

Last reviewed and approved on  
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# Competition Compliance Policy



prosus

## 1. OBJECTIVE

Prosus N.V. (“Prosus”) and its Subsidiaries<sup>1</sup> (individually, a “Prosus Group Company” and collectively, the “Prosus Group” or “Prosus Group Companies”) is a global internet group and one of the largest technology investors in the world: hundreds of millions of people use our products and services every day. We aim to outperform competitors fairly and honestly. We seek competitive advantages through superior performance, not through unethical or illegal business practices. Prosus Group Companies comply with all applicable laws and regulations, including those relating to competition. Competition laws (sometimes also referred to as “antitrust laws”) are complex and are often applied differently in different countries and contexts.

The objective of this Policy is to ensure that Prosus Group employees (both temporary and permanent) and directors understand the principles that are generally reflected in competition laws and the minimum compliance standards that apply.

## 2. WHAT IS COMPETITION LAW?

The fundamental objective of competition law is to protect and promote free and fair competition. For this reason, competition law prohibits conduct that prevents, restricts or distorts fair competition. Although national competition laws may differ, regulations are based on three underlying concepts:

- **Prohibition of agreements, understandings or arrangements between competitors that reduce competition:** agreements between businesses not to compete with each other are among the most serious forms of anti-competitive behaviour. Such agreements can relate to, for example, price fixing between competitors or market sharing (or division). A formal agreement is not necessary: anti-competitive informal arrangements and oral understandings (the so-called “gentlemen’s agreement”) are also prohibited.
- **Regulation of behaviour of dominant companies:** companies with very strong market power (referred to as a “dominant position”) are prohibited from exploiting their position. A dominant position is not prohibited, provided that it is not abused. This means that a dominant position should not be used illegally to exclude or exploit customers or competitors through, for example, tying or predatory pricing.
- **Assessment of mergers, acquisitions and joint ventures (“merger control”):** mergers, the acquisition or sale of businesses and the establishment of joint ventures may be subject to prior approval by competition authorities. This is to allow the competition authorities to ensure that the transaction does not have a negative effect on competition.

## 3. WHY IS COMPETITION LAW IMPORTANT FOR PROSUS GROUP?

Economies and consumers benefit from a level playing field with variety in product and service offerings. Competition law safeguards effective competition in order to deliver open, dynamic markets and enhance productivity, innovation and value for customers.

Compliance with competition law enables Prosus Group Companies to gain and keep the trust of customers and other stakeholders by being a reliable and honest market player. Failure to comply with relevant competition laws would be a breach of the law that could lead to heavy fines, it could also cause reputational damage, may lead to criminal liability and result in significant damage claims.

Prosus Group competes openly and fairly and complies with applicable competition legislation. We take competition compliance very seriously. For employees, a breach of competition law or this Policy may result in disciplinary action (including dismissal) and, in certain circumstances, criminal prosecution.

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<sup>1</sup> A “Subsidiary” is a company in which Prosus has a shareholding of more than 50% (whether direct or indirect).

## 4. HOW DO WE COMPLY WITH COMPETITION LAWS?

The Prosus Group and its employees comply with applicable competition laws. In practice, this means that as a minimum:

### 4.1 THE DON'TS

- **We do not make illegal agreements that restrict competition:** The prices that Prosus Group Companies charge, the customers to whom they sell products and services, and the territories where they compete are determined independently by the Prosus Group Companies. In practice, this means that Prosus Group Companies' employees and agents may not agree with competitors on illegal anti-competitive arrangements such as the price a customer will be charged or other critical terms of sale.
- **We do not illegally exchange information with competitors:** Prosus Group employees and agents may not have illegal discussions or communications with any competitor concerning competitively sensitive information, such as pricing, contract bids, discounts or Prosus Group strategic plans regarding products, services or customers.
- **We do not impose illegal restrictions or conditions on products and/or services:** When we set terms and conditions for our customers and distributors we must ensure that these comply with competition law. As competition legislation can vary significantly from territory to territory, employees must seek guidance from their Prosus Group Company Ethics & Compliance Officer when setting terms and conditions, and, in particular, when:
  - Requiring customers to buy only Prosus Group products and/or services or to abide by a minimum, maximum or specific price
  - Restricting the resale of products by distributors
  - Offering package deals which may require a customer to purchase one product and/or service from a Prosus Group Company on the condition that the customer also purchases another product or service from a Prosus Group Company.

### 4.2 THE DO'S

- **We clearly reject any proposed illegal behavior that would restrict competition:** Prosus Group employees clearly reject any suggestion by a competitor of an anti-competitive arrangement, and report any such proposal to the relevant Ethics & Compliance Officer.
- **We know what to do in case of dawn raids:** Competition authorities regularly conduct unannounced inspections of companies and their premises ("dawn raids"). The powers of the authorities during an inspection may vary in different territories but are usually very wide ranging. If there is a dawn raid Prosus Group employees should:
  - Ask the authorities for the written authority setting out the subject matter and purpose of the inspection
  - Inform their Ethics & Compliance Officer immediately
  - Cooperate with the authorities and do not delete or remove any potentially relevant materials
  - Take extensive notes of all conversations with and material provided to the inspectors.
- **We obtain any required approvals from the relevant competition authorities:** We assess whether approval is required from the relevant competition authorities. If approval is required, then we do not implement the transaction (or take steps to implement that are not permitted ("gun jump")) before the approval has been obtained.
- **We involve our Manager or Ethics & Compliance Officer** in case of any questions concerning competition law and/or this Policy.

## 5. POLICY SCOPE AND GOVERNANCE

This Policy applies to all Subsidiaries, directors, officers and employees in the Prosus Group.

Management is responsible for the implementation of this Policy and a fit for purpose Competition

Compliance Programme (“Programme”) in the Prosus Group Company for which they are responsible. The design (depth and breadth) of the Programme, must be based on the outcome of a competition compliance risk assessment. The Programme must be designed to ensure that all employees comply with applicable laws and regulations and conduct business in accordance with the requirements set forth in this Policy.

The Ethics & Compliance Officer supports management in the implementation of this Policy and reports to Prosus Group Ethics & Compliance on the design and implementation of the Programme.

Prosus Group Ethics & Compliance serves as the point of contact for this Policy and along with Prosus Group Risk & Audit will monitor the design, implementation, adequacy and effectiveness of the Programme, as necessary.

The prior written approval of the Prosus Group Chief Ethics & Compliance Officer, who is the ultimate owner and has overall responsibility for the implementation of this Policy, is required for any deviation from this Policy. This Policy will be reviewed on an annual basis by Prosus Group Ethics & Compliance.

## 6. SPEAK UP

If you believe that there has been a breach of this Policy (or intention to do so), we encourage you to Speak Up. You may, at any time, contact your line manager, HR, an Ethics & Compliance Officer or the Prosus Group Ethics & Compliance team ([speakup@prosus.com](mailto:speakup@prosus.com)) to seek advice, guidance or to formally raise a concern.

If you do not feel comfortable raising a concern internally, you may use the independent, external Speak Up Service operated by Navex Global EthicsPoint. There are two ways to report a concern using the Speak Up Service:

- Online: <https://speakup.prosus.com>
- Telephone: (numbers available on website above)