

Virtual general meeting of shareholders policy



1. GENERAL

- 1.1. Prosus aims to assist its Shareholders who wish to attend the Virtual Meeting virtually by providing an adequate opportunity to vote electronically in real time during the Virtual Meeting.
- 1.2. The platform for the Virtual Meeting will be provided by the Third Party Agent with access to the platform via the Third Party Agent.
- 1.3. Virtual Shareholders must identify themselves electronically via the Third Party Agent to enter the Virtual Meeting through a secured access as set out in the Terms of Use of the Third Party Agent.
- 1.4. Participation instructions for Shareholders have been included in the notice of the Virtual Meeting.
- 1.5. Prosus reserves the right at all times to modify, suspend, cancel or restrict the mechanisms for electronic voting when this becomes necessary or advisable for technical or security reasons.

2. TECHNICAL INFRASTRUCTURE

- 2.1. Prosus has ensured, to the extent reasonably possible, that the technical infrastructure for virtual participation in the Virtual Meeting is properly in place, secured and accessible for Shareholders with compatible devices. Prosus has used its best endeavours to make use of reputable third parties which shall provide the technical infrastructure required for conducting the Virtual Meeting.
- 2.2. Virtual Shareholders should be aware that there will always be certain residual risks in relation to the technical infrastructure used for a Virtual Meeting. These risks include, amongst others: any failure in virtual meeting equipment, software, network infrastructure, servers, internet or telephone connectivity, video or voice equipment, whether or not caused by an information security incident (which includes any unauthorised use, hacking, a Denial of Services attack, a denial of access, any failure or intrusion resulting from the theft or unlawful interception of a password or network access code and any other cyber-attack) or caused by any type of mechanical failure such as any electrical power outage during the Virtual Meeting. The failure of technology can happen both on the side of Prosus (and/or the Third Party Agent) or with Virtual Shareholders. To avoid such risks, Shareholders should give a proxy with voting instructions to the designated Vote Collector as set out in the notice.
- 2.3. The technical infrastructure will be implemented in a timely manner before the Virtual Meeting in order to allow Shareholders to test their access and to verify that they would be able to participate virtually in the Virtual Meeting. Prosus will take all reasonable efforts to keep technical support lines available for Shareholders who attend the meeting virtually.
- 2.4. Shareholders may inform Prosus of any failure of the technical infrastructure via the technical support lines referred to in clause 3.3. Any failure in virtual meeting equipment, software, network infrastructure, servers, internet or telephone connectivity, an electrical power outage or similar events, including an information security incident (which includes any unauthorised use, hacking, a Denial of Services attack, a denial of access, any failure or intrusion resulting from the theft or unlawful interception of a password or network access code and any other cyber-attack), that might prevent virtual participation in the Virtual Meeting, will in any event be at the risk and to the account of such Shareholder.
- 2.5. Any failure of the technical infrastructure that occurs during the Virtual Meeting which comes to the attention of the Chair and which significantly affects the course of the Virtual Meeting, shall be communicated by the Chair to all Shareholders who participate in the Virtual Meeting. The Chair may decide at his own discretion, taking into account the potential impact on the decision making-process within the Virtual Meeting, whether or not the Virtual Meeting must be suspended or cancelled due to such failure, or if the Virtual Meeting should proceed despite disruptions for some or all Virtual Shareholders with regard to voting and/or following the Virtual Meeting virtually.
- 2.6. Should the Chair decide to cancel the whole Virtual Meeting or the remainder of the Virtual Meeting as referred to in clause 3.5, a new General Meeting, that does not have to be a Virtual Meeting, will be convened by Prosus as soon as reasonably possible. The agenda for that General Meeting may consist of at least the same items, to the extent not already adopted in the original meeting, and may include additional items. Shareholders who have given a proxy or voting instruction to the Vote Collector must be aware that such proxy or voting instruction will not be valid for the newly convened General Meeting.

3. MEETING RIGHTS AND VOTING BY VIRTUAL SHAREHOLDERS IN VIRTUAL MEETING

- 3.1. Each Shareholder may follow the proceedings of the Virtual Meeting virtually, participate and vote in real time electronically, provided that he or she timeously selects these options via the Third Party Agent in accordance with the instructions provided in the notice of the Virtual Meeting.
- 3.2. Virtual Shareholders must be logged in via the Third Party Agent to the voting platform facilitating the Virtual Meeting prior to the start of the Virtual Meeting. Virtual Shareholders joining the Virtual Meeting after the opening of the Virtual Meeting by the Chair will not be counted as attending Shareholders and will not be able to participate and vote in that Virtual Meeting; they will only have access to the live stream (the webcast) to follow the Virtual Meeting.
- 3.3. Shareholders attending the Virtual Meeting virtually or by proxy, are counted at the start of the Virtual Meeting as in-person attendees for calculating how many Shareholders are represented at the Virtual Meeting and which percentage of the issued and outstanding share capital is represented at the Virtual Meeting. Any early log-off by a Virtual Shareholder during the Virtual Meeting, will therefore not affect such calculation. In case of dropped or terminated connection to the Virtual Meeting, a Virtual Shareholder will be allowed to re-join the Virtual Meeting only if he or she was already accounted for at the beginning of the Virtual Meeting. The names of the Virtual Shareholders in the Virtual Meeting will be put on the registration list of Shareholders attending the Virtual Meeting, in accordance with the provisions of the articles of association of Prosus.
- 3.4. In accordance with the terms set out in the notice of the meeting, each Virtual Shareholder is allowed to submit questions in writing over the internet to the Chair during the Virtual Meeting. The Company will also provide the opportunity for Shareholders to present questions in advance of the Virtual Meeting. The language of the Virtual Meeting will be English and for all questions submitted will be English.
- 3.5. The Company enables all Shareholders to pose questions during the Virtual Meeting, unless restrictions are given in the notice. The Chair will at his own discretion, alternate among in-person attendees (if any), questions submitted in advance, and those Shareholders online who may be submitting questions in real time.
- 3.6. The Chair may set time limits and/or question limits for Shareholders when deemed appropriate by him. The Chair may require Shareholders who have already spoken, to wait until all other questioners have had a turn to speak on a given matter before asking any other questions or making any comments.
- 3.7. Questions or comments that are, for example (but not limited to), not related to the proposal under discussion, have (substantially) already been asked or made at the Virtual Meeting, are about personal concerns not shared by Shareholders generally, or use blatantly offensive or inappropriate language may be ruled out of order by the Chair at his own discretion.
- 3.8. Questions or comments submitted by a Virtual Shareholder in writing via the internet in real time, may be checked, sorted and combined first by a person designated thereto at the beginning of the Virtual Meeting by the Chair. Questions and comments are in principle not asked or made anonymously by a Virtual Shareholder as his or her name may be disclosed by the Chair. In order to participate virtually, a Shareholder has to agree with the relevant processing of this personal information in accordance with the relevant laws and regulations.
- 3.9. The Company shall avoid the appearance of, or potential for, manipulation of the way it might screen, organise, combine, prioritise and answer, or fail to answer, Shareholders' questions received in advance or real time via the internet.
- 3.10. All appropriate questions that have been received prior and during the course of the Virtual Meeting, and the Company's answers to these questions, will be inserted in or annexed to the written records.
- 3.11. The Company Secretary will, amongst other duties, observe the procedural aspects of the Virtual Meeting, including its virtual part, and review the final vote reconciliation prior to certifying the final results.
- 3.12. Unless provided otherwise in the notice of the Virtual Meeting, polls for all items will be open during the Virtual Meeting and closed after the last voting item on the agenda has been discussed. Provisional voting results will not be disclosed during the Virtual Meeting. The Company Secretary will determine when the polls about particular items will be open and closed exactly, taking into account the previous sentences. The polls are not open for voting prior to the start of the Virtual Meeting.

- 3.13. At the close of all polls, the Chair’s decision about the voting expressed in the meeting shall determine whether or not resolutions have been adopted by the General Meeting.

4. VOTE CONFIRMATION AND RESULTS

- 4.1. Upon request of a Virtual Shareholder Prosus will send such Virtual Shareholder a confirmation of receipt of his votes cast during the Virtual Meeting.
- 4.2. The voting results of the Virtual Meeting will be placed on Prosus’s website in accordance with Dutch law. The notice of these results will also state whether there were any failures or issues encountered during the Virtual Meeting from a technical infrastructural or information security perspective Prosus has become aware of.

5. DEFINITIONS AND INTERPRETATION

Term	Meaning
“Chair”	the chairman of the General Meeting.
“Company Secretary”	the company secretary of Prosus, or her deputy.
“General Meeting”	the general meeting of Shareholders of Prosus.
“Policy”	this policy which deals with the Virtual General Meeting of Shareholders.
“Prosus”	Prosus N.V., a public company governed by Dutch law, having its official seat in Amsterdam, the Netherlands.
“Shareholder”	a holder of one or more shares in the capital of Prosus or for the purpose of this Policy of a right of pledge or usufruct to one or more shares or depository receipts for shares in the capital of Prosus, provided that the holder has meeting rights and to the extent he may vote, that he also has the voting rights attached thereto.
“Terms of Use of the Third Party Agent”	the terms of use for the e-voting system of the Third Party Agent as they will read from time to time.
“Third Party Agent”	ABN AMRO Bank N.V., a public company governed by Dutch law, having its official seat in Amsterdam, the Netherlands.
“Virtual Meeting”	a General Meeting of which Shareholders are only able to attend virtually (and not physically) either through an online audio or video connection, and if they wish to do so, participate, and cast votes electronically while the General Meeting is held.
“Virtual Shareholder”	a Shareholder who participates virtually in the Virtual Meeting.
“Vote Collector”	the independent proxy holder preselected by Prosus whom a Shareholder can appoint as proxy holder with voting instructions.