

prosus

2025

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

Improving everyday life for billions
of people through AI-first technology

Prosus

is building a leading lifestyle ecommerce company in Latin America, India and Europe.

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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 (CET) on Wednesday, 20 August 2025, 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 an executive director, the group's chief financial officer, Nico Marais, and as an executive director, Phuthi Mahanyele-Dabengwa.

Fabricio Bloisi, the chief executive, 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 that 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, 13 August 2025.

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, 20 August 2025.

Yours sincerely

Koos Bekker

Chair

Amsterdam

21 June 2025

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 (CET) on Wednesday, 20 August 2025, for the purposes of considering the following business:

- 1 To discuss the Prosus annual report (including the sustainability statements) submitted by the board of directors (non-voting item)
- 2 To approve the directors' remuneration report (advisory vote)
- 3 To adopt the annual accounts (voting item)
- 4 To make a distribution in relation to the financial year ended 31 March 2025 (voting item)
- 5 To discharge the executive directors from liability (voting item)
- 6 To discharge the non-executive directors from liability (voting item)
- 7 To adopt the remuneration policy of the executive and non-executive directors (voting item)
- 8 To approve the remuneration of the non-executive directors (voting item)
- 9 To appoint Phuthi Mahanyele-Dabengwa as an executive director of Prosus (voting item)
- 10 To appoint Nico Marais as an executive director of Prosus (voting item)
- 11 To reappoint the following non-executive directors (voting items):
 - 11.1 Koos Bekker
 - 11.2 Sharmistha Dubey
 - 11.3 Debra Meyer
 - 11.4 Steve Pacak.
- 12 To reappoint Deloitte Accountants B.V. as the auditor charged with the auditing of the annual accounts for the year ending 31 March 2027 (voting item)
- 13 To appoint Deloitte Accountants B.V. as the auditor charged with the auditing of the sustainability statements for the years ending 31 March 2026 and 31 March 2027 (voting item)
- 14 To designate the board of directors as the company body authorised to issue shares (voting item)
- 15 To authorise the board of directors to resolve that the company acquires shares in its own capital (voting item)

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

17 Voting results (non-voting item)

18 Closing (non-voting item)

The annual general meeting of Prosus will be held at 14:00 (CET) on Wednesday, 20 August 2025, 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 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 2025 annual report, including sustainability statements, and including financial statements, the remuneration report, the proposed amendment to the articles of association for agenda item 4, 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/shareholdercentre/shareholder-meetings.

These documents can also be obtained digitally from ING Bank N.V. via their online portal, Evote by ING (evote.ingwb.com), or by request to email address agm.pas@ing.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, 23 July 2025 (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 directly with ING Bank N.V. via the Evote by ING online portal (evote.ingwb.com) or via their intermediaries at which their shares are administered, following the record date and no later than Wednesday, 13 August 2025, at 17:30 CET. Not later than Thursday, 14 August 2025 (before 12:00 noon CET) the intermediaries are to provide ING Bank N.V. via agm.pas@ing.com with an electronic statement that includes the number of shares held on the record date by the shareholder concerned and applied for registration. The receipt (of registration) to be supplied by ING Bank N.V. via the relevant intermediary will serve as admission ticket to the meeting for those attending the meeting in person.

Notice of hybrid annual general meeting continued

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 register in writing with ING Bank Issuer Services by email at agm.pas@ing.com not later than Wednesday, 13 August 2025, at 17:30 CET.

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.

Shareholders who wish to attend the AGM and/or vote virtually may, following the application, access the online platform of the AGM via Evote by ING at evote.ingwb.com. Certain details of the shareholder may be required for verification purposes. On the day of the AGM, you will be able to log in for virtual admission to the meeting, via Evote by ING at evote.ingwb.com 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 evote.ingwb.com. 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. Should a shareholder send a written proxy by mail, it should be accompanied by proof of ownership from the intermediary. The proxy form can be found on the Prosus website at www.prosus.com/investors/shareholder-centre/shareholder-meetings. The written proxy form must be received by ING Bank N.V. (attention of Issuer Services TRC 02.039, Foppingadreef 7, 1102 BD, Amsterdam, the Netherlands, or via agm.pas@ing.com) on Wednesday, 13 August 2025, 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 17 August 2025, 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 (including the sustainability statements) 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 2025. The sustainability statements form part of the annual report and are included on pages 87 to 130.

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

2 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 54 to 76. A copy of the remuneration policy, which was approved by shareholders at the annual general meeting in 2024, is available on our website at www.prosus.com.

Notice of hybrid annual general meeting continued

3 To adopt the annual accounts (voting item)

To consider and adopt the annual accounts for the twelve (12) months ended 31 March 2025 as included in the Prosus annual report on pages 131 to 200.

4 To make a distribution in relation to the financial year ended 31 March 2025 (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) 20 euro cents per share to the holders of ordinary shares N;
- (ii) 0.00002 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.

Thereto, this proposal to make a distribution in relation to the financial year ended 31 March 2025 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:

- (i) increasing the nominal value of the ordinary shares N with 20 euro cents, thus increasing the issued share capital of the company at the charge of the share premium reserve; and
- (ii) 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:

- (i) the proposal to distribute a dividend as set out above;
- (ii) 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 €0.25, thus increasing the issued share capital of the company at the charge of the share premium reserve; and
- (iii) 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 €0.25 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 2025 to the articles of association dated 23 June 2025, available at www.prosus.com.

The proposal to amend the articles of association 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 2025 annual general meeting.

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

It is proposed that the executive directors in office for the year ended 31 March 2025 be discharged from liability for the fulfilment of their tasks in the 2025 financial year.

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

It is proposed that the non-executive directors for the year ended 31 March 2025 be discharged from liability for the fulfilment of their tasks in the 2025 financial year.

7 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' website at www.prosus.com/investors. The remuneration policy has been approved by the board on recommendation from the human resources and remuneration committee.

8 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 2027 (5% increase on fees for 31 March 2026 already approved by shareholders at the annual general meeting on 21 August 2024), as follows:

Non-executive directors – 31 March 2027 ^{1, 2}	Capacity	Total proposed fee payable by Naspers and Prosus	Proposed amount payable by Prosus
Board	Chair ³	US\$769 263	US\$538 484
	Member	US\$307 705	US\$215 394
Audit committee	Chair	US\$156 698	US\$109 689
	Member	US\$62 679	US\$43 875
Risk committee	Chair	US\$93 075	US\$65 153
	Member	US\$37 230	US\$26 061
Human resources and remuneration committee	Chair	US\$110 113	US\$77 079
	Member	US\$44 045	US\$30 832
Nominations committee	Chair	US\$59 345	US\$41 542
	Member	US\$23 738	US\$16 617
Sustainability committee	Chair	US\$81 455	US\$57 019
	Member	US\$32 582	US\$22 807
All members: Daily fees when travelling to and attending meetings outside home country or attended meeting virtually		US\$3 500	US\$2 450
Trustee of group share schemes/other personnel funds		R68 613	R48 029

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 60 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

9 To appoint Phuthi Mahanyele-Dabengwa as an executive director of Prosus (voting item)

In accordance with the articles of association, the board of directors proposes to appoint Phuthi Mahanyele-Dabengwa as an executive director of Prosus.

Phuthi Mahanyele-Dabengwa (54, female) joined Naspers as South Africa CEO, in July 2019. She is an independent director of Vodacom Group. She serves on the advisory board of Stellenbosch University's business school. Phuthi also serves on the board of the United Nation's Global Compact Network SA. She is also a council member of the BRICS Business Council in South Africa.

Before joining Naspers, she was the co-founder and executive chairperson of Sigma Capital, an investment holding company formed in 2015. She held the position of CEO at Shanduka Group, an investment holding company, from 2004 to 2015. Prior to that, she was the head of the Project Finance South Africa business unit at the Development Bank of Southern Africa.

Phuthi completed a BA Economics from Rutgers University, USA in 1993, and an MBA from De Montfort University in the UK in 1996. She also completed the Kennedy School of Government Executive Education programme Global Leadership and Public Policy for the 21st Century at Harvard University in 2008.

Due to her wealth of experience and insights into entrepreneurship, strategy, government and economics, the board unanimously recommends that Phuthi be appointed as an executive director of Prosus for a period of four years, ending at the close of the annual general meeting to be held in 2029.

As at the date of this notice, she holds 1 050 Prosus ordinary shares N in the capital of the company.

10 To appoint Nico Marais as an executive director of Prosus (voting item)

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

Nico Marais (51, male) was appointed as interim chief financial officer (CFO) in December 2024. On 29 April 2025, Nico was officially appointed as CFO, effective immediately.

Nico brings over 25 years of rich experience in financial management within the Naspers and Prosus group. Previously, he served as the general manager of finance, making significant contributions to key initiatives such as the successful listing of Prosus, the unwinding of the crossholdings, the execution of the ongoing open-ended share repurchases, and Prosus' debt-capital market activities. A qualified chartered accountant, Nico holds an accounting degree from Stellenbosch University.

He has a combination of vision, deep operational experience and strong discipline. The board unanimously recommends that Nico Marais be appointed as an executive director of Prosus for a period of four years, ending at the close of the annual general meeting to be held in 2029.

As at the date of this notice, he holds beneficially 40 225 (direct) and 151 117 (indirect) Prosus ordinary shares N and 21 (direct) Prosus ordinary shares A1 in the capital of the company.

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 2028.

11.1 Koos Bekker

Koos Bekker (72, male) is an non-independent non-executive director. He led the founding team of M-Net/MultiChoice pay-television and later its international expansion. He was a founder of MTN, the African mobile telecoms group. From 1997, as chief executive of Naspers, he headed the group's transition to the internet. In 2015 he was appointed chair of the board. He holds a BAHons and honorary doctorate in commerce from Stellenbosch University, an LLB from the University of the Witwatersrand and an MBA from Columbia University, New York.

Due to his wealth of experience and insights into entrepreneurship, strategy and M&A, the board unanimously recommends that he be reappointed.

As at the date of this notice, he holds beneficially 15 746 498 (indirect) Prosus ordinary shares N in the capital of the company.

Notice of hybrid annual general meeting continued

11.2 Sharmistha Dubey

Sharmistha Dubey (54, female) is an independent non-executive director. She is currently a board member and member of the compensation committee and nominations and governance committee for Fortive Corporation. She is also a board member for Match Group. Sharmistha has recently stepped down as CEO and president for Match Group, where she was responsible for overseeing growth of the portfolio of brands including Tinder, Match, Meetic, OkCupid, Hinge, Pairs, Plenty of Fish and OurTime. She holds an undergraduate degree in engineering from the Indian Institute of Technology and an MSc in engineering from Ohio State University, USA (1996).

Due to her wealth of experience and insights into engineering and tech businesses, 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.

11.3 Debra Meyer

Debra Meyer (57, female) is an independent non-executive director. She is a professor of biochemistry and executive dean of the faculty of science at the University of Johannesburg. She has completed modules in media strategy and academic leadership at Harvard University and the Gordon Institute of Business Science, University of Pretoria, and regularly contributes to several newspapers and magazines. She serves as a trustee or board member for a number of organisations. She is also a director of Naspers Beleggings (RF) Limited. She holds an MSc in biochemistry from the University of Johannesburg and a PhD in biochemistry and molecular biology from the University of California, Davis, which she attended as a Fulbright scholar.

Due to her wealth of experience and insights into sustainability and strategy, 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 Steve Pacak

Steve Pacak (70, male) is an independent non-executive director. He began his career with Naspers at M-Net in 1988 and has held various executive positions in the Naspers group. He was appointed an executive director of Naspers in 1998 and non-executive director in January 2015. He retired as Naspers' financial director in June 2014 and remained on the Naspers board as non-executive director. He is a qualified South African chartered accountant and holds a BAcc from the University of the Witwatersrand.

Due to his wealth of experience and insights into M&A, finance, risk, and strategy, the board unanimously recommends that he be reappointed.

As at the date of this notice, he holds beneficially 604 599 (direct) and 910 648 (indirect) Prosus ordinary shares N and 1 603 (indirect) Prosus ordinary shares A1 .

Koos Bekker, Debra Meyer and Steve Pacak were first appointed to the board of Prosus on 14 August 2019 and reappointed on 24 August 2022 and retire by rotation and, being eligible, offer themselves for re-election as directors of Prosus. Sharmistha Dubey was appointed for the first time on 24 August 2022 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.

12 To reappoint Deloitte Accountants B.V. as the auditor charged with the auditing of the annual accounts for the year ending 31 March 2027 (voting item)

To reappoint, on the recommendation of Prosus' audit committee, Deloitte Accountants B.V. as independent registered auditor of Prosus charged with the auditing of the annual accounts for the financial year ending 31 March 2027.

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

Notice of hybrid annual general meeting continued

13 To appoint Deloitte Accountants B.V. as the auditor charged with the auditing of the sustainability statements for the years ending 31 March 2026 and 31 March 2027 (voting item)

To appoint, on the recommendation of Prosus' audit committee, Deloitte Accountants B.V. as independent registered auditor of Prosus charged with the auditing of the sustainability statements for the financial years ending 31 March 2026 and 31 March 2027.

14 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 21 August 2024 is cancelled.

15 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 21 August 2024 lapses.

16 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 15 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

Amsterdam

21 June 2025

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, 20 August 2025.

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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to represent the principal at the annual general meeting 2025 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
Items				
1	To discuss the Prosus annual report (including sustainability statements) submitted by the board of directors	N/A	N/A	N/A
2	To approve the directors' remuneration report			
3	To adopt the annual accounts			
4	To make a distribution in relation to the financial year ended 31 March 2025			
5	To discharge the executive directors from liability			
6	To discharge the non-executive directors from liability			
7	To adopt the remuneration policy of the executive and non-executive directors			
8	To approve the remuneration of the non-executive directors			
9	To appoint Phuthi Mahanyele-Dabengwa as an executive director of Prosus			
10	To appoint Nico Marais as an executive director of Prosus			

Power of attorney continued

		In favour of	Against	Abstain
Items				
11	To reappoint the following non-executive directors	N/A	N/A	N/A
11.1	Koos Bekker			
11.2	Sharmistha Dubey			
11.3	Debra Meyer			
11.4	Steve Pacak			
12	To reappoint Deloitte Accountants B.V. as the auditor charged with the auditing of the annual accounts for the year ending 31 March 2027			
13	To appoint Deloitte Accountants B.V. as the auditor charged with the auditing of the sustainability statements for the years ending 31 March 2026 and 31 March 2027			
14	To designate the board of directors as the company body authorised to issue shares			
15	To authorise the board of directors to resolve that the company acquires shares in its own capital			
16	To reduce the share capital by cancelling own shares			
17	Voting results	N/A	N/A	N/A
18	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 2025

Signature _____ Assisted by (where applicable) _____

Please return, including a copy of your proof of registration, on or before Wednesday, 13 August 2025, at 17:30 (CET) to ING Bank N.V. (attention of Issuer Services TRC 02.039, Foppingadreef 7, 1102 BD, Amsterdam, the Netherlands, or via agm.pas@ing.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: NL0013654783

Directors and management

JP Bekker (chair), F Bloisi, S Dubey, HJ du Toit, CL Enenstein,
M Girotra, RCC Jafta, AGZ Kemna, D Meyer, R Oliveira de Lima,
SJZ Pacak, 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 2970
1081 LA Amsterdam
The Netherlands

Euronext listing agent

ING Bank N.V.
Bijlmerplein 888
1102 MG Amsterdam
The Netherlands

Euronext paying agent

ING Bank N.V.
Bijlmerplein 888
1102 MG 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)11 286 7326
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:
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Shareholder Relations Department – GlobalBuyDIRECTSM
Church Street Station
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Attorneys

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