

Reviewed and approved on
28 November 2023

Sustainability Committee Charter



prosus

1. OBJECTIVES

1.1. The primary objective of the sustainability committee (the committee) is to assist the Prosus board in discharging its responsibilities in overseeing business ethics and sustainability, as set out in the Code of Business Ethics and Conduct and Sustainability Policy.

1.2. The committee is responsible for the matters set out in section 2(below) in relation to Prosus and its subsidiaries*:

(*A "subsidiary" is a company in which Prosus has a shareholding of more than 50% - whether direct or indirect.)

2. RESPONSIBILITIES

2.1. The committee is responsible for the following in relation Prosus and its subsidiaries:

2.1.1. Overseeing and reporting on business ethics and sustainability, taking into account best practice, specific requirements of regulators and environmental, social and governance (ESG) reporting standards and frameworks.

2.1.2. Assisting the board to develop and supervise the implementation of a long-term value creation strategy, by bringing to the board's attention relevant sustainability matters, matters relating to business ethics and culture and whistle-blowing (including in both instances those matters recommended by the Dutch Corporate Governance Code 2016) and other relevant stakeholder interests.

2.2. The committee must perform a formal annual evaluation of whether the committee has fulfilled its responsibilities in terms of its charter, and reporting these findings to the board.

3. COMPOSITION

3.1. The committee comprises a majority of non-executive directors, the chief executive, and the financial director (alternate member).

3.2. The board may, at any time, remove a member from the committee.

3.3. The chair of the committee is appointed by the board. The chair of the board may not serve as the chair of the committee, but may be a member of the committee.

3.4. The company secretary serves as secretary of the committee.

4. MEETINGS

4.1. Meetings of the committee take place as and when required. Attendance may be by teleconference.

4.2. Where appropriate, matters may be dealt with by means of a round-robin resolution.

4.3. The quorum of the committee is a majority of members.

4.4. The chair of the committee must attend the annual general meeting of the company and must be prepared to answer shareholders' questions about committee issues.

5. PROCEEDINGS

- 5.1. The meetings of the committee are regulated by this charter.
- 5.2. The secretary issues notices regarding meetings, compiles an agenda on points for discussion, and minutes meetings.
- 5.3. The chair must report to the board about matters considered by the committee between board meetings. Such a report may be verbal or in writing.

6. REMUNERATION

- 6.1. The chair and non-executive committee members will receive remuneration for their responsibilities as members of this committee.
- 6.2. Such remuneration is in addition to the remuneration payable to directors for services as directors.

7. GENERAL

- 7.1. The committee may, in the execution of its duties in terms of this charter, obtain, at the company's expense, such external or other independent professional advice as it may deem appropriate to fulfil its responsibilities.
- 7.2. The committee may, from time to time, delegate some, or all, of its responsibilities to another board committee, if deemed appropriate.
- 7.3. The committee has unrestricted access to company information falling within the committee's mandate and will liaise with management on the information it requires to carry out its responsibilities.