertising

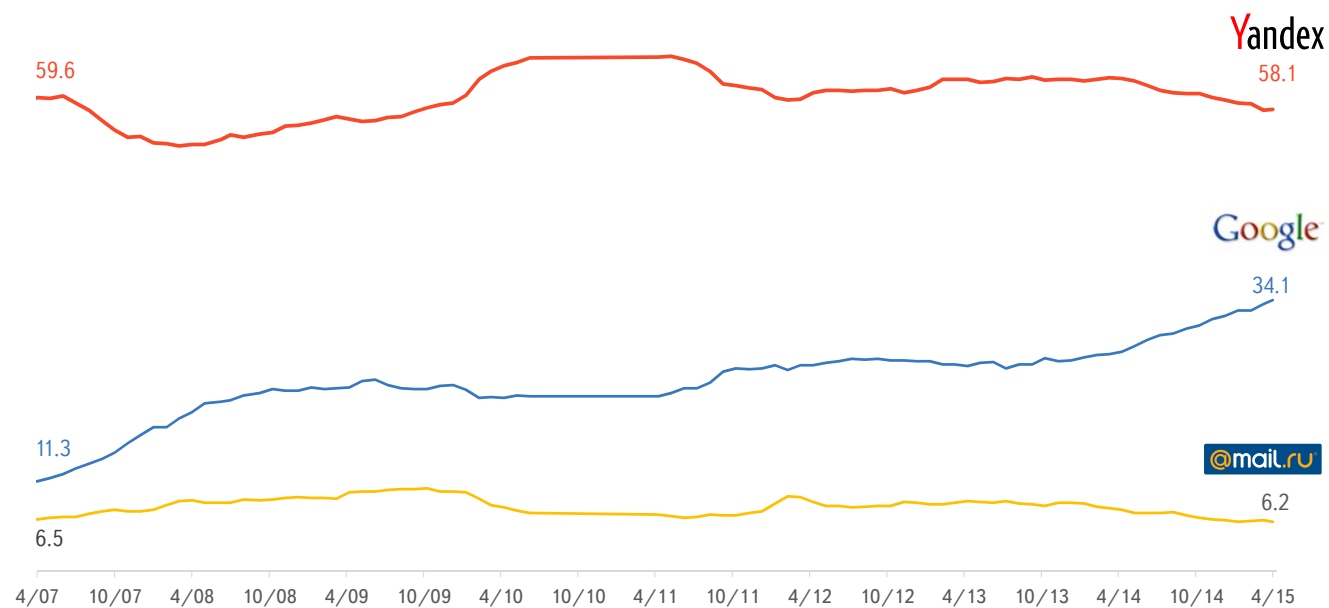


Source: ZenithOptimedia, Advertising Expenditure Forecasts, March 2015

# Yandex is the Consistent Search Leader in Russia

Share of Searches

LiveInternet.ru through April 30, 2015  
Search traffic reflects Russian users to Russian websites and includes desktop and mobile



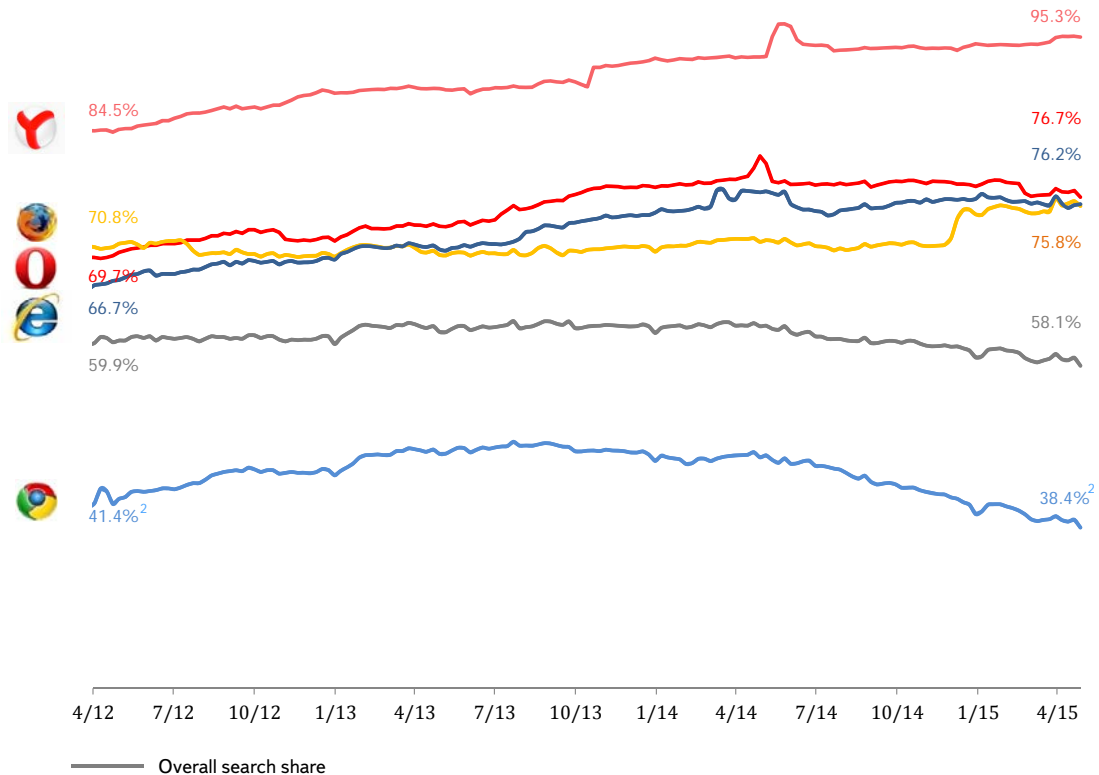
# Market Share in all Major Browsers<sup>1</sup>

We are currently estimating that our search market share on Android in Q1 2015 was 42%, compared to 44% in Q4 2014

We cautioned previously that starting from September 2012 LiveInternet market share data for Safari is unreliable. Our latest assessment of our search share on iOS in Q1 2015 is 48%

<sup>1</sup> LiveInternet.ru, weekly, through April 30, 2015. Includes desktop and mobile

<sup>2</sup> Google Chrome shown separately

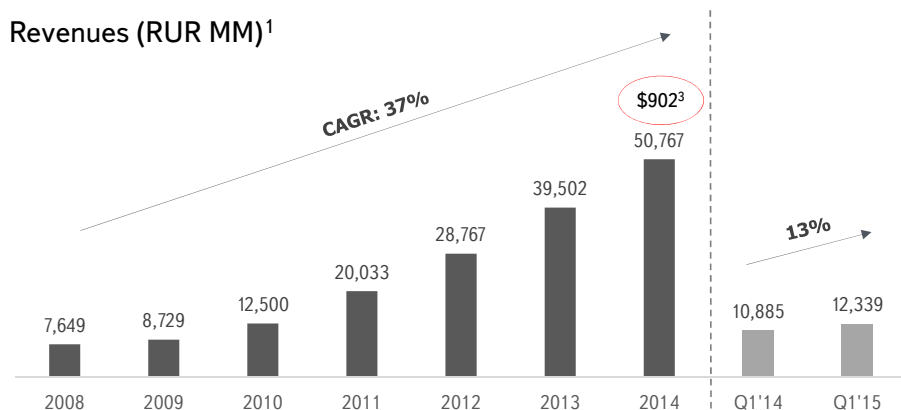




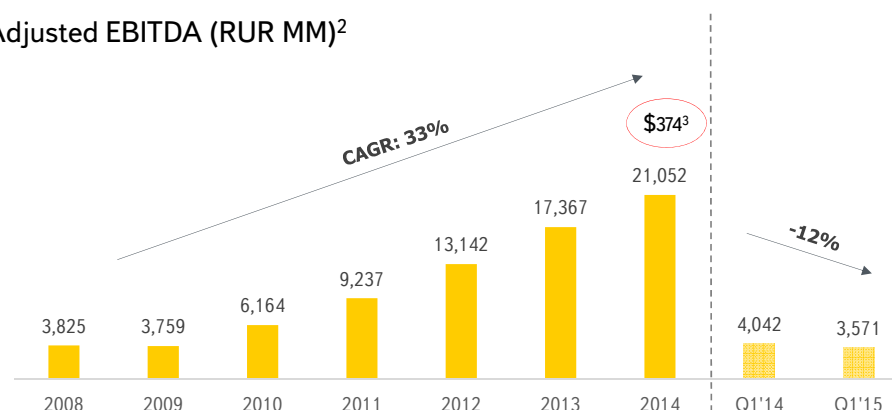
# Financials

# Financial Summary

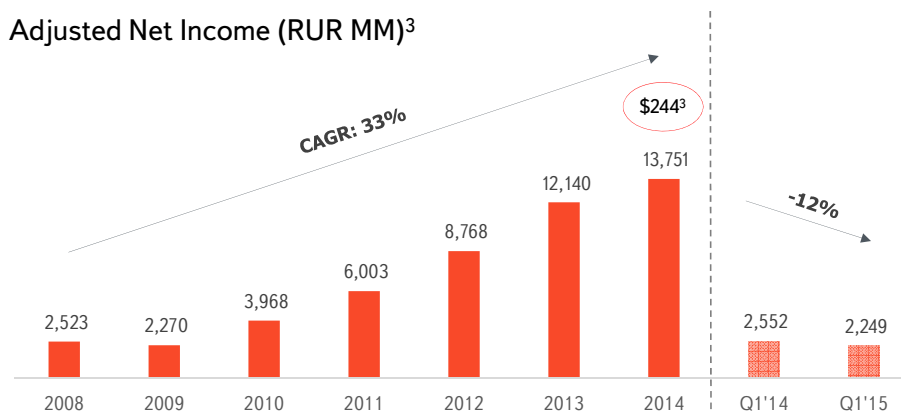
Revenues (RUR MM)<sup>1</sup>



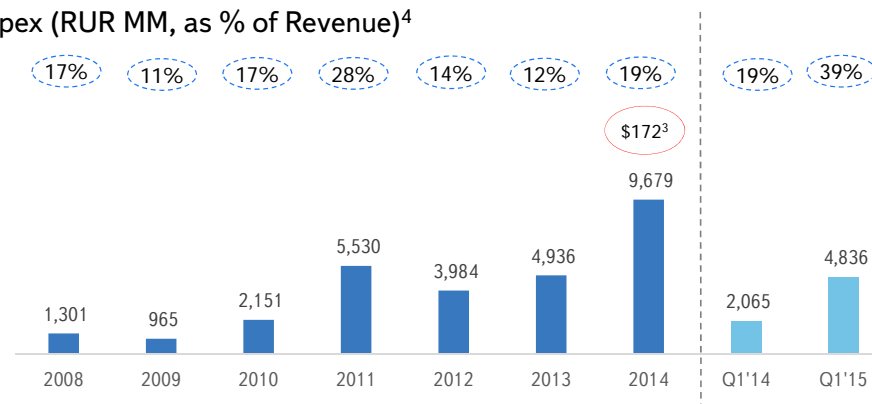
Adjusted EBITDA (RUR MM)<sup>2</sup>



Adjusted Net Income (RUR MM)<sup>3</sup>



Capex (RUR MM, as % of Revenue)<sup>4</sup>



<sup>1</sup> Revenues are recognized net of VAT, discounts and commissions, but gross of TAC

<sup>2</sup> Adjusted EBITDA, Adjusted Net Income, Adjusted EBITDA margin and Adjusted Net Income margin are non-GAAP financial measures. For Reconciliations of non-GAAP financial measures to the nearest comparable US GAAP measures see slides 20-23

<sup>3</sup> Translated using an exchange rate of RUR56.2584 to \$1.00 as of Dec 31, 2014. \$ figures shown in charts expressed in millions

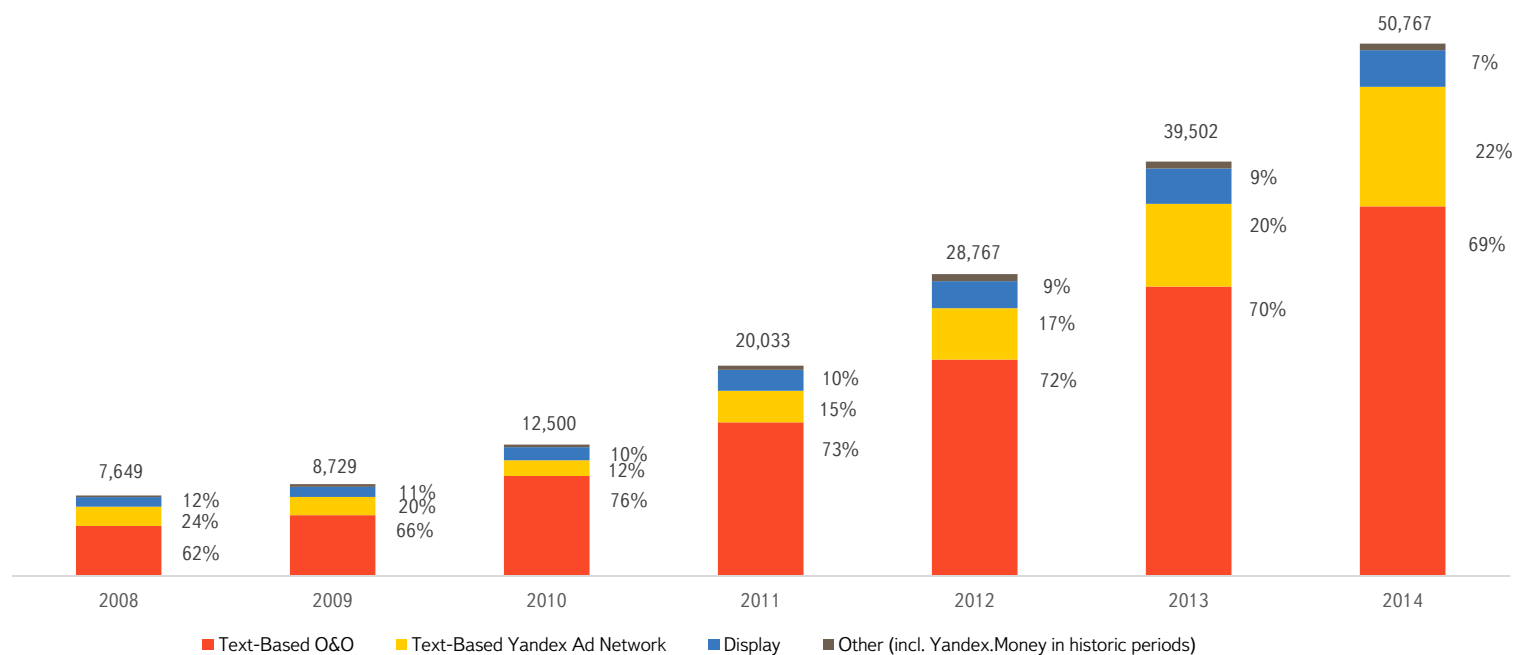
<sup>4</sup> Figures have been restated to exclude Yandex.Money capex for all periods. Capex as % of Revenue excludes Yandex.Money from numerator and denominator

# Revenues

Yandex derives over 90% of its revenues from text-based advertising on Yandex' owned and operated websites and on the websites-partners of Yandex Advertising Network

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

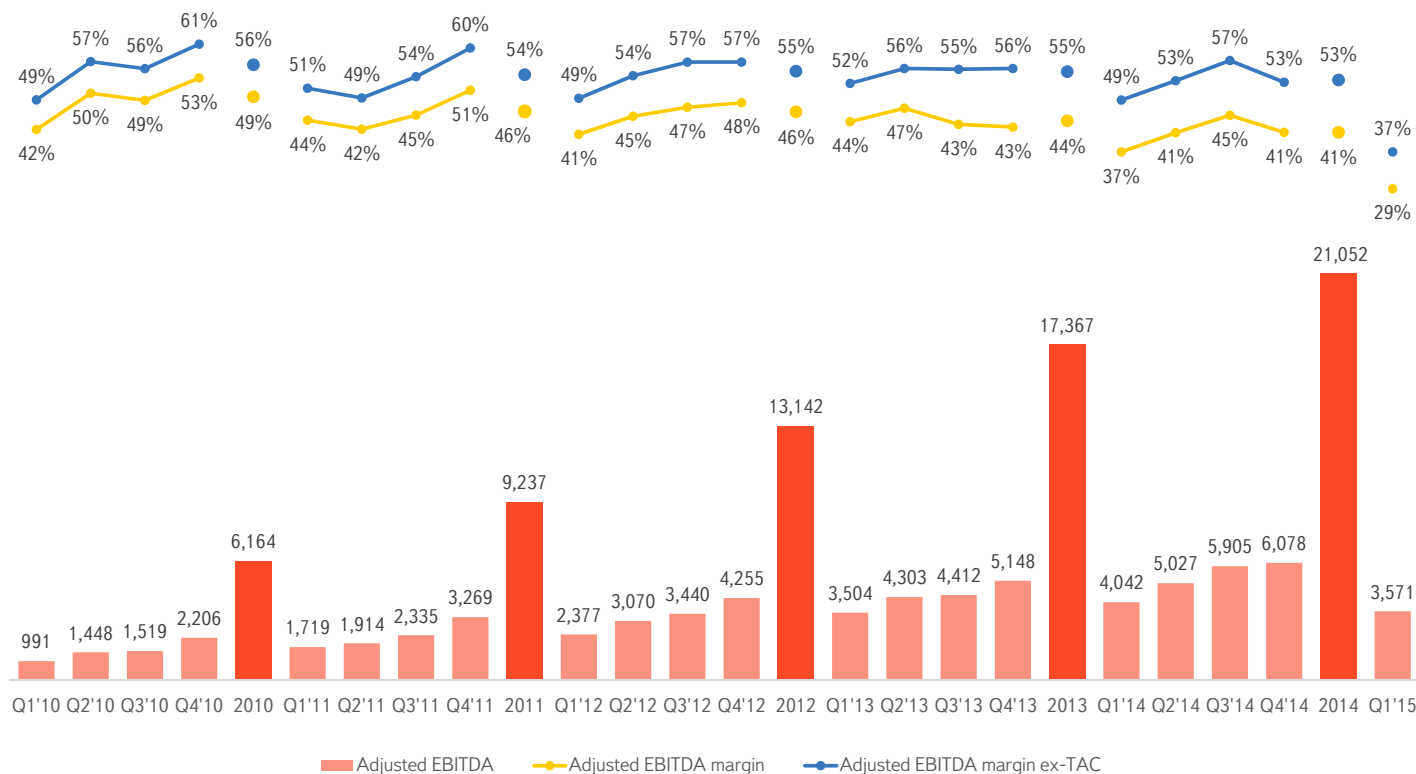
Revenues (RUR MM) and Contribution by Source



# Adjusted EBITDA

- Adjusted EBITDA is EBITDA before share-based compensation
- Adjusted EBITDA Margin means adjusted EBITDA divided by US GAAP revenues
- Adjusted ex-TAC EBITDA margin means adjusted EBITDA divided by ex-TAC revenues
- For a reconciliation of these non-GAAP financial measures to their most directly comparable US GAAP measures, see slides 20-23

Adjusted EBITDA<sup>1</sup> (RUR MM) and Margin (%)



# Adjusted Net Income

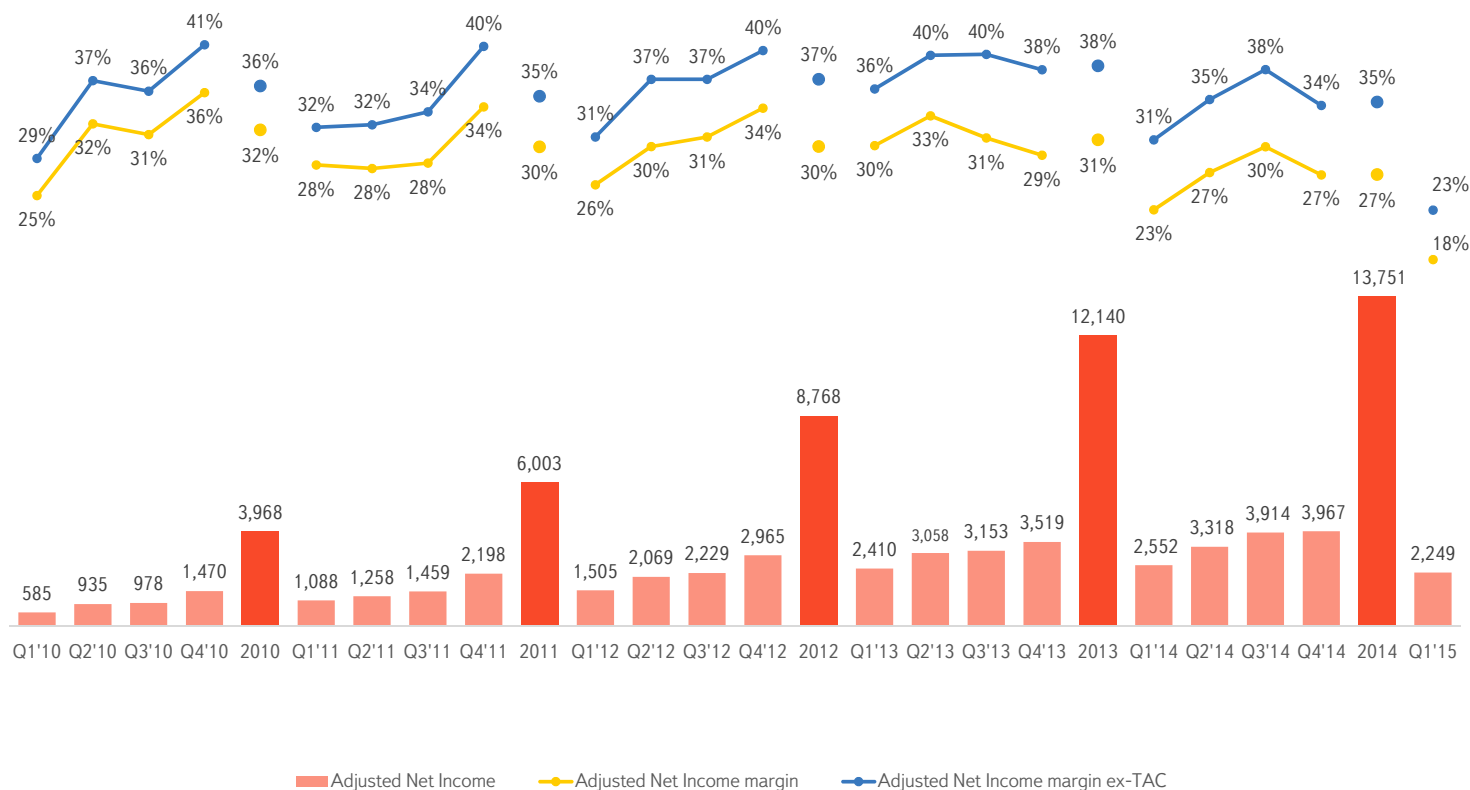
Adjusted net income is net income before share-based compensation and foreign exchange (gains)/losses in both cases tax-adjusted

Adjusted net income margin is adjusted net income divided by US GAAP revenues

Adjusted ex-TAC net income margin is adjusted net income divided by ex-TAC revenues

For a reconciliation of these non-GAAP measures to their most directly comparable US GAAP measures see slides 20-23

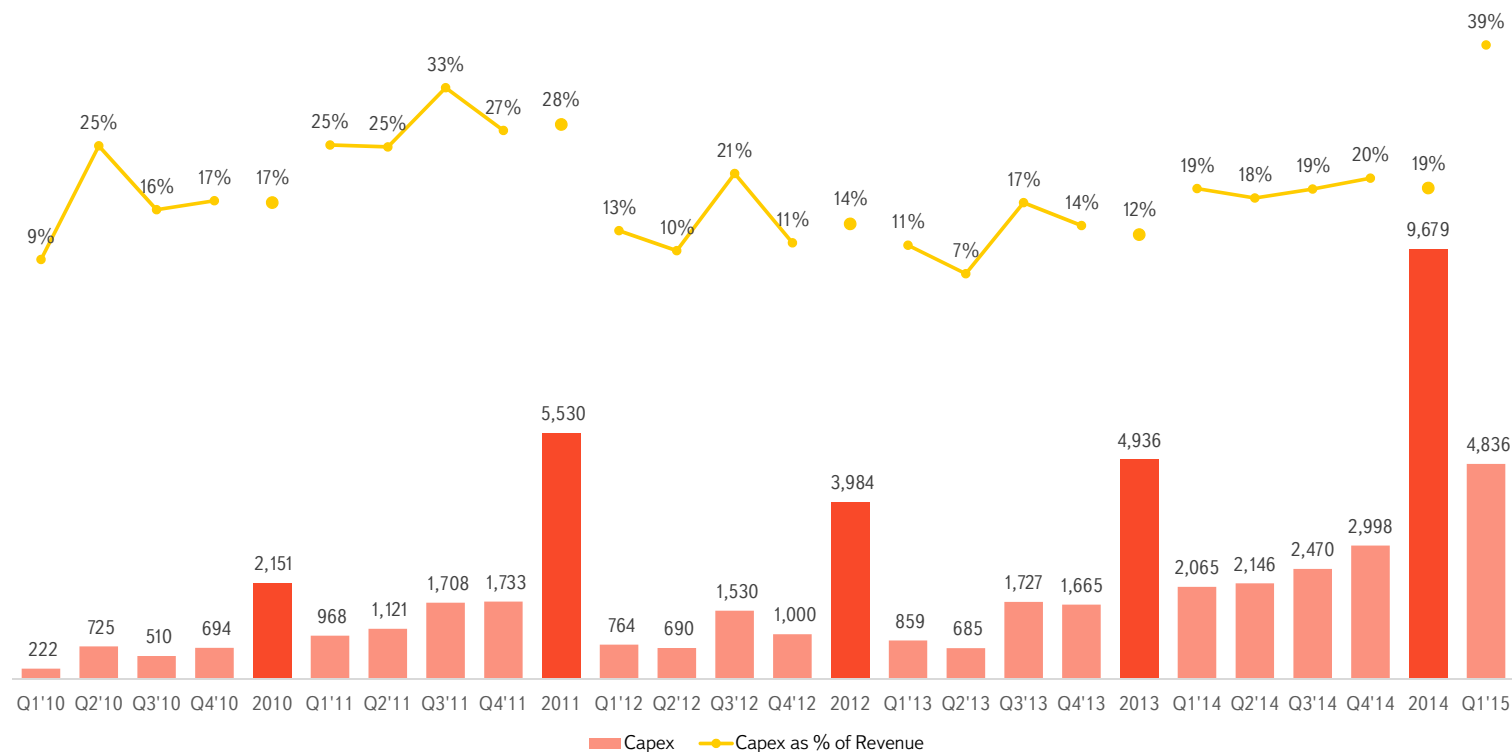
Adjusted Net Income<sup>1</sup> (RUR MM) and Margin (%)



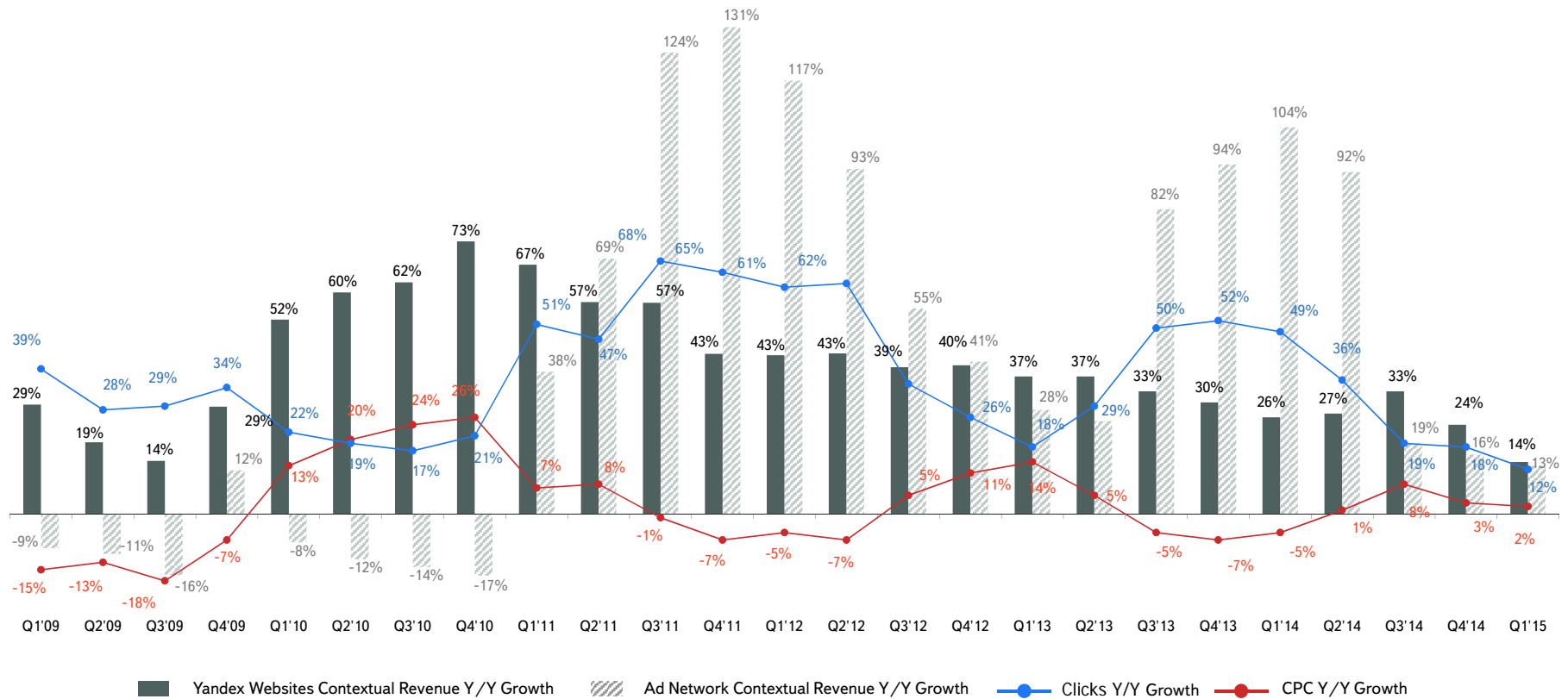
# Capex

Capex and Capex/Revenue Ratio (RUR MM)

Figures have been restated to exclude Yandex. Money capex for all periods. Capex as % of Revenue excludes Yandex. Money from numerator and denominator

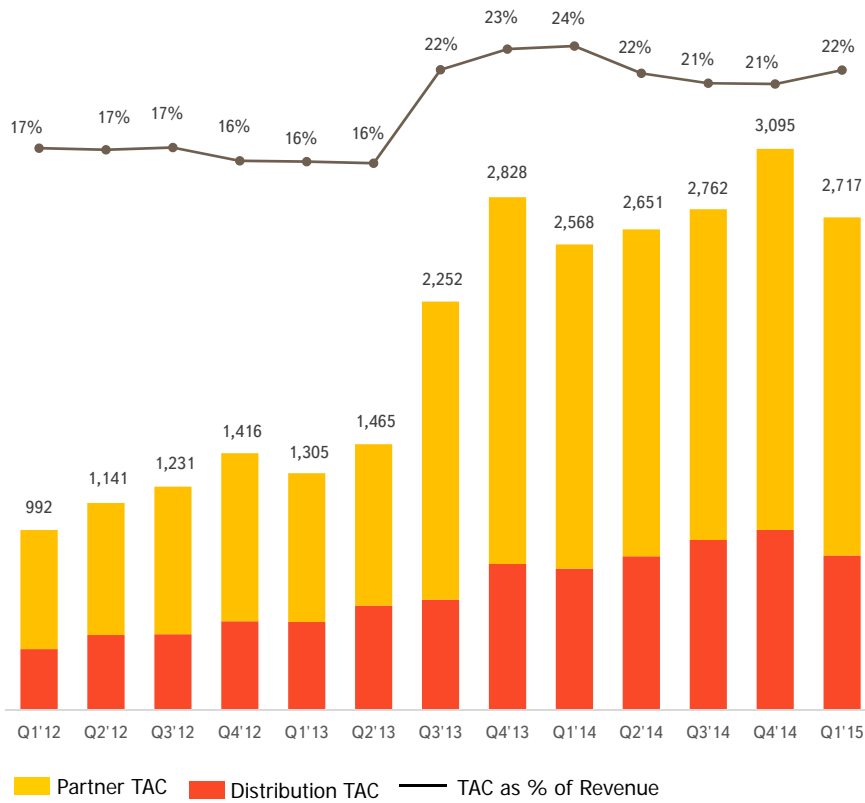


# Operational Metrics – Growth in Paid Clicks and CPC

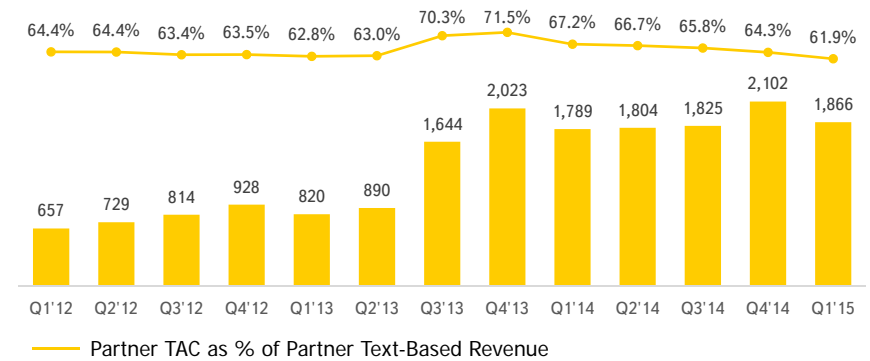


# Traffic Acquisition Costs

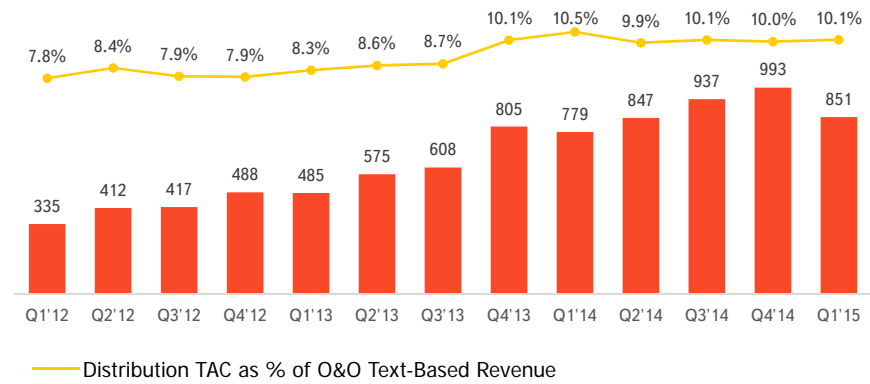
TAC Breakdown



Partner TAC, RUR MM

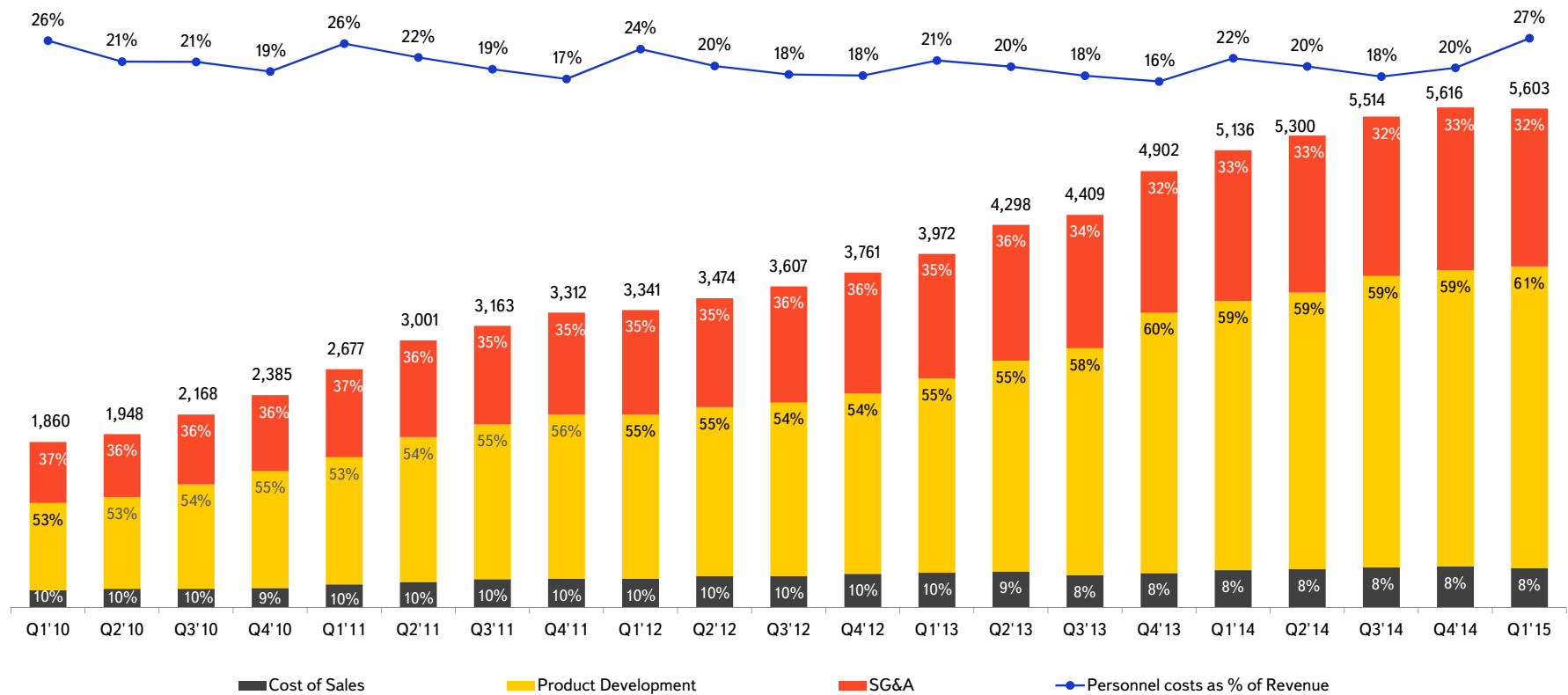


Distribution TAC, RUR MM





# Headcount Evolution - Personnel Breakdown by GAAP Cost Category



# Ownership Structure

The total number of shares issued and outstanding of March 31, 2015 was 317,969,532, including 257,108,926 Class A shares, 60,860,605 Class B shares, and one Priority share and excluding 12,052,222 Class A shares held in treasury as a result of Yandex's repurchase program

Shareholders	Economic ownership as of March 31, 2015 <sup>1</sup>
Principal pre-IPO Shareholder, Directors, Officers and Employees	18.9%
Baring Vostok	4.3%
Arkady Volozh (CEO)	10.8%
Other Directors	0.5%
Other Officers & Employees	3.3%
Other Pre-IPO Shareholders	2.3%
Public Investors	78.7%
<b>Total</b>	<b>100.0%<sup>2</sup></b>

<sup>1</sup> Figures may not add due to rounding

# Reconciliation Tables

# Reconciliation of Non-GAAP Financial Measures<sup>1</sup>

## Reconciliation of Ex-TAC Revenues to US GAAP Revenues

In RUR millions

	Q1'10	Q2'10	Q3'10	Q4'10	Q1'11	Q2'11	Q3'11	Q4'11	Q1'12	Q2'12	Q3'12	Q4'12	Q1'13	Q2'13	Q3'13	Q4'13	Q1'14	Q2'14	Q3'14	Q4'14	Q1'15
Total revenues	2,355	2,889	3,131	4,125	3,894	4,541	5,159	6,439	5,874	6,801	7,273	8,819	7,999	9,199	10,218	12,086	10,885	12,158	13,057	14,667	12,339
Less: traffic acquisition costs (TAC)	317	353	396	507	537	641	818	1,002	992	1,141	1,231	1,416	1,305	1,465	2,252	2,828	2,568	2,651	2,762	3,095	2,717
Ex-TAC revenues	2,038	2,536	2,735	3,618	3,357	3,900	4,341	5,437	4,882	5,660	6,042	7,403	6,694	7,734	7,966	9,258	8,317	9,507	10,295	11,572	9,622

## Reconciliation of Adjusted EBITDA to US GAAP Net Income

In RUR millions

	Q1'10	Q2'10	Q3'10	Q4'10	Q1'11	Q2'11	Q3'11	Q4'11	Q1'12	Q2'12	Q3'12	Q4'12	Q1'13	Q2'13	Q3'13	Q4'13	Q1'14	Q2'14	Q3'14	Q4'14	Q1'15
Net income	507	1,017	883	1,410	820	1,125	1,705	2,123	1,258	1,983	2,291	2,691	2,246	2,915	4,967	3,346	2,680	2,396	4,372	7,572	2,127
Add: depreciation and amortization	259	272	307	343	377	427	488	582	661	696	734	860	879	912	914	990	1,069	1,114	1,095	1,206	1,490
Add: share-based compensation expense	33	32	39	56	70	109	66	84	81	74	106	115	151	151	229	223	255	275	304	376	560
Add: compensation expense related to contingent consideration	-	-	-	-	-	-	-	-	76	55	57	173	21	22	24	14	-	7	10	18	35
Less: interest income, net	(28)	(39)	(43)	(46)	(34)	(36)	(47)	(105)	(167)	(234)	(268)	(333)	(368)	(452)	(483)	(414)	(172)	(203)	(224)	(257)	(484)
Less: other income, net	57	(143)	60	2	254	33	(361)	12	124	(53)	(147)	(42)	(26)	(17)	(2,022)	(94)	(668)	617	(1,077)	(5,175)	(833)
Add: provision for income taxes	163	309	273	441	232	256	484	573	344	549	667	791	601	772	783	1,083	878	821	1,418	2,338	676
Adjusted EBITDA	991	1,448	1,519	2,206	1,719	1,914	2,335	3,269	2,377	3,070	3,440	4,255	3,504	4,303	4,412	5,148	4,042	5,027	5,905	6,078	3,571

## Reconciliation of Adjusted Net Income to US GAAP Net Income

In RUR millions

	Q1'10	Q2'10	Q3'10	Q4'10	Q1'11	Q2'11	Q3'11	Q4'11	Q1'12	Q2'12	Q3'12	Q4'12	Q1'13	Q2'13	Q3'13	Q4'13	Q1'14	Q2'14	Q3'14	Q4'14	Q1'15
Net income	507	1,017	883	1,410	820	1,125	1,705	2,123	1,258	1,983	2,291	2,691	2,246	2,915	4,967	3,346	2,680	2,396	4,372	7,572	2,127
Add: SBC expense	33	32	39	56	70	109	66	84	81	74	106	115	151	151	229	223	255	275	304	376	560
Less: reduction in income tax attributable to SBC expense	-	-	-	-	-	(3)	(6)	(4)	(1)	(1)	(1)	(1)	(2)	(2)	(2)	(3)	(5)	(5)	(5)	(5)	(9)
Add: compensation expense related to contingent consideration	-	-	-	-	-	-	-	-	76	55	57	173	21	22	24	14	-	7	10	18	35
Less: foreign exchange (gain)/loss	57	(143)	70	5	254	34	(383)	(6)	114	(52)	13	(17)	(7)	(35)	2	(99)	(647)	625	(1,824)	(4,707)	(716)
Add: increase/(reduction) in income tax attributable to foreign exchange (gain)/loss	(12)	29	(14)	(1)	(56)	(7)	77	1	(23)	10	(3)	4	1	7	-	20	129	(125)	383	937	127
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	-	-	-	-	-	-	-	-	-	-	(234)	-	-	-	(2,067)	-	-	-	-	-	-
Less: gain from repurchases of convertible debt	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(548)	(110)
Add: increases in income tax attributable to gain from repurchases of convertible debt	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	137	27
Add: amortization of debt discount	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	24	183	190	195	243	273
Less: reduction in income tax attributable to amortization of debt discount	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(6)	(43)	(45)	(46)	(56)	(65)
Adjusted net income	585	935	978	1,470	1,088	1,258	1,459	2,198	1,505	2,069	2,229	2,965	2,410	3,058	3,153	3,519	2,552	3,318	3,914	3,967	2,249

<sup>1</sup> Figures may not add due to rounding

# Reconciliation of Non-GAAP Financial Measures (cont'd)<sup>1</sup>

## Reconciliation of Ex-TAC Revenues to US GAAP Revenues

*In RUR millions*

	2007	2008	2009	2010	2011	2012	2013	2014
Total revenues	4,249	7,649	8,729	12,500	20,033	28,767	39,502	50,767
Less: traffic acquisition costs (TAC)	504	1,270	1,305	1,573	2,998	4,780	7,850	11,076
Ex-TAC revenues	3,745	6,379	7,424	10,927	17,035	23,987	31,652	39,691

## Reconciliation of Adjusted EBITDA to US GAAP Net Income

*In RUR millions*

	2007	2008	2009	2010	2011	2012	2013	2014
Net income	1,520	2,432	2,010	3,817	5,773	8,223	13,474	17,020
Add: depreciation and amortization	295	600	912	1,181	1,874	2,951	3,695	4,484
Add: share-based compensation expense	37	140	209	160	329	376	754	1,210
Add: compensation expense related to contingent consideration	-	-	-	-	-	361	81	35
Less: interest income, net	(31)	(86)	(67)	(156)	(222)	(1,002)	(1,717)	(856)
Less: other income, net	4	(208)	23	(24)	(62)	(118)	(2,159)	(6,296)
Add: provision for income taxes	559	947	672	1,186	1,545	2,351	3,239	5,455
Adjusted EBITDA	2,384	3,825	3,759	6,164	9,237	13,142	17,367	21,052

## Reconciliation of Adjusted Net Income to US GAAP Net Income

*In RUR millions*

	2007	2008	2009	2010	2011	2012	2013	2014
Net income	1,520	2,432	2,010	3,817	5,773	8,223	13,474	17,020
Add: SBC expense	37	140	209	160	329	376	754	1,210
Less: reduction in income tax attributable to SBC expense	-	-	-	-	(13)	(4)	(9)	(20)
Add: compensation expense related to contingent consideration	-	-	-	-	-	361	81	35
Less: foreign exchange (gain)/loss	5	(65)	64	(11)	(101)	57	(139)	(6,553)
Add: increase/(reduction) in income tax attributable to foreign exchange (gain)/loss	(1)	16	(13)	2	15	(11)	28	1,324
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	-	-	-	-	-	(234)	(2,067)	-
Less: gain from repurchases of convertible debt	-	-	-	-	-	-	-	(548)
Add: increases in income tax attributable to gain from repurchases of convertible debt	-	-	-	-	-	-	-	137
Add: amortization of debt discount	-	-	-	-	-	-	24	811
Less: reduction in income tax attributable to amortization of debt discount	-	-	-	-	-	-	(6)	(190)
Adjusted net income	1,561	2,523	2,270	3,968	6,003	8,768	12,140	13,751

<sup>1</sup> Figures may not add due to rounding

# Reconciliation of Non-GAAP Financial Measures (cont'd)<sup>1</sup>

Reconciliation of Adjusted EBITDA Margin and Adjusted Ex-TAC EBITDA Margin to US GAAP Net Income Margin						
<i>In RUR millions</i>						
	US GAAP Actual Net Income	Net Income Margin (1)	Adjustment (2)	Adjusted EBITDA	Adjusted EBITDA Margin (3)	Adjusted Ex-TAC EBITDA Margin (4)
Three months ended March 31, 2010	507	21.5%	484	991	42.1%	48.6%
Three months ended June 30, 2010	1,017	35.2%	431	1,448	50.1%	57.1%
Three months ended September 30, 2010	883	28.2%	636	1,519	48.5%	55.5%
Three months ended December 31, 2010	1,410	34.2%	796	2,206	53.5%	61.0%
Three months ended March 31, 2011	820	21.1%	899	1,719	44.1%	51.2%
Three months ended June 30, 2011	1,125	24.8%	789	1,914	42.1%	49.1%
Three months ended September 30, 2011	1,705	33.0%	630	2,335	45.3%	53.8%
Three months ended December 31, 2011	2,123	33.0%	1,146	3,269	50.8%	60.1%
Three months ended March 31, 2012	1,258	21.4%	1,119	2,377	40.5%	48.7%
Three months ended June 30, 2012	1,983	29.2%	1,087	3,070	45.1%	54.2%
Three months ended September 30, 2012	2,291	31.5%	1,149	3,440	47.3%	56.9%
Three months ended December 31, 2012	2,691	30.5%	1,564	4,255	48.2%	57.5%
Three months ended March 31, 2013	2,246	28.1%	1,258	3,504	43.8%	52.3%
Three months ended June 30, 2013	2,915	31.7%	1,388	4,303	46.8%	55.6%
Three months ended September 30, 2013	4,967	48.6%	(555)	4,412	43.2%	55.4%
Three months ended December 31, 2013	3,346	27.7%	1,802	5,148	42.6%	55.6%
Three months ended March 31, 2014	2,680	24.6%	1,362	4,042	37.1%	48.6%
Three months ended June 30, 2014	2,396	19.7%	2,631	5,027	41.3%	52.9%
Three months ended September 30, 2014	4,372	33.5%	1,533	5,905	45.2%	57.4%
Three months ended December 31, 2014	7,572	51.6%	(1,494)	6,078	41.4%	52.5%
Three months ended March 31, 2015	2,127	17.2%	1,444	3,571	28.9%	37.1%
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%

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

(2) Adjusted to eliminate depreciation and amortization expense, SBC expense, expense related to contingent compensation, interest income, net, other (expense)/income, net, and provision for income taxes. 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 GAAP revenues, please see the table above.

<sup>1</sup> Figures may not add due to rounding

# Reconciliation of Non-GAAP Financial Measures (cont'd)<sup>1</sup>

Reconciliation of Adjusted Net Income Margin and Adjusted Ex-TAC Net Income Margin to US GAAP Net Income Margin						
<i>In RUR millions</i>						
	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)
Three months ended March 31, 2010	507	21.5%	78	585	24.8%	28.7%
Three months ended June 30, 2010	1,017	35.2%	(82)	935	32.4%	36.9%
Three months ended September 30, 2010	883	28.2%	95	978	31.2%	35.8%
Three months ended December 31, 2010	1,410	34.2%	60	1,470	35.6%	40.6%
Three months ended March 31, 2011	820	21.1%	268	1,088	27.9%	32.4%
Three months ended June 30, 2011	1,125	24.8%	133	1,258	27.7%	32.3%
Three months ended September 30, 2011	1,705	33.0%	(246)	1,459	28.3%	33.6%
Three months ended December 31, 2011	2,123	33.0%	75	2,198	34.1%	40.4%
Three months ended March 31, 2012	1,258	21.4%	247	1,505	25.6%	30.8%
Three months ended June 30, 2012	1,983	29.2%	86	2,069	30.4%	36.6%
Three months ended September 30, 2012	2,291	31.5%	(62)	2,229	30.6%	36.9%
Three months ended December 31, 2012	2,691	30.5%	274	2,965	33.6%	40.1%
Three months ended March 31, 2013	2,246	28.1%	164	2,410	30.1%	36.0%
Three months ended June 30, 2013	2,915	31.7%	143	3,058	33.2%	39.5%
Three months ended September 30, 2013	4,967	48.6%	(1,814)	3,153	30.9%	39.6%
Three months ended December 31, 2013	3,346	27.7%	173	3,519	29.1%	38.0%
Three months ended March 31, 2014	2,680	24.6%	(128)	2,552	23.4%	30.7%
Three months ended June 30, 2014	2,396	19.7%	922	3,318	27.3%	34.9%
Three months ended September 30, 2014	4,372	33.5%	(458)	3,914	30.0%	38.0%
Three months ended December 31, 2014	7,572	51.6%	(3,605)	3,967	27.0%	34.3%
Three months ended March 31, 2015	2,127	17.2%	122	2,249	18.2%	23.4%
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%

(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), expense related to contingent compensation, foreign exchange gain (as adjusted for the reduction in income tax attributable to the gain), gain from repurchases of convertible debt (as adjusted for the reduction in income tax attributable to the gain) and amortization of debt discount (as adjusted for the reduction in income tax attributable to the expense). 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 US GAAP revenues, please see the table above.

<sup>1</sup> Figures may not add due to rounding

# Yandex

Please feel free to reach out

[askir@yandex-team.ru](mailto:askir@yandex-team.ru)

Direct IR line: +7 495 974-3538