MINUTES OF THE ANNUAL GENERAL MEETING OF PROSUS N.V. HELD AS A HYBRID MEETING AT THE AI HOUSE, AMSTERDAM AND VIA ELECTRONIC COMMUNICATION ON WEDNESDAY, 26 AUGUST 2026

PRESENT	
Koos Bekker	Chairman
Shar Dubey	Independent Non-Executive Director
Hendrik du Toit	Independent Non-Executive Director
Craig Enenstein	Independent Non-Executive Director (Chair, Human Resources and Remuneration Committee)
Manisha Girotra	Independent Non-Executive Director
Rachel Jafta	Independent Non-Executive Director (Chair, Nominations Committee)
Angelien Kemna	Independent Non-Executive Director
Phuthi Mahanyele-Dabengwa	Executive Director
Debra Meyer	Independent Non-Executive Director (Chair, Sustainability Committee)
Mark Sorour	Independent Non-Executive Director
Ying Xu	Independent Non-Executive Director
Pedro Arnt	Independent Non-Executive Director (provisional appointment, pending shareholder confirmation at the 2027 AGM)
Fabricio Bloisi	Group Chief Executive Officer
Nico Marais	Group Chief Financial Officer
ATTENDEES	
David Tudor	Prosus: Chief Legal Counsel
Lynelle Bagwandeen	Prosus Group Company Secretary
Joyce Leemrijse	Notary, A&O Shearman
Ingrid Buitendijk	Auditor, Deloitte Accountants B.V.
Prajna Khanna	Prosus
SHAREHOLDERS	
	Refer to Annexure A
APOLOGIES	
None recorded	

WELCOME

The Chairman welcomed all shareholders, both those present at the AI House in Amsterdam and those joining virtually, to the annual general meeting (AGM) of Prosus N.V. He paid tribute to Mr Steve Pacak, who passed away in April 2026 after some 40 years of service to the group, including as chief financial director and, latterly, chair of the audit committee. The Board expressed its condolences and appreciation for his contribution.

He welcomed the non-executive and executive directors attending in person or virtually, and further welcomed the group company secretary, the notary, the representative of the external auditor, and members of management in attendance.

CONFIRMATION OF QUORUM AND CONSTITUTION OF THE MEETING

The Chairman confirmed that, in accordance with Prosus's articles of association, the meeting had been properly convened and was properly constituted, such that valid resolutions could be adopted on all voting items on the agenda.

NOTICE OF MEETING

The notice of the meeting and all related documents were published on 29 June 2026, within the prescribed period, and made available to all shareholders entitled to receive such notice. The notice was taken as read and, with no objections raised, the Chairman continued with the proceedings.

VOTING PROCEDURE

The Group Company Secretary explained the voting procedure. Shareholders attending virtually who had registered to vote and received the relevant link and security details could vote online on all agenda items during the meeting, while shareholders attending in person had received voting details at the registration desk and could vote using a smartphone, tablet or computer.

The Group Company Secretary highlighted that pre-recorded messages from the Board Chairman, the chairpersons of the Sustainability and Human Resources and Remuneration committees, the Chief Financial Officer and the external auditor would be played to shareholders, followed by a live presentation from the Chief Executive Officer.

Message from the Board Chairman

The Chairman welcomed shareholders and stakeholders and reflected on the rapidly changing technology landscape.

- The Chairman noted that breakthroughs in artificial intelligence (AI) are reshaping industries, requiring businesses to adapt more quickly and to transform internally into more agile, AI-enabled organisations.
- Reflecting on the Group's broader purpose, the Chairman emphasised that the Group exists to bring the benefits and convenience of digital technology to people in ways that have a meaningful impact on their daily lives, including the delivery of food and essential goods, secure trading of goods, and seamless online payment solutions. In addition, the Group's investee companies operate extensive digital ecosystems spanning gaming, communications, entertainment, and other technology-driven services enjoyed by millions of users globally.
- Tencent remains the Group's most significant asset, supported by its strong track record and favourable opportunities arising from AI-led innovation. The Group's platforms and brands serve more than two billion customers globally and are supported by approximately 45,000 employees.
- For the year under review, the Group generated revenue of approximately US$10.8 billion and adjusted EBITDA of US$1.3 billion. Its investments span approximately 50 countries, contributing to local economic growth, job creation and innovation. The Group also paid

approximately US$2.3 billion in taxes across 54 countries, almost double the amount paid in the prior year.

- The Chairman reaffirmed the Group's commitment to high standards of ethics, governance, and responsible technology and data management, noting that these frameworks continue to evolve alongside technological developments.
- The Chairman acknowledged the leadership of CEO Fabricio Bloisi and CFO Nico Marais, noting that Mr Bloisi was appointed CEO two years ago and Mr Marais was confirmed as CFO in April of the prior year, and confirmed the Board's confidence in the leadership team, including the addition of Phuthi Mahanyele-Dabengwa as executive director.
- The Chairman reported on changes to the non-executive component of the Board during the year: Mr Cobus Stofberg retired after four decades of service; Mr Roberto Oliveira de Lima retired as an independent director, and was thanked for his contribution, particularly in respect of Latin America; Mr Arnold Goldberg had been nominated by the Board for shareholder approval as a non-executive director at this meeting; and Mr Pedro Arnt had been appointed as a provisional board member with immediate effect, with shareholder confirmation to be sought at the 2027 AGM, given the timing of his nomination relative to the publication of the notice of this meeting.

In closing, the Chairman thanked shareholders, employees, customers and business partners for their continued support and reaffirmed the Board's confidence in the Group's long-term prospects and ability to create sustainable value in an increasingly digital and AI-driven world.

Message from the Chairperson of the Sustainability Committee

Prof. Debra Meyer thanked shareholders and stakeholders for their continued engagement and reflected on the Group's sustainability journey over the past financial year.

- The Chairperson reflected on a significant year in the Group's sustainability journey, noting that FY2026 marked Prosus's transformation into an active operator of AI-driven lifestyle ecosystems.
- The Group generated approximately US$9.7 billion in revenue during the year, with all ecosystem businesses achieving profitability, supported by a strengthening sustainability foundation built on responsible investment, effective governance and accountability.
- The Group maintained net-zero Scope 1 and Scope 2 emissions across its own operations, while absolute Scope 3 emissions across the portfolio reduced by 19%, largely due to lower financed emissions. Approximately 25% of invested capital is now covered by verified science-based targets, up from none two years ago, and iFood had submitted its commitment letter to the Science Based Targets Initiative.
- The Chairperson highlighted progress on low-emission delivery, including the expansion of green vehicles through iFood's partnership with Tembici (from 21% to almost 29% of the fleet, targeting more than 15,000 electric bicycles by next year-end) and eMAG's Sameday committing to transition around 300 corporate vehicles to electric and hybrid models over three years.
- The welfare and safety of delivery partners remained a priority. Across the Group's platforms, delivery partner earnings exceeded local minimum wage requirements, supported by safety training, in-app emergency support, and regular engagement through surveys and advisory forums.

- Sustainability oversight remains embedded within the Group's governance framework, with 10% of the CEO's and CFO's short-term incentives linked to sustainability-related objectives, including employee engagement and social impact outcomes.
- The Group exceeded its target of positively impacting 20,000 lives through education, digital literacy, financial literacy and skills development programmes across India, Latin America and Europe, and will continue to scale successful initiatives in FY2027.
- The Chairperson welcomed the European Commission's Omnibus I directive, finalised in February 2026, which simplifies sustainability reporting requirements and allows greater focus on delivering meaningful outcomes.

In closing, the Chairperson reaffirmed the Group's commitment to building a more sustainable and inclusive future while continuing to create value for stakeholders.

Message from the Chief Financial Officer

The CFO, Mr Nico Marais, presented the Group's FY2026 financial results, highlighting the achievement of key financial objectives and continued progress in building leading lifestyle ecosystems across Latin America, India and Europe.

- Group revenue increased by 57% to US$9.7 billion, supported by the acquisitions of Just Eat Takeaway and Despegar. Excluding these acquisitions and measured in local currency, revenue grew 12%, driven primarily by iFood and OLX, continuing a trend of strong, profitable growth over the past seven reporting periods, with all main businesses now profitable.
- Ecosystem-adjusted EBITDA increased 84% (44% in local currency, excluding acquisitions) to US$1.3 billion, while total free cash flow rose to US$1.5 billion. Free cash flow excluding Tencent reached a record US$275 million, an improvement of almost US$1.8 billion over the past three years.
- Core headline earnings of US$8.3 billion were up 13% (24% per share), supported by improving operational performance, the share repurchase programme, and stronger contributions from Tencent.
- The Group's balance sheet remains robust, ending the year with US$9.5 billion in cash and US$15.9 billion in central interest-bearing debt. In July, the Group successfully refinanced upcoming 2027 debt maturities, extending its average debt maturity profile with strong investor support.
- In recognition of the Group's performance, the Board proposed a 40% increase in the Prosus dividend, to 28 eurocents per share, for shareholder approval at the meeting.
- The Group continues to deliver value through its open-ended share repurchase programme. Since its launch in June 2022, approximately US$49 billion has been returned to Naspers and Prosus shareholders through dividends and share repurchases, with a further US$5 billion of buybacks planned for the current financial year.
- The CFO highlighted the Group's disciplined capital allocation: during the year, approximately US$10 billion was deployed to share repurchases across Prosus and Naspers, and US$8 billion to the acquisitions of Despegar, Just Eat Takeaway and La Centrale.

In closing, the CFO thanked shareholders for their continued support and confidence in the Group's strategy and long-term growth prospects.

Message from the Chairperson of the Human Resources and Remuneration Committee (Remco)

Mr Craig Enenstein addressed shareholders on the Group's remuneration framework, emphasising that pay-for-performance remains the guiding principle.

- During FY2026, despite the return of US$10 billion to shareholders through the buyback programme, the Group's NAV discount remained broadly unchanged at around 43%. Consistent with the remuneration framework, the discount-related component of the CEO's and CFO's short-term incentives therefore paid out at zero; this measure will remain in place for FY2027.
- The CEO's Moonshot Award remains subject to demanding conditions, requiring the combined market capitalisation of Naspers and Prosus to double from US$84 billion to US$168 billion over the four-year period from July 2024, to be sustained for a further year, and to beat the median total shareholder return of a defined peer group, before any vesting can occur.
- In response to shareholder feedback, Remco confirmed that the market capitalisation calculation for the Moonshot Award will not be adjusted for the share buyback programme, as its purpose is to measure the creation of new shareholder value; adjustments will only be made for specific corporate actions such as special dividends, spin-offs or share-funded acquisitions. No such adjusting corporate actions had occurred since the award was announced.
- Sustainability remains a component of executive remuneration, with 10% of executives' short-term incentives in FY2026 linked to ESG-related measures, including employee engagement and community impact.
- Following shareholder engagement, Remco proposed extending a shareholding requirement to the CFO of up to two times his annual base salary, in addition to the CEO's existing requirement of four to six times annual salary.
- Remco considered shareholder feedback on the 30% vesting threshold applicable to performance share units relative to the Moonshot's own hurdles, and concluded the current threshold remains appropriate, while committing to keep it under review.

In closing, the Chairperson reaffirmed the Board's commitment to a transparent, performance-driven remuneration framework and to continued constructive engagement with shareholders.

Message from the External Auditor

Ms Ingrid Buitendijk, partner at Deloitte Accountants B.V. ("Deloitte") and responsible for the audit of Prosus, presented the results of the audit of the 2026 financial statements.

- On 27 June 2026, Deloitte issued its unqualified auditor's report on the 2026 financial statements, included on pages 219 to 226 of the annual report, confirming reasonable assurance that the financial statements, taken as a whole, are free from material misstatement.
- Materiality, determined as a percentage of net assets, drove the nature, timing and extent of the audit. The audit scope covered full audit procedures at seven components and selected procedures at four further components, supported by in-person site visits, frequent calls and virtual meetings, and review of component teams' working papers.
- Four key audit matters were identified: the valuation of intangible assets arising from the acquisitions of Despegar, Just Eat Takeaway and La Centrale; the accounting for the

equity-accounted investment in Tencent; the valuation of goodwill and of investments in associates and subsidiaries; and the significance of share-based compensation schemes and the valuation of share-based payments.

- Based on the work performed, no specific indications of fraud or suspected fraud had been identified. In addition to the auditor's report on the financial statements, Deloitte had also issued an unmodified limited assurance report on the Company's CSRD sustainability reporting.

Ms Buitendijk confirmed active and respectful engagement with Prosus management, the Board and the audit committee throughout the year.

Message from the Group Chief Executive Officer

The CEO, Mr Fabricio Bloisi, highlighted the following during his presentation:

- The Group has moved beyond being seen as a Tencent holding company to proving it can be an operating company that creates value, with a clear focus on delivery, finance and digital experience services for around a billion people, while remaining the largest shareholder in Tencent.
- Prosus is no longer debating whether it can be profitable; it is now focused on scaling a working model in the regions where it believes it can win – Latin America, India and Europe.
- The Group is the number two ecosystem in Latin America, with over 100 million customers, and the number one ecosystem in India, spanning e-commerce (Meesho), transportation (Rapido) and payments; in Europe, following the acquisition of Just Eat Takeaway, the near-term priority is an aggressive operational turnaround ahead of building a broader ecosystem next year.
- Group revenue is approaching US$10 billion and is expected to exceed US$12 billion in the next financial year. EBITDA has grown to US$1.3 billion, and free cash flow has improved by around US$1.8 billion over the last three years, with the business no longer dependent solely on Tencent dividends to fund growth and capital allocation.
- Recent acquisitions are being integrated into the wider ecosystem rather than managed as standalone businesses: Just Eat Takeaway's revenue growth improved from around -9% to +3.5% over six months, with an ambition to return to 20% growth; 23% of Despegar's sales now come from within the Group's own ecosystem; and La Centrale is growing 30% year-on-year while adopting the Group's AI products and OLX platform capabilities.
- iFood is considered the core platform in Latin America, with an ecosystem around it that benefits from shared data, AI, customer relationships and loyalty programmes; a similar model is being built in India and, over time, in Europe.
- Artificial intelligence will be central to the Group's future growth. The Group's Large Commerce Model, based on customer and transaction data, is operating at scale in Latin America and being extended to India and, on a pilot basis, Amsterdam. Toqan, an internal AI assistant platform, is being scaled from a small number of restaurants to a much larger base, alongside around 40,000 internally developed applications being rolled out to the Group's roughly 5 million partners.
- The Group is building AI assistants and experimenting with autonomous business operations, including AI-supported restaurants and vending solutions, developed across multiple hubs including Amsterdam, São Paulo and Bangalore.

- On social impact, the CEO highlighted training programmes for delivery drivers in Brazil, the international expansion of the FoundHER programme for female entrepreneurs, AI and digital-economy training for people in rural India, and the Group's continued role, with the World Economic Forum, in developing shared principles for platform work.

The CEO concluded that the Group will remain focused on disciplined execution, ecosystem growth, innovation and the disposal of non-core assets, stating that future value in artificial intelligence will accrue to businesses that apply foundation models effectively at scale, and expressing confidence in Prosus's position in Latin America, India and Europe.

GENERAL QUESTIONS

Shareholders were provided the opportunity to pose questions ahead of the meeting, with answers published on the Company's website, and to pose further questions during the meeting, either in person or virtually. The Chairman, the chairpersons of the relevant board committees, and members of management were present to answer questions. The floor was opened to shareholders, and the following questions were raised:

Mr Errol Keyner (European Investors – VEB) asked:

Q1: *"Looking back, which one or two things have been disappointing in terms of progress achieved, and, given how well the iFood turnaround logic has worked, are you trying to replicate the iFood model at Just Eat Takeaway?"*

A1: Mr Bloisi (CEO) responded that competitive pressure in Latin America had been more intense than expected, requiring continued investment to defend market share even though this had weighed on near-term economics. He acknowledged that Just Eat Takeaway had started from a worse position than anticipated when acquired and that the turnaround, while progressing well, had involved more difficulty than communicated. He confirmed that iFood is indeed the benchmark being applied to Just Eat Takeaway's turnaround, and acknowledged that the Group had, in his view, under-communicated the financial impact of its technology and AI capabilities.

Mr P. Fortuin representing the Vereniging van Beleggers voor Duurzame Ontwikkeling (VBDO) asked:

Q2: *"Can the next annual report include electric-vehicle targets for 2030 for Just Eat Takeaway, eMAG and iFood, and further disclosure on the environmental footprint, including water and electricity usage, of the Group's cloud service providers?"*

A2: Prof Meyer (Chair, Sustainability Committee) confirmed that further environmental metrics would be disclosed in the next reporting year, including electric vehicle usage at the newly acquired Just Eat Takeaway and at iFood. On data-centre and cloud-related environmental impact, she noted that the Group is engaging with its cloud service providers to improve visibility of environmental data, has joined the Sustainable AI Coalition, and has published the first instalment of its Green Intelligence series on the environmental impact of AI.

Mr Kees Gootjes (De Nieuwe Beurskoers) asked:

Q3: *"How does the Group's own Global Principles for the Platform-Enabled Economy relate to the International Labour Organization's more recent, risk-based convention on platform work, and will the Group address the gaps between the two?"*

A3: Ms Khanna and Prof Meyer responded that the Group views the two frameworks as complementary – the ILO convention reflecting a tripartite, risk-based approach, and the Group's principles reflecting an industry-led, aspirational commitment – and confirmed that identified gaps would be addressed and reported on in future reporting cycles.

Mr Kees Gootjes (De Nieuwe Beurskoers) further asked:

Q4: *"How does the CEO view Prosus's role in maintaining human dignity for employees and platform workers in light of the rapid development of AI, including the recent papal encyclical on artificial intelligence?"*

A4: Mr Bloisi (CEO) responded that AI would transform daily life as fundamentally as electricity did, that Europe, Latin America and India currently have limited influence over how AI is shaped globally, and that Prosus's role is to build capability locally so that European, Latin American and Indian values can be reflected in how the technology develops, while continuing to engage with shareholders on these issues.

Ms Martine Kruitbos (MN, also on behalf of Robeco) asked:

Q5: *"What does the Board see as the main challenges in identifying and managing human rights risks, including geopolitical risk, across the Group's diverse portfolio, and what information does the Board receive to gain comfort that such risks are appropriately managed?"*

A5: Prof Meyer confirmed that geopolitical and human-rights risk assessments form part of the standard due diligence package presented to the investment committee and the Board, with ongoing oversight through the risk and sustainability committees. Ms Khanna gave the example of continued monitoring and support, including over US$10 million in impact programmes, for people affected by the conflict involving OLX Ukraine.

Mr Errol Keyner (VEB) asked a further two-part question:

Q6.1: *"What can be done to meaningfully decrease the Group's concentration risk in Tencent, and is it consistent with a pay-for-performance philosophy for the CEO's remuneration to be affected by Tencent's share price performance, which management does not control?"*

Q6.2: *"Please clarify how the reported value creation from the Group buying back its own shares at a discount, while selling Tencent shares at a higher valuation, was calculated."*

A6.1: The Chairman responded that concentration in a high-quality asset can lead to outperformance as well as underperformance, and that the Group retains meaningful influence over Tencent through Board representation and ongoing engagement. Mr Enenstein added that the remuneration framework nonetheless reflects management's influence over capital allocation decisions relating to Tencent, such as the buyback programme, as well as value created within the directly managed e-commerce businesses and total shareholder return more broadly.

A6.2: Mr Marais (CFO) explained that the buyback had delivered approximately 64% growth for shareholders when factoring in the rise in Tencent's share price and increased exposure per share, with the discount to Tencent's stake narrowing from 41% to 14%, contributing to an estimated 140% combined increase in shareholder value through the combination of reduced discount and increased net asset value exposure.

Ms Luca Naus representing the VBDO asked:

Q7: *"Does the Group have, or intend to develop, targets on living wages for platform workers, beyond compliance with local minimum wage, and can the related CSRD disclosures be clarified?"*

A7: Prof Meyer confirmed that the Group's internal assessments, validated by external reports, show that platform workers' hourly earnings exceed those in comparable formal and informal occupations, and that hourly wage is considered the most appropriate metric given the flexible, multi-platform nature of the work. She confirmed that value-chain worker metrics and related targets are being developed for inclusion in future reporting.

Ms Martine Kruitbos (MN/Robeco) asked:

Q8: *"Could the Committee reflect, for the record, on how it monitors whether the Moonshot Award remains an effective incentive as the market capitalisation target becomes more challenging, and how shareholder feedback has influenced the design?"*

A8: Mr Enenstein confirmed that the target now requires approximately 30% annual compound growth from current levels (compared with around 19% at the outset), that the Committee actively monitors motivational effectiveness and the risk of undue behaviours through its annual disclosures and ongoing shareholder engagement, and that the design of any successor incentive would be considered ahead of the end of the four-year performance period. Mr Bloisi added that his personal commitment to the target was undiminished, noting his own purchase of shares in the Company using personal funds.

Mr Errol Keyner (VEB) asked:

Q9: *"Given the pace of change in the Group's markets, would the Board consider appointing directors in their thirties to bring a different generational perspective to the Board's discussions and decisions?"*

A9: The Chairman responded that, while very young talent is prominent in frontier AI development, Board composition also benefits from experience of previous market cycles, and confirmed that the Board reviews its age, geographic and gender composition annually. Prof Jafta (Chair, Nominations Committee) confirmed that recent appointments had lowered the average age of the Board and that the Committee takes note of this feedback, while noting the practical difficulty of appointing candidates in the 35-40 age range who may be employed by competing businesses.

Ms Martine Kruitbos (MN/Robeco) asked:

Q10: *"Could the process and timing be confirmed by which Mr Pedro Arnt has been appointed as a provisional board member, with formal shareholder approval expected only at the 2027 AGM?"*

A10: The Group Company Secretary explained that, because Mr Arnt's appointment had been confirmed after the notice of this meeting had already been published, and to enable his immediate participation without the delay of waiting for next year's meeting or the inconvenience of convening an extraordinary general meeting, the Board had resolved to appoint him with immediate effect as a provisional board member, with the full rights and powers of a board member under the Company's articles of association, pending confirmation by shareholders at the 2027 AGM. Mr Arnt confirmed that the timing had arisen from clearances required on his own side rather than any delay on the part of the Company.

Mr Kees Gootjes (De Nieuwe Beurskoers) asked:

Q11: *"Given the level of disclosure on executive remuneration relative to the much larger workforce, can the Group commit to providing more insight into the relationship between executive pay and the compensation of workers, including value-chain and platform workers, going forward?"*

A11: Ms Khanna acknowledged the challenge of producing meaningful comparative metrics given the Group's geographic and operational diversity, and agreed to consider further disclosure at a more local, sector-relevant level. Mr Bloisi added that country-level disclosure, rather than group-wide averages, was in his view the more meaningful approach, and confirmed the Group already publishes some remuneration data by country.

The Group Company Secretary confirmed that there were no further questions, including from shareholders attending virtually. The Chairman thanked shareholders for their active and constructive participation, noting the unusually high level of shareholder engagement at this meeting, and invited them to engage further with management after the meeting or by email to investor relations. The question-and-answer session was closed, and the Chairman proceeded to the matters on the agenda.

NOTICE OF MEETING

The notice was circulated to all shareholders of the Company entitled to receive such notice, and within the prescribed period. The notice was taken as read, and with no objections posed, the Chairman continued with the proceedings.

VOTING PROCEDURE

It was noted that shareholders who had registered to vote at the meeting could cast their votes online or in person on all resolutions proposed to the meeting, in case they had not already done so.

RESOLUTIONS AND VOTING

The Group Company Secretary referred shareholders to each of the resolutions proposed for adoption at the AGM. Detailed information on and the full legal text of each resolution was set out in the Notice of the 2026 AGM, published on 29 June 2026, and displayed in full on screen for ease of reference. In the interest of time, only a brief overview of each agenda item is provided below.

Agenda items 1 and 2: Discussion of the Prosus annual report and corporate governance chapter (non-voting items)

The chief executive updated shareholders on the progress of the business for the financial year ended 31 March 2026, including the sustainability statements forming part of the annual report. The Board also provided an update on the Company's corporate governance structure and its compliance with the Dutch Corporate Governance Code 2025. A full question-and-answer session was held on all matters tabled for these items, as set out above under General Questions.

Agenda item 3: To approve the directors' remuneration report (advisory vote)

RESOLVED, by way of a non-binding advisory vote, THAT the directors' remuneration report of the Company, as included in the Prosus annual report, be and is hereby approved.

Agenda item 4: To adopt the annual accounts

RESOLVED THAT the annual accounts of the Company for the twelve months ended 31 March 2026, as included in the Prosus annual report, be and are hereby adopted.

Agenda item 5: To make a distribution in relation to the financial year ended 31 March 2026

RESOLVED THAT:

- a distribution be made to the holders of ordinary shares N of 28 eurocents per share (who may elect to receive this as a regular dividend out of net profit or as an equal amount of repaid capital), to the holders of ordinary shares B of 0.000028 eurocents per share, and to the holders of ordinary shares A1 of an amount per share equal to the outcome of the formula set out in article 30.3 of the articles of association, in each case in accordance with articles 30.2 to 30.3 of the articles of association;

- the articles of association be amended to increase the nominal value of the ordinary shares N from €0.05 to €0.33, at the charge of the share premium reserve, to enable the distribution of repaid capital; and
- the issued share capital of the Company be decreased, and the articles of association amended accordingly, by a decrease of the nominal value of the ordinary shares N from €0.33 back to €0.05, such decrease to be partly paid to shareholders who elected (or are deemed to have elected) the repaid capital option, with the balance added back to the share premium reserve.

The proposals to amend the articles of association include 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.

Agenda item 6: To discharge the executive directors from liability

RESOLVED THAT the executive directors in office for the year ended 31 March 2026 be discharged from liability for the fulfilment of their tasks during that financial year.

Agenda item 7: To discharge the non-executive directors from liability

RESOLVED THAT the non-executive directors in office for the year ended 31 March 2026 be discharged from liability for the fulfilment of their tasks during that financial year.

Agenda item 8: To adopt the remuneration policy of the executive and non-executive directors

RESOLVED THAT, in accordance with sections 2:135, 2:135a and 2:145(2) of the Dutch Civil Code, the remuneration policy of the executive and non-executive directors, setting out the combined remuneration for Naspers and Prosus and approved by the Board on recommendation of the human resources and remuneration committee, be and is hereby adopted.

Agenda item 9: To approve the remuneration of the non-executive directors

RESOLVED THAT the remuneration of the non-executive directors for the year ending 31 March 2028 be and is hereby approved, on the basis set out in the Notice of the 2026 AGM and summarised below (amounts payable by Prosus, being 70% of the combined Naspers/Prosus fee, save as noted):

31 March 2028[1, 2]	Capacity	Total proposed fee payable by Naspers and Prosus US$	Proposed amount payable by Prosus US$
Board	Chair[3]	946 193	662 335
	Member	378 477	264 934
Audit committee	Chair	164 533	115 173
	Member	65 813	46 069
Risk committee	Chair	97 729	68 410
	Member	39 092	27 364
Human resources and remuneration committee	Chair	115 619	80 933
	Member	46 247	32 373
Nomination committee	Chair	62 312	43 619
	Member	24 925	17 447
Sustainability committee	Chair	85 528	59 869
	Member	34 211	23 948
All members: Daily fees when travelling to and attending meetings outside home country or attended meeting virtually		3 500	2 450
Trustee of group share schemes/other personnel funds		R72 044	R50 431

1 Following the listing of Prosus on 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 → pages 66 to 92 of the annual report sets out details of the shareholders' advisory vote on the remuneration report for FY25 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.

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

Agenda item 10: To appoint Arnold Goldberg as a non-executive director of Prosus

RESOLVED THAT, in accordance with the articles of association and on the recommendation of the Board, Mr Arnold Goldberg be and is hereby appointed as an independent non-executive director of the Company for a period of three years, ending at the close of the annual general meeting to be held in 2029.

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

RESOLVED, by way of separate resolutions, THAT the following non-executive directors, each of whom retires by rotation and, being eligible, offers himself or herself for re-election, be and are hereby reappointed as non-executive directors of the Company for a period of three years, ending at the close of the annual general meeting to be held in 2029:

- 11.1 Rachel Jafta
- 11.2 Mark Sorour
- 11.3 Manisha Girotra
- 11.4 Ying Xu

Agenda item 12: To reappoint Deloitte Accountants B.V. as the auditor charged with the auditing of the annual accounts and the sustainability statements for the year ending 31 March 2028

RESOLVED THAT, on the recommendation of the Company's audit committee, Deloitte Accountants B.V. be and is hereby reappointed as independent registered auditor of the Company charged with the auditing of the annual accounts and of the sustainability statements for the financial year ending 31 March 2028.

Agenda item 13: To designate the board of directors as the company body authorised to issue shares

RESOLVED THAT the Board be and is hereby designated as the company body authorised to resolve on the issue of shares in the capital of the Company and the granting of rights to subscribe for shares, up to 10% of the issued capital in aggregate as at the date of the AGM, with power to decide which class(es) of shares are issued and to restrict or exclude pre-emptive rights accruing to shareholders in relation thereto, for a period of eighteen (18) months from the date of the AGM for general purposes. Upon adoption, the corresponding designation given to the Board on 20 August 2025 is cancelled.

Agenda item 14: To authorise the board of directors to resolve that the Company acquires shares in its own capital

RESOLVED THAT the Board be and is hereby authorised, for a period of eighteen (18) months from the date of the AGM, as the competent body of the Company to acquire fully paid-up shares in its own capital, up to a maximum of 20% of the total issued share capital as at the date of the AGM, at a price (excluding expenses) not lower than the nominal value of the shares and not higher than the Euronext Amsterdam opening price on the trading day of the repurchase (or the date the repurchase agreement is entered into) plus 10%. Upon adoption, the corresponding authorisation given to the Board on 20 August 2025 lapses.

Agenda item 15: To reduce the share capital by cancelling own shares

RESOLVED THAT any or all shares in the share capital of the Company held or repurchased by the Company under the authorisation adopted under agenda item 14, or otherwise, be cancelled to the extent such shares are not required to cover obligations under employee equity option plans. This cancellation may be executed in one or more tranches, with the number and class of shares to be cancelled in each tranche determined by the Board, and will only be effected after the Board's determination has been adopted and publicly announced and following the statutory capital reduction process, including a mandatory two-month opposition period for creditors.

A short video providing an overview of the global business was presented to shareholders.

RESULTS (Agenda item 16: Voting results)

The outcome of each resolution was displayed. The Group Company Secretary confirmed that all agenda items had been passed with the required majority. Full details of the voting results would be published via the Stock Exchange News Service and Business Wire on the following day.

CLOSING (Agenda item 17)

As there was no further business to be discussed, the Chairman thanked the shareholders and attendees for their attendance and interest in the Company's affairs, and invited those with remaining questions to raise them informally after the meeting. The Chairman formally closed the meeting.

CERTIFIED A TRUE AND CORRECT RECORD OF THE PROCEEDINGS

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CHAIRMAN

ANNEXURE A – SHAREHOLDERS AND SHAREHOLDER REPRESENTATIVES WHO ATTENDED THE PROSUS AGM HELD ON 26 AUGUST 2026

A.1 Registered to attend in person

#	Registration ID	Shareholder	Represented By
1	PRXX202610100001	Stichting MN Services	Ms Martine Kruitbos
2	PRXX202610100002	Mr K. Devriese	Mr Karel Devriese
3	PRXX202610100003	Mevr. S. Hein	Mevr. S. Hein
4	PRXX202610100004	Mr. V. van Effectenbezitters	Mr. H. F. B. Keyner
5	PRXX202610100005	Stichting Administratie Vermogensbeheer Raesdorp	Vincent van Geilswijk
6	PRXX202610100006	G.E.M. Freriks Holding B.V.	G. E. M. Freriks
7	PRXX202610100007	De Nieuwe Beurskoers	Cornelis Gootjes
8	PRXX202610100008	Mr W. Weber	Mr Wilhelm Weber
9	PRXX202610100009	H. M. Reuvers	Martijn van Wamel
10	PRXX202610100010	Mr. j. mc lester	Mr. James Mc Lester
11	PRXX202610100011	VBDO	Dhr P. Fortuin
12	PRXX202610100012	VBDO	Mevr L. Naus
13	PRXX202610100013	Mr. M. Benzing	Mr. Martin Benzing
14	PRXX202610100014	Katko Fund	Guillaume Dalibot
15	PRXX202610100903	De heer J. M. P. van Erum	De heer J. M. P. van Erum
16	PRXX202610100904	De heer A. Timmerman	De heer A. Timmerman
17	PRXX202610100905	De heer R. C. F. Q. Dufour	De heer R. C. F. Q. Dufour
18	PRXX202610100906	De heer W. R. C. van der Meer	De heer W. R. C. van der Meer
19	PRXX202610100907	De heer R. Hutte	De heer R. Hutte
20	PRXX202610100910	De heer E. A. Camozzi	De heer E. A. Camozzi
21	PRXX202610100911	De heer R. E. Vas Visser	De heer W. Koppen
22	PRXX202610100912	De heer R. E. Vas Visser	De heer B. Visser
23	PRXX202610100913	De heer R. E. Vas Visser	De heer R. E. Vas Visser
24	PRXX202610100914	De heer J. M. van der Linden	De heer J. M. van der Linden

A.2 Registered to attend online

#	Registration ID	Shareholder	Represented By
1	PRXX202610100894	T. Rowe Price International Stock Fund	Ms. Elaine Wong
2	PRXX202610100895	T. Rowe Price International Stock Fund	Ms. Amy Curry