

prosus

2025

**CORPORATE GOVERNANCE
STATEMENT AND EXPLANATION
OF THE DEVIATIONS FROM
DUTCH CORPORATE
GOVERNANCE CODE, 2022**

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.

Contents

- 1 Corporate governance statement**
- 2 Deviations from the Dutch Corporate Governance Code, 2022**
 - 2 Chapter 1: Long-term value creation
 - 2 Best practice provision 1.3.1: Internal audit function: appointment and dismissal
 - 2 Chapter 2: Effective management and supervision
 - 2 Best practice provision 2.1.9: Independence of the chair of the board
 - 2 Best practice provision 2.2.1: Appointment and reappointment periods – management board members
 - 3 Best practice provision 2.2.2: Appointment and reappointment periods – supervisory board members
 - 3 Best practice provision 2.2.6: Evaluation by the supervisory board
 - 3 Chapter 3: Remuneration
 - 3 Best practice provision 3.1.2: Remuneration policy
 - 4 Best practice provision 3.2.3: Severance payments
 - 4 Chapter 4: The general meeting
 - 4 Best practice provision 4.1.3: The general meeting – agenda: dividend policy
 - 5 Chapter 5: One-tier governance structure
 - 5 Best practice provision 5.1.3: Independence of the chair of the management board

Corporate governance statement

Prosus is required to make a statement concerning corporate governance as referred to in article 2a of the decree on the content of the management report (*Besluit inhoud bestuursverslag*) (the Decree).

The information required to be included in this corporate governance statement as described in articles 3, 3a and 3b of the Decree, which are incorporated and repeated here by reference, can be found in the following sections or pages of the annual report, including the annual financial statements for the year ended 31 March 2025:

The information concerning compliance with the principles and best-practice provisions of the Dutch Corporate Governance Code, as required by article 3(1) of the Decree	Page 44 (Overview of governance) of the annual report and pages 44 to 50 of this corporate governance statement and explanation of the deviations from Dutch Corporate Governance Code, 2022
The information concerning compliance with other codes of conduct and other corporate governance practices as required by article 3(2) of the Decree	Pages 126 (Business culture, ethics and integrity) and 108 (Human rights) of the annual report
The information concerning the main features of Prosus' risk management and control systems relating to the financial reporting process, as required by article 3a(a) of the Decree	Pages 77 to 80 (Creating value through intelligent risk management) and page 51 (the reports of the audit and risk committees) of the annual report
The information regarding the functioning of Prosus' annual general meeting, and the main authority and rights of Prosus' shareholders, as required by article 3a(b) of the Decree	Page 43 (Governance) of the annual report
The information regarding the composition and functioning of the Prosus board and its committees, as required by article 3a(c) of the Decree	Pages 46 to 50 (The board and its committees) of the annual report
The information regarding the diversity policy for the composition of the Prosus board, as required by article 3a(d) of the Decree	Pages 47 and 48 (Diversity and inclusion) of the annual report
The information referred to in the Decree article 10 Takeover Directive (<i>Besluit artikel 10 overnamerichtlijn</i>), as required by article 3b of the Decree	Page 45 (Overview of governance)
In accordance with article 2a(3) of the Decree, this corporate governance statement is deemed to be part of the annual report, including the annual financial statements for the year ended 31 March 2025.	

Deviations from the Dutch Corporate Governance Code, 2022

Deviations from the Dutch Corporate Governance Code, 2022

Best practice provision

Chapter 1: Long-term value creation

Best practice provision 1.3.1: Internal audit function: appointment and dismissal

The board has delegated certain powers to the audit committee, including overseeing the internal audit function. The board is of the view that the audit committee, whose members are financially literate and have business as well as financial acumen, is better placed to do so. As such, the audit committee, and not the board, appoints the group head of internal audit.

The management board both appoints and dismisses the senior internal auditor. Both the appointment and the dismissal of the senior internal auditor should be submitted to the supervisory board for approval, along with the recommendation of the audit committee.

As discussed above, the board has delegated certain powers to the audit committee. The audit committee (pursuant to the powers delegated to it by the board) assesses the internal audit function and subsequently makes its recommendation to the board for ratification.

The management board should assess annually the way in which the internal audit function fulfils its responsibility, after consultation with the audit committee. An independent third party should assess the performance of the internal audit function at least every five years.

Chapter 2: Effective management and supervision

Best practice provision 2.1.9: Independence of the chair of the board

Koos Bekker is the chair of the Prosus board and the Naspers board. He is a former chief executive of Naspers and a former executive director. The group believes that his experience and industry knowledge (gained while at Naspers) benefit Prosus and its shareholders, which outweigh any perceived disadvantage of being a former executive director of Prosus. Prosus has also appointed a lead independent director. In accordance with the board charter, the responsibilities of the lead independent director are:

- (i) to lead in the absence of the chair;
- (ii) to serve as a sounding board for the chair;
- (iii) to act as an intermediary between the chair and other members of the board, if necessary;
- (iv) to deal with shareholders' concerns where contact through the normal channels has failed to resolve concerns, or where such contact is inappropriate;
- (v) to strengthen independence on the board if the chair is not an independent non-executive member of the board;
- (vi) to chair discussions and decision-making by the board on matters where the chair has a conflict of interest; and
- (vii) to lead the performance appraisal of the chair.

The chair of the supervisory board should not be a former member of the management board of the company and should be independent within the meaning of best practice provision 2.1.8.

Best practice provision 2.2.1: Appointment and reappointment periods – management board members

Neither the chief executive nor the chief financial officer has a fixed appointment term. The group intends to continue to focus on building platforms that address major societal needs in high-growth markets. This strategy requires the group, and its chief executive and the chief financial officer, to take a long-term perspective. Considering its business and strategy, the group believes that it is appropriate not to limit their appointment to a four-year term.

A management board member is appointed for a maximum period of four years. A member may be reappointed for a term of not more than four years at a time, which reappointment should be prepared in a timely fashion. The D&I objectives from best practice provision 2.1.5 should be considered in the preparation of the appointment or reappointment.

Deviations from the Dutch Corporate Governance Code, 2022 continued

Deviations from the Dutch Corporate Governance Code, 2022

Best practice provision

Chapter 2: Effective management and supervision continued

Best practice provision 2.2.2: Appointment and reappointment periods – supervisory board members

To match the appointment periods of Naspers, non-executive directors are appointed for a period of not more than three years. A director's term of office shall lapse in accordance with the rotation schedule drawn up by the board. A non-executive director may be reappointed for additional periods of not more than three years.

A supervisory board member is appointed for a period of four years and may then be reappointed once for another four-year period. The supervisory board member may then be reappointed again for a period of two years, which appointment may be extended by at most two years. In the event of reappointment after an eight-year period, reasons should be given in the report of the supervisory board. At any appointment or reappointment, the profile referred to in best practice provision 2.1.1 should be observed.

Best practice provision 2.2.6: Evaluation by the supervisory board

The board is assisted by the nominations committee. The nominations committee carries out the evaluation process, which is not externally facilitated, on an annual basis. Input is requested from all the non-executive directors and reported to the chair of the board, who in turn reports to the nominations committee and thereafter the board on the outcome. The board is of the view that an internal evaluation is more valuable than an external evaluation because of the judgements which can be made regarding continuous input, knowledge of the businesses and value input based on skills.

At least once per year, outside the presence of the management board, the supervisory board should evaluate its own functioning, the functioning of the various committees of the supervisory board and of the individual supervisory board members, and discuss the conclusions of this evaluation. In doing so, attention should be paid to:

- (i) substantive aspects, conduct and culture, the mutual interaction and collaboration, and the interaction with the management board;
- (ii) events that occurred in practice from which lessons may be learned; and
- (iii) the desired profile, composition, competencies and expertise of the supervisory board.

The evaluation should take place periodically under the supervision of an external expert.

Chapter 3: Remuneration

Best practice provision 3.1.2: Remuneration policy

The following aspects should in any event be taken into consideration when formulating the remuneration policy: (...) vi. if shares are being awarded, the governing terms and conditions. Shares should be held for at least five years after they are awarded; and vii. if share options are being awarded, the terms and conditions governing this and the terms and conditions subject to which the share options can be exercised. In any case, share options cannot be exercised during the first three years after they are awarded.

- › The remuneration policy provides for different types of LTIs which create an entitlement to shares: PSUs, SARs, stock options (SOs) and a Moonshot award. The vesting and/or performance period differs per type of LTI. No additional holding period applies.
- › These LTIs are structured to drive long-term value creation, reinforce alignment with shareholder interests, and retain high-performing leaders. It is regular practice that executive directors exercise vested share options or other share awards while taking into account the respective applicable principles of the Corporate Governance Code. Given the structure and mix of different types of LTI, including vesting schedules and long-term performance metrics, the company finds it reasonable and fair to adhere to such vesting periods and not include an additional holding period.

Deviations from the Dutch Corporate Governance Code, 2022 continued

Deviations from the Dutch Corporate Governance Code, 2022

Best practice provision

Chapter 3: Remuneration continued

Best practice provision 3.2.3: Severance payments

Due to his long tenure with the group and higher statutory entitlements as a result of that, the agreement with CFO Nico Marais includes a severance payment equal to 12 months' base pay including STI (STI will be based on the average payout of STI in the three years preceding the end date) payable if the agreement ends at the initiative of Prosus. In line with the code, the severance payment shall not be due if the agreement is terminated at the initiative of the CFO or in the event of seriously culpable or negligent behaviour by the CFO or facts and circumstances that would constitute an urgent cause (*dringende reden*) under Dutch employment law as defined in Article 7:678 DCC. The severance payment includes the statutory transition compensation.

Remuneration in the event of dismissal should not exceed one year's fixed salary. Severance pay will not be awarded if the agreement is terminated early at the initiative of the management board member, or in the event of seriously culpable or negligent behaviour on the part of the management board member.

Chapter 4: The general meeting

Best practice provision 4.1.3: The general meeting – agenda: dividend policy

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 will generally consider dividend declarations annually during the month of June when it finalises the annual financial statements. 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.

The agenda of the general meeting should list which items are up for discussion and which items are to be voted on. The following items should be dealt with as separate agenda items:

- › The policy of the company on additions to reserves and on dividends (the level and purpose of the addition to reserves, the amount of the dividend, and the type of dividend).

Deviations from the Dutch Corporate Governance Code, 2022 continued

Deviations from the Dutch Corporate Governance Code, 2022

Best practice provision

Chapter 5: One-tier governance structure

Best practice provision 5.1.3: Independence of the chair of the management board

Koos Bekker is chair of the Prosus board and the Naspers board. He is a former chief executive of Naspers and a former executive director. The group believes that his experience and industry knowledge (gained while at Naspers) benefit Prosus and its shareholders, which outweigh any perceived disadvantage of being a former executive director of Prosus. Prosus has also appointed a lead independent director. In accordance with the board charter, the responsibilities of the lead independent director are:

- (i) to lead in the absence of the chair;
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- (iii) to act as an intermediary between the chair and other members of the board, if necessary;
- (iv) to deal with shareholders' concerns where contact through the normal channels has failed to resolve concerns, or where such contact is inappropriate;
- (v) to strengthen independence on the board if the chair is not an independent non-executive member of the board;
- (vi) to chair discussions and decision-making by the board on matters where the chair has a conflict of interest; and
- (vii) to lead the performance appraisal of the chair.

The chair of the management board should not be an executive director or former executive director of the company, and should be independent within the meaning of best practice provision 2.1.8.

