

Approved by the board on
22 August 2019

Prosus N.V. Project Committee Charter



prosus

1. OBJECTIVE

The main objective of the project committee is to act on behalf of the board of Prosus N.V. (the company) with regard to specific matters delegated by the board from time to time.

2. COMPOSITION

- 2.1. The committee comprises one independent non-executive director, two non-executive directors, one being the chair of the board, plus two executive directors.
- 2.2. The board may, at any time, remove a member from the committee.
- 2.3. The chair of the committee is the chair of the board.
- 2.4. The company secretary serves as secretary of the committee.

3. MEETINGS

- 3.1. Meetings of the committee take place as and when required. Attendance may be by teleconference.
- 3.2. Where appropriate, matters may be dealt with by means of a round-robin resolution.
- 3.3. The quorum of the committee is a majority of members.

4. PROCEEDINGS

- 4.1. The meetings of the committee are regulated by this charter.
- 4.2. The secretary issues notices regarding meetings, compiles an agenda on points for discussion and minutes meetings.
- 4.3. The chair must report to the board about matters considered by the committee between board meetings. Such a report may be verbal or in writing.

5. REMUNERATION

No remuneration is paid to members for their responsibilities as members of this committee.

6. RESPONSIBILITIES

- 6.1. To act on behalf of the board with regard to specific matters delegated by the board from time to time.
- 6.2. Subject to statutory limitations, the board will grant authority and decision-making capability to the committee in respect of each specific matter.

7. GENERAL

The committee may, in the execution of its duties in terms of this charter, obtain, at the company's expense, such external or other independent professional advice as it may deem appropriate to fulfil its responsibilities.

The committee has unrestricted access to company information falling within the committee's mandate and will liaise with management on the information it requires to carry out its responsibilities.