

Prosus N.V.
Main Elements
of Contracts
with Executive
Directors



prosus

Bob van Dijk	
Appointment	Appointed as the Naspers Group chief executive officer on 1 April 2014 and, as a result of the listing of Prosus, as the chief executive officer of the Prosus Group.
Role	Chief executive officer of the Naspers and Prosus Group.
Contract	Employed by a subsidiary of Prosus on the basis of an employment agreement for an indefinite period of time.
Performance objectives	Determined annually by the Board and relevant committees as described in the Remuneration Policy.
Remuneration	Bob Van Dijk's remuneration, which is paid in Euro, as an executive director of Prosus and an executive director of Naspers will be split 30/70 between Naspers and Prosus. His remuneration is determined annually by the Board and human resources and remuneration committee as described in the Remuneration Policy.
Fixed Remuneration	The non-executive directors review the annual base pay annually and may increase the base salary levels for the executive Directors on an annual basis, typically effective from 1 April each year in line with the Remuneration Policy. A number of factors are taken into account during the review process, including personal performance, business performance, the scope and nature of the role, relevant companies in the technology sector and local economic indicators such as inflation, cost-of-living changes and the relevant labour market, to ensure remuneration is fair, sensible and market competitive. In preparation of the annual review process, the human resources and remuneration committee considers data from comparator companies, bearing in mind the size of the business, its complexity and its geographic footprint.
Short-term incentives	The executive directors are eligible to participate in an annual performance-related, short-term incentive scheme as set out in the Remuneration Policy. Bob Van Dijk's annual cash bonus is up to 100% of his annual base salary.
Longer-term incentives	The executive directors are eligible to participate in annual performance-related, longer-term incentives (LTIs) as set out in the Remuneration Policy. Detailed scheme rules provide for the operation and governance of each scheme.
Benefits	Benefits provided include a mix of cash and non-cash benefits, including pension, medical and other optional benefits.
Pension	The executive Directors are eligible to receive pension benefits with employer contributions of up to 20% of their annual base pay plus employer-paid international health insurance and life insurance.
Severance payment entitlement	Executive Directors' contracts do not contain clauses that provide a benefit upon termination. Payments in lieu of notice may be made to executive directors, comprising salary or cost to company for the unexpired portion of the notice period. Such payments may be phased. On cessation, there is no automatic entitlement to an annual performance related incentive. However, the human resources and remuneration committee retains the discretion to award a bonus to a leaver during the financial year taking into account the circumstances of their departure. There is no entitlement to a particular severance package provided for in the service contract of an executive director or senior manager.

Basil Sgourdos	
Appointment	Appointed as the Naspers Group financial director on 1 April 2014 and, as a result of the listing of Prosus, as the financial director of the Prosus Group.
Role	Financial director of the Naspers and Prosus Group.
Contract	Employed by a subsidiary of Prosus on the basis of an employment agreement for an indefinite period of time.
Performance objectives	Determined annually by the Board and relevant committees as described in the Remuneration Policy.
Remuneration	Basil Sgourdos' remuneration as an executive director of Prosus and an executive director of Naspers will be split 30/70 between Naspers and Prosus. His remuneration is determined annually by the Board and human resources and remuneration committee as described more extensive in the Remuneration Policy.
Fixed Remuneration	The non-executive directors review the annual base pay annually and may increase the base salary levels for the executive Directors on an annual basis, typically effective from 1 April each year in line with the Remuneration Policy. A number of factors are taken into account during the review process, including personal performance, business performance, the scope and nature of the role, relevant companies in the technology sector and local economic indicators such as inflation, cost-of-living changes and the relevant labour market, to ensure remuneration is fair, sensible and market competitive. In preparation of the annual review process, the human resources and remuneration committee considers data from comparator companies, bearing in mind the size of the business, its complexity and its geographic footprint.
Short-term incentives	The executive directors are eligible to participate in an annual performance-related, short-term incentive schemes as set out in the Remuneration Policy. Basil Sgourdos' annual cash bonus and performance related payment is up to 100% of his cost to company. An occasional, additional variable bonus capped at 25% of the cost to company (relating to obtaining new general funding) applies but is not applicable in every financial year.
Longer-term incentives	The executive directors are eligible to participate in an annual performance-related, longer-term incentives (LTIs) as set out in the remuneration policy. Detailed scheme rules provide for the operation and governance of each scheme.
Benefits	Benefits provided include a mix of cash and non-cash benefits, including pension, medical and other optional benefits.
Pension	The executive Directors are eligible to receive pension benefits with employer contributions of up to 20% of their annual base pay plus employer-paid international health insurance and life insurance.
Severance payment entitlement	Executive Directors' contracts do not contain clauses that provide a benefit upon termination. Payments in lieu of notice may be made to executive directors, comprising salary or cost to company for the unexpired portion of the notice period. Such payments may be phased. On cessation, there is no automatic entitlement to an annual performance related incentive. However, the human resources and remuneration committee retains the discretion to award a bonus to a leaver during the financial year taking into account the circumstances of their departure. There is no entitlement to a particular severance package provided for in the service contract of an executive director or senior manager.