



prosus

2024

CHAIR'S LETTER, NOTICE OF MEETING AND POWER OF ATTORNEY

Improving everyday life for billions
of people through technology

Prosus

is a global technology group with businesses and investments in growth markets around the world.

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Chair's letter

Dear Shareholder

I am pleased to invite you to the annual general meeting (AGM) of Prosus N.V. (the company or Prosus). This will be held at 14:00 (Central European time) on Wednesday, 21 August 2024, at The Warehouse, Generaal Vetterstraat 51-A, 1059 BT Amsterdam, the Netherlands. We will also ensure virtual access to the AGM in a manner consistent with the arrangements for a hybrid meeting. Virtual participation will be subject to our terms and conditions for hybrid general meetings.

At the AGM, we will review challenges and opportunities the past year imposed upon or offered to the group. We will be proposing for appointment as director the group's chief executive, Fabricio Bloisi. Fabricio is the founder of Movile and currently the chief executive of iFood. He is an innovator with deep roots in building and scaling world-class technology companies in growth markets. The board expresses its gratitude to Ervin for an outstanding job leading the group as interim chief executive during the past eight months, navigating the challenging external environment, and bringing to bear a new energy and focus.

Fabricio will update you on the progress of the business. Some presentations regarding other items on the agenda will follow. Then we will have a full Q&A session on matters tabled, before we vote on the relevant resolutions.

Full explanations of all proposed resolutions are set out in the notes to follow. The board believes that all proposals to be put to you at the AGM are in the best interest of Prosus and all its shareholders. Accordingly, the directors unanimously recommend that you vote in favour of the resolutions, as they intend to do themselves in respect of their own shares.

The AGM is an important opportunity for all shareholders to ask questions on the above matters, and on any other topic relevant to our business and these resolutions. Shareholders attending the

AGM are kindly invited to submit questions addressed to the AGM in advance to generalmeeting@prosus.com. Alternatively, you may already find the answer to your question on our website at www.prosus.com.

Enclosed with this letter you will find a notice of the AGM being convened, together with an agenda and explanatory notes. Year-end documents are available on our website at www.prosus.com/investors.

If you would like to electronically grant a proxy with voting instructions to Joyce Leemrijse, civil law notary with Allen & Overy Shearman Sterling LLP in Amsterdam, you are welcome to do so. Please advise her no later than 17:30 (CET) on Wednesday, 14 August 2024.

Please refer to the information provided in the notice. All your votes are important to us and I would urge you to cast your vote. For those who are registered in Prosus' register of shareholders, we are enclosing a proxy form with voting instructions.

You may also cast your vote electronically in real time during the AGM. Requirements are set out in the notice.

The results of the AGM will be announced at the end of the meeting. Subsequently also via a press release, as well as on the Prosus website at www.prosus.com/news.

Our board looks forward to engaging with you on Wednesday, 21 August 2024.

Yours sincerely

Koos Bekker

Chair

10 July 2024

Notice of hybrid annual general meeting

Notice is hereby given that the hybrid annual general meeting of Prosus N.V. (the company or Prosus), will be held at 14:00 (Central European time) on Wednesday, 21 August 2024, for the purposes of considering the following business:

- 1 To discuss the annual report¹.
- 2 To discuss the governance report and compliance with the Code¹.
- 3 To approve the directors' remuneration report².
- 4 To adopt the annual accounts for the financial year ended 31 March 2024.
- 5 To make a distribution in relation to the financial year ended 31 March 2024.
- 6 To discharge executive directors from liability.
- 7 To discharge non-executive directors from liability.
- 8 To adopt the remuneration policy of the executive and non-executive directors.
- 9 To approve the remuneration of the non-executive directors.
- 10 To appoint Fabricio Bloisi as an executive director and as chief executive of Prosus.
- 11 To reappoint the following non-executive directors:
 - 11.1 Hendrik du Toit
 - 11.2 Craig Enenstein
 - 11.3 Angelien Kemna
 - 11.4 Nolo Letele
 - 11.5 Roberto Oliveira de Lima
- 12 To reappoint Deloitte Accountants B.V. as the auditor charged with the auditing of the annual accounts for the year ending 31 March 2026.
- 13 To designate the board of directors as the company body authorised to issue shares.
- 14 To authorise the board of directors to resolve that the company acquires shares in its own capital.
- 15 To reduce the share capital by cancelling own shares.
- 16 Voting results.
- 17 Closing.

The annual general meeting of Prosus will be held at 14:00 (Central European time) on Wednesday, 21 August 2024, at The Warehouse, Generaal Vetterstraat 51-A, 1059 BT Amsterdam, the Netherlands. We will also ensure virtual access to the annual general meeting in a manner

¹ Non-voting item.

² Advisory vote.

consistent with the arrangements for a hybrid meeting. Virtual participation will be subject to our terms and conditions for hybrid general meetings.

Meeting documents

The agenda, including explanatory notes, and the 2024 annual report, including financial statements, the proposed amendment to the articles of association for agenda item 5, as well as the other meeting documents, are available upon request and free of charge at the office of Prosus, Gustav Mahlerplein 5, 1082 MS Amsterdam; on email at: generalmeeting@prosus.com or on our website at www.prosus.com/investors/shareholder-centre/shareholder-meetings.

These documents can also be obtained digitally from ABN AMRO via www.abnamro.com/evoting or by request to email address ava@nl.abnamro.com.

Record date

In accordance with the statutory provisions, eligible meeting participants and persons entitled to vote at the annual general meeting are those persons who on Wednesday, 24 July 2024 (the record date), after processing of all entries and deletions as of that date, are recorded in the (sub)registers designated by the board of directors.

Registration

Holders of shares (or their authorised representatives) who wish to attend the annual general meeting must register electronically with ABN AMRO via their intermediaries at which their shares are administered, following the record date and no later than Wednesday, 14 August 2024, at 17:30 CET. Not later than Thursday, 15 August 2024 (before 12:00 noon CET) the intermediaries are to provide ABN AMRO via www.abnamro.com/intermediary with an electronic statement that includes the number of shares held on the record date by the shareholder concerned and applied for registration. In addition, the intermediaries are requested to include the full address details of the relevant shareholder, as well as their valid email address, securities account and (for virtual access) mobile phone number which are required for authentication purposes in order to provide access. The receipt (of registration) to be supplied by ABN AMRO via the relevant intermediary will serve as admission ticket to the meeting for those attending the meeting in person, or will contain login details for attending the meeting and/or to vote for those attending the meeting virtually.

Holders of shares registered in Prosus' shareholders register (or their authorised representatives) who wish to attend the annual general meeting and/or to vote must apply via www.abnamro.com/evoting not later than Wednesday, 14 August 2024, at 17:30 CET.

Notice of hybrid annual general meeting continued

Physical attending and voting

Registration for admission to the annual general meeting will take place on the day of the annual general meeting from 13:00 CET until the commencement of the annual general meeting at 14:00 CET. After this time, registration for admission is no longer possible. Persons entitled to attend the meeting must present a valid admission ticket for the meeting and may be asked for identification prior to being admitted and are therefore requested to carry a valid identity document. Proxy holders must present a copy of their proxy.

Virtual attending and voting

Shareholders can attend and vote at the meeting on all resolutions virtually, therefore, online and remotely with their own smartphone, tablet or personal computer, unless the shareholder's intermediary does not accommodate online attending and voting.

Upon registration to attend and/or vote virtually, a shareholder will receive an email with a link via www.abnamro.com/evoting to log into the online voting platform. After successful login and confirmation of the login via two-factor authentication (by SMS verification), the shareholder is automatically logged into the meeting. Further instructions may be provided via www.abnamro.com/evoting.

You will be able to log in for virtual admission to the meeting on Wednesday, 21 August 2024 via www.abnamro.com/evoting from 13:00 CET until the commencement of the meeting at 14:00 CET.

You must log in and complete the virtual admission procedure for the meeting before 14:00 CET. After this time, registration is no longer possible. Shareholders who log in afterwards will only have access to the webcast to follow the meeting, but will not be able to ask questions and will not be able to vote.

The Prosus policy regarding general meetings of shareholders can be found at www.prosus.com (with the meeting documents). Virtual voting entails risks. If you wish to avoid such risks, you should choose to give a proxy with voting instructions or attend the meeting physically.

Voting by proxy

Shareholders who are unable to attend the meeting and/or do not wish to vote during the meeting can render a proxy with their voting instructions electronically via www.abnamro.com/evoting. By doing so, voting instructions are given to Ms JJCA Leemrijse, civil law notary with Allen & Overy Shearman Sterling LLP, in Amsterdam, or her deputy, to cast their vote at the annual general meeting. If a shareholder is unable to give their voting instructions electronically, these may also be given in writing. The proxy form can be found on the Prosus website at www.prosus.com/investors/shareholder-centre/shareholder-meetings.

The proxy form must be completed and received by ABN AMRO via email at ava@nl.abnamro.com on Wednesday, 14 August 2024, at 17:30 CET at the latest.

Written questions and information

Shareholders are encouraged to submit questions prior to the meeting, by sending them to generalmeeting@prosus.com before 18 August 2024, at 14:00 CET. The relevant questions and answers will be published on the company's website (www.prosus.com/investors/shareholder-centre/shareholdermeetings).

Agenda and explanatory notes

- 1 To discuss the Prosus annual report submitted by the board of directors (non-voting item)

At this agenda item, the chief executive will update you on the progress of the business in the financial year ended 31 March 2024.

A full Q&A session will be held on all matters tabled for this meeting during this agenda item.

- 2 To discuss the governance report and compliance with the Code (non-voting item)

Prosus addressed its overall corporate governance structure in the governance section set out on pages 76 to 87 of the annual report and explains to what extent and how it applies the principles and best-practice provisions of the Dutch Corporate Governance Code, 2022 (the Code) in the explanations of the deviations of the Code which is available on our website at www.prosus.com.

- 3 To approve the directors' remuneration report (advisory vote)

Prosus has drawn up the directors' remuneration report, including an overview of remuneration to individual members of the board in accordance with the statutory requirements.

The directors' remuneration report is put to the general meeting of shareholders for a non-binding advisory vote. It is proposed to approve the directors' remuneration report.

Please refer to the directors' remuneration report that is included in the Prosus annual report on pages 88 to 105. A copy of the remuneration policy, which was approved by shareholders at the annual general meeting in 2023, is available on our website at www.prosus.com.

Notice of hybrid annual general meeting continued

4 To adopt the annual accounts (voting item)

To consider and adopt the annual accounts for the twelve (12) months ended 31 March 2024 as included in the Prosus annual report on pages 109 to 198.

5 To make a distribution in relation to the financial year ended 31 March 2024 (voting item)

Prosus does not have a defined dividend policy and, as such, there are no restrictions on, or a target range for, the payment of dividends. The board generally considers dividend declarations annually during the month of June when it finalises the annual accounts. The ability and intention of Prosus to declare and pay dividends in the future:

- (i) will mainly depend on its financial position, results of operations, capital requirements, investment prospects, the existence of distributable reserves and available liquidity and such other factors as the board may deem relevant; and
- (ii) are subject to numerous assumptions, risks and uncertainties, many of which are beyond Prosus' control.

In accordance with the articles of association, the board proposes that a distribution be made to holders of ordinary shares as follows:

- (i) 10 euro cents per share to the holders of ordinary shares N;
- (ii) 0.00001 euro cents per share to the holders of ordinary shares B; and
- (iii) an amount per share equal to the outcome of the formula set forth in article 30.3 of the articles of association to the holders of ordinary shares A1, in each case in accordance with articles 30.2 through 30.3 of the articles of association.

Holders of ordinary shares N can elect whether they want to receive their distribution in the form of a regular dividend out of net profit, or whether they prefer to receive an equal amount in the form of repaid capital instead. Holders of ordinary shares N that do not make a choice participate in the distribution of repaid capital. In addition, a choice for one option implies an opt-out of the other option.

Thereeto, this proposal to make a distribution in relation to the financial year ended 31 March 2024 consists of two elements, being the distribution of a dividend out of net profit and the distribution of repaid capital. The latter

implies a resolution to formally reduce the capital of the company (*kapitaalvermindering*) to be effectuated after the conclusion of a formal capital reduction process including a two-month opposition period for creditors. To be able to make a distribution in the form of repaid capital, two subsequent changes to the articles of association have to be made by:

- (1) increasing the nominal value of the ordinary shares N with 10 euro cents, thus increasing the issued share capital of the company at the charge of the share premium reserve; and
- (2) subsequently, by decreasing the nominal value of the ordinary shares N back to the current nominal value, thus decreasing the issued share capital of the company, which decrease is partly paid to the shareholders who have opted for the repaid capital option. The balance will be added (back) to the share premium reserve of the company.

Consequently, the proposal consists of three parts:

- (a) the proposal to distribute a dividend as set out above;
- (b) the proposal to amend the articles of association of the company by an increase of the nominal value of the ordinary shares N from €0.05 to €0.15, thus increasing the issued share capital of the company at the charge of the share premium reserve; and
- (c) the proposal to decrease the issued share capital of the company and to amend the articles of association of the company by a decrease of the nominal value of the ordinary shares N back from €0.15 to the current nominal value of €0.05, thus decreasing the issued share capital of the company, which decrease is partly paid to the shareholders who have opted (or implicitly opted) for the repaid capital option, and the balance is added to the share premium reserve of the company.

The proposed changes (in English and Dutch) are set out in the proposed amendments 2024 to the articles of association dated 24 June 2024 available at www.prosus.com.

The proposal to amend the articles of association of either alternative includes authorising each member of the board, the company secretary, as well as each (deputy) civil law notary and notarial assistant of Allen & Overy Shearman Sterling LLP (Amsterdam office), attorneys at law, civil law notaries and tax advisers, each of them separately, to have the two deeds of amendment of the articles of association executed.

Notice of hybrid annual general meeting continued

For those holders holding their shares in South Africa via Strate, the proposed distribution as denominated in euro will be translated to South African rand at the exchange rate prevailing on the date of approval at the 2024 annual general meeting.

6 To discharge the executive directors from liability (voting item)

It is proposed that the executive directors in office for the year ended 31 March 2024 be discharged from liability for the fulfilment of their tasks in the 2024 financial year.

7 To discharge the non-executive directors from liability (voting item)

It is proposed that the non-executive directors for the year ended 31 March 2024 be discharged from liability for the fulfilment of their tasks in the 2024 financial year.

8 To adopt the remuneration policy of the executive and non-executive directors (voting item)

In accordance with sections 2:135, 2:135a and 2:145(2) of the Dutch Civil Code, the non-executive directors have drawn up a remuneration policy of the executives and non-executives, setting out the combined remuneration for Naspers and Prosus. The remuneration policy is available on Prosus's website at www.prosus.com/investors. The remuneration policy has been approved by the board on recommendation from the human resources and remuneration committee.

9 To approve the remuneration of the non-executive directors (voting item)

The approval of the remuneration of non-executive directors for the year ending 31 March 2026 (up to 5% increase on fees for 31 March 2025 already approved by shareholders at the annual general meeting on 23 August 2023), as follows:

Remuneration of non-executive directors		31 March 2026 ¹ (total proposed fee payable by Naspers and Prosus)	31 March 2026 ² (proposed amount payable by Prosus)
Board	Chair ³	2.5 times member	US\$424 003
	Member		US\$242 287
Audit committee	Chair	2.5 times member	US\$104 465
	Member		US\$59 694
Risk committee	Chair	2.5 times member	US\$62 050
	Member		US\$35 457
Human resources and remuneration committee	Chair	2.5 times member	US\$73 408
	Member		US\$41 948
Nominations committee	Chair	2.5 times member	US\$39 565
	Member		US\$22 608
Social, ethics and sustainability committee	Chair	2.5 times member	US\$54 303
	Member		US\$31 030
All members: Daily fees when travelling to and attending meetings outside home country		US\$3 500	US\$2 450
Trustee of group share schemes/other personnel funds		R65 346	R45 742

¹ Following the listing of Prosus on the Euronext Amsterdam, Prosus non-executive directors serve on the boards of both Naspers Limited and Prosus N.V. As a result of the non-executive directors assuming these dual responsibilities, the proposed fees will be split between Naspers and Prosus on a 30/70 basis.

² The remuneration report on page 92 of the annual report sets out details of the shareholders' advisory vote on the remuneration report for FY24 as well as information on stakeholder engagement on remuneration.

³ The chair of Prosus does not receive additional remuneration for attending meetings or being a member of or chairing any committee of the board or serving as a board member of Tencent.

Notice of hybrid annual general meeting continued

10 To appoint Fabricio Bloisi as an executive director of Prosus (voting item)

In accordance with the articles of association, the board of directors proposes to appoint Fabricio Bloisi as an executive director of Prosus.

Fabricio Bloisi (47, male) is the founder of Movable and the CEO of iFood, the leading food delivery company in Latin America. iFood has over 5 000 employees, 350 000 partner restaurants, works with over 300 000 delivery partner couriers, and serves over 96 million orders per month. iFood directly and indirectly moved U\$20bn in gross production value, impacting 0.53% of Brazil's GDP in 2022.

Fabricio holds a degree in computer science from the State University of Campinas (UNICAMP) and an MBA from Getulio Vargas Foundation (FGV/EAESP). His thesis focused on high-growth start-ups, innovation and strategy. He also completed the EPGC programme at Stanford Graduate School of Business and OPM at Harvard.

He is personally dedicated to promoting education projects through his 1Bi Foundation to support education through technology. 1Bi supports projects such as Potência Tech, Meu Diploma do Ensino Médio, Movimento Tech and the XPrize. In 2023, Fabricio was appointed as a UN spokesperson on education on SDG 4 for Brazil and also joined the economic and sustainable development council of the President of the Republic of Brazil.

As at the date of this notice, he does not hold any shares in the capital of the company.

Fabricio has established iFood as one of the most innovative food delivery companies in the world. He has a combination of vision, deep operational experience and strong discipline. The board unanimously recommends that Fabricio Bloisi be appointed as an executive director of Prosus for a period of four years, thus ending at the close of the annual general meeting to be held in 2028.

11 To reappoint the following non-executive directors (voting items)

It is proposed to reappoint the following non-executive directors for a period of three years, thus ending at the close of the annual general meeting to be held in 2027.

11.1 Hendrik du Toit

Hendrik du Toit (62, male) is an independent non-executive director and acts as the lead independent director for the board. He is the founder and chief executive officer of Ninety One. He entered the asset management industry in 1988 and joined Investec Group in 1991, founding Investec Asset Management, which rebranded to Ninety One in 2020. He also served as joint chief executive officer of Investec Group from 1 October 2018 until the demerger and listing of Ninety One from Investec Group on 16 March 2020. Hendrik is a World Benchmarking Alliance ambassador. Previously, he served as a non-executive director of the Industrial Development Corporation of South Africa. He has also served on the advisory boards of the Sustainable Development Solutions Network, the expert board of HM Treasury's Belt and Road Initiative, the UN business and human security initiative, the Impact Investing Institute, and commissioner of the Business and Sustainable Development Commission. Hendrik holds an MPhil in economics and politics of development from Cambridge University, and an MCom in economics (cum laude) from Stellenbosch University.

Due to the wealth of experience and industry knowledge specifically related to investment management, sustainability and economics, the board unanimously recommends that he be reappointed.

As at the date of this notice, he holds 11 139 ordinary shares N directly.

11.2 Craig Enenstein

Craig Enenstein (55, male) is an independent non-executive director. He is also the chief executive officer of Corridor Capital, LLC, an operationally intensive private equity firm focused on the lower middle market. Corridor Capital, LLC is based in Los Angeles and was founded by Craig in 2005. He holds an MBA in finance from the Wharton School of Business of the University of Pennsylvania, an MA in international studies from the Lauder Institute at the University of Pennsylvania and a BA from the University of California, Berkeley.

Due to his wealth of experience, combined with his knowledge and experience in the field of mergers and acquisitions, corporate finance, economics and valuations, the board unanimously recommends that he be reappointed.

As at the date of this notice, he holds 904 ordinary shares N indirectly.

Notice of hybrid annual general meeting continued

11.3 Angelien Kemna

Angelien Kemna (66, female) is an independent non-executive director. She holds an MSc in operations research from Erasmus University, Rotterdam (1981) and a PhD in Finance from Erasmus University, Rotterdam (1988). She was a visiting scholar at Sloan School MIT (1985, Boston, USA). She is currently an independent board member and chair of the audit committee of Friesland Campina; senior independent board member of AXA Investment Managers and independent board member and member of the audit committee of AXA Group; also, independent board member and chair of the risk committee of NIBC Holding. Angelien was previously a member of the executive board of APG Group in the Netherlands. She initially held the chief investment officer role and was subsequently chief finance and risk officer. In addition, she was a part-time professor in corporate governance at Erasmus University, Rotterdam.

Due to her wealth of experience, combined with her knowledge of mergers and acquisitions, finance, risk and corporate governance, the board unanimously recommends that she be reappointed.

As at the date of this notice, she does not hold any shares in the capital of the company.

11.4 Nolo Letele

Nolo Letele (74, male) is an independent non-executive director. He joined M-Net in 1990 and pioneered MultiChoice's expansion outside South Africa. In 1995, he moved to the Republic of Ghana, where he served as MultiChoice's West African regional general manager. In 1999, he was appointed chief executive officer of MultiChoice South Africa Holdings Proprietary Limited (MultiChoice SA). He later served as the MultiChoice group chief executive officer until 2010, when he was appointed executive chair of MultiChoice SA and is currently a non-executive chair. He won several awards, including Media Man of the Year in 2001 (Saturday Star, Business Report), Media Owner of the Year in 2003 (Financial Mail Adfocus), and the Lifetime Africa Achievement Prize for media development in Africa (Millennium Excellence Foundation). He holds a BSc (hons) in electronic engineering from the University of Southampton.

Due to his wealth of experience and industry knowledge in engineering and media, the board unanimously recommends that he be reappointed.

As at the date of this notice, he holds 5 675 ordinary shares N directly.

11.5 Roberto Oliveira de Lima

Roberto Oliveira de Lima (73, male) is an independent non-executive director. He developed his career at companies like Accor S.A., Rhone Poulenc S.A. (now part of Sanofi S.A.) and Compagnie de Saint-Gobain S.A. in the information technology and finance areas. He was chair and chief executive officer of Credicard Group, chief executive officer of Vivo S.A., the largest mobile telecommunications company in Brazil, chair of Publicis Brazil and president of Natura S.A. (Natura). He was previously a board member of Edenred S.A. in France, Pão de Açúcar S.A. (Casino) and Natura in Brazil. He is a member of the RNI Negócios Imobiliários S.A board of directors. In April 2019, he left the board of directors of Telefônica Brasil S.A. after 14 years with that company, having served six of those years as president and chief executive officer and eight years as a board member as well as quality and services committee member. He holds a BA and MA in business management from Fundação Getúlio Vargas in Brazil and an MA from Institut Supérieur des Affaires at Jouy en Josas, France.

Due to his wealth of experience and insights into Brazilian businesses, business management and information technology, the board unanimously recommends that he be reappointed.

As at the date of this notice, he does not hold any shares in the capital of the company.

Hendrik du Toit, Craig Enestein, Nolo Letele and Roberto Oliveira de Lima were first appointed to the board of Prosus on 14 August 2019 and reappointed on 24 August 2021 and retire by rotation and, being eligible, offer themselves for re-election as directors of Prosus. Angelien Kemna was appointed for the first time on 24 August 2021 and retires by rotation, and, being eligible, offers herself for re-election as director of Prosus.

The board unanimously recommends that the re-election of directors in terms of this resolution be approved by shareholders of Prosus.

Notice of hybrid annual general meeting continued

12 To reappoint Deloitte Accountants B.V. as the auditor charged with the auditing of the annual accounts for the year ending 31 March 2026 (voting item)

To reappoint, on the recommendation of Prosus' audit committee, Deloitte Accountants B.V. as independent registered auditor of Prosus for the financial year ending 31 March 2026.

The board annually reviews the performance of the auditor in June. The board is satisfied with the performance of the external auditor.

13 To designate the board of directors as the company body authorised to issue shares (voting item)

To designate the board as the company body authorised to resolve on the issue of shares in the capital of Prosus and the granting of rights to subscribe for shares, up to 10% (ten percent) of the issued capital in aggregate as at the date of the annual general meeting, with the power to the board to decide which class(es) of shares is/are issued and to restrict or exclude pre-emptive rights accruing to shareholders in relation to the issue of shares or rights to subscribe for shares, for a period of eighteen (18) months from the date of the annual general meeting for general purposes.

This authority will allow the board to be flexible and react expediently, if and when deemed appropriate, including in situations in which the capital position of Prosus is at stake.

Upon adoption of this resolution, the current designation of the board given on 23 August 2023 is cancelled.

14 To authorise the board of directors to resolve that the company acquires shares in its own capital (voting item)

It is proposed that the shareholders authorise the board, for a period of eighteen (18) months from the date of the annual general meeting, as the competent body of the company to acquire fully paid-up shares in its own capital, up to a maximum of 20% (twenty percent) of the total issued share capital as of the date of the annual general meeting. The repurchase can take place for a price, excluding expenses, not lower than the nominal value of the shares and not higher than the opening price on the Euronext Amsterdam on the trading day of the repurchase or the agreement to acquire the shares is entered into plus 10% (ten percent).

Upon adoption of the resolution, the current authorisation to the board given on 23 August 2023 lapses.

15 To reduce the share capital by cancelling own shares (voting item)

It is proposed to cancel any or all shares in the share capital of the company held or repurchased by the company under the authorisation adopted under agenda item 13 or otherwise to the extent that such shares are not used to cover obligations under employee equity option plans. This cancellation may be executed in one or more tranches. The number and class of ordinary shares that will be cancelled (whether or not in a tranche) will be determined by the board. Pursuant to the relevant statutory provisions, cancellation will only be effected after the resolution of the board determining the number and class of shares has been adopted and publicly announced and, following the statutory capital reduction process taking into account a mandatory two-month opposition period for creditors.

By order of the board

Lynelle Bagwandeem
Company secretary

10 July 2024

Amsterdam

Power of attorney

Prosus N.V.

Incorporated in the Netherlands

Registration number: 34099856

Euronext Amsterdam and JSE share code: PRX

ISIN: NL0013654783 (the company or Prosus)

Annual general meeting of shareholders

Annual general meeting of shareholders of the company to be held at The Warehouse, Generaal Vetterstraat 51-A, 1059 BT Amsterdam, the Netherlands at 14:00 (Central European time) on Wednesday, 21 August 2024.

Individual or company, trust or other association (shareholder)

Name	
Address	
Country and postal code	

Representative of a company, trust or other association

Name of representative	
Function of representative	

Hereinafter referred to as the principal, acting in their capacity as shareholder of:

Number of shares		ordinary shares N of €0.05 each
Number of shares		ordinary shares B of €0.05 each
Number of shares		ordinary shares A1 of €0.05 each

in Prosus N.V., hereby grants a power of attorney to:

Notary in Amsterdam	Joyce Leemrijse, civil law notary in Amsterdam or her deputy (with the right of substitution)
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The undersigned, to represent the principal at the annual general meeting 2024 and to vote in respect of the items on the agenda for the annual general meeting, in the manner set out below:

		In favour of	Against	Abstain
Ordinary resolutions				
1	To discuss the annual report	n/a	n/a	n/a
2	To discuss the governance report and compliance with the Code	n/a	n/a	n/a
3	To approve the directors' remuneration report			
4	To adopt the annual accounts for the financial year ended 31 March 2024			
5	To make a distribution in relation to the financial year ended 31 March 2024			
6	To discharge executive directors from liability			
7	To discharge non-executive directors from liability			
8	To adopt the remuneration policy of the executive and non-executive directors			
9	To approve the remuneration of the non-executive directors			
10	To appoint Fabricio Bloisi as an executive director of Prosus			

Power of attorney continued

		In favour of	Against	Abstain
11	To reappoint the following non-executive directors:	n/a	n/a	n/a
11.1	Hendrik du Toit			
11.2	Craig Eenstein			
11.3	Angelien Kemna			
11.4	Nolo Letele			
11.5	Roberto Oliveira de Lima			
12	To reappoint Deloitte Accountants B.V. as the auditor charged with the auditing of the annual accounts for the year ending 31 March 2026			
13	To designate the board of directors as the company body authorised to issue shares			
14	To authorise the board of directors to resolve that the company acquires shares in its own capital			
15	To reduce the share capital by cancelling own shares			
16	Voting results	n/a	n/a	n/a
17	Closing	n/a	n/a	n/a

and, generally, to act as my/our proxy at the said annual general meeting (tick whichever is applicable. If no indication is given, civil law notary Joyce Leemrijse will vote in favour of all resolutions).

Signed at _____ on this _____ day of 2024

Signature _____ Assisted by (where applicable) _____

Please return, including a copy of your proof of registration, on or before Wednesday, 14 August 2024, at 17:30 (Central European time) to ABN AMRO Bank N.V. via email to ava@nl.abnamro.com.

Administration and corporate information

Prosus N.V.

Incorporated in the Netherlands
(Registration number: 34099856)
(Prosus or the group)
Euronext Amsterdam
JSE share code: PRX
ISIN: NL 0013654783

Directors and management

JP Bekker (chair), S Dubey, HJ du Toit,
CL Enenstein, M Girotra, RCC Jafta, AGZ Kemna,
FLN Letele, D Meyer, R Oliveira de Lima, SJZ Pacak,
V Sgourdos, MR Sorour, JDT Stofberg, Y Xu

Company secretary

L Bagwandeem

Gustav Mahlerplein 5
Symphony Offices
1082 MS Amsterdam
The Netherlands

Registered office

Gustav Mahlerplein 5
Symphony Offices
1082 MS Amsterdam
The Netherlands
Tel: +31 20 299 9777

www.prosus.com

Independent auditor

Deloitte Accountants B.V.

Gustav Mahlerlaan 3004
1081 LA Amsterdam
The Netherlands

Euronext listing agent

ING Bank N.V.

Bijlmerplein 888
1102 MG Amsterdam
The Netherlands

Euronext paying agent

ABN AMRO Bank N.V.

Corporate broking and issuer services
HQ 7212
Gustav Mahlerlaan 10
1082 PP Amsterdam
The Netherlands

JSE transfer secretary

Computershare Investor Services Proprietary Limited

Rosebank Towers
15 Bierman Avenue
Rosebank
Johannesburg
2196
South Africa
Tel: +27 (0)86 110 0933

Cross-border settlement agent

Citibank, N.A. South Africa Branch

145 West Street
Sandown
Johannesburg
2196
South Africa

JSE sponsor

Investec Bank Limited

(Registration number: 1969/004763/06)
PO Box 785700
Sandton
2146
South Africa
Tel: +27 (0)11 291 3086
Fax: +27 (0)11 286 9986

ADR programme

Bank of New York Mellon maintains

a GlobalBuyDIRECTSM plan for Prosus N.V.

For additional information, visit

Bank of New York Mellon's website at

www.globalbuydirect.com or call

Shareholder Relations at 1-888-BNY-ADRS or

1-800-345-1612 or write to:

Bank of New York Mellon

Shareholder Relations Department - GlobalBuyDIRECTSM

Church Street Station

PO Box 11258

New York

NY 10286-1258

USA

Attorneys

Allen & Overy Shearman Sterling LLP

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