Minutes of the annual general meeting of shareholders (AGM) of Prosus N.V. (**Prosus or the company**), **having its official seat in Amsterdam, the Netherlands, held on Wednesday, 20 August 2025 at 14:00 CET**

Chair: Koos Bekker, chair of the board of directors (the chair) of Prosus

Secretary: Lynelle Bagwandeen, company secretary (the secretary)

The chair opened the meeting at 14:00 CET and welcomed all present at the meeting. He explained the order of the meeting and the question-and-answer session, whereafter the secretary clarified the voting procedure.

The chair explained that the notice for the meeting was made publicly available on 23 June 2025. He declared the meeting properly constituted. Valid resolutions may be adopted on all voting items on the agenda.

Videos from the chair, Debra Meyer, as well as Fabricio Bloisi, Nico Marais, Ingrid Buitendijk and Craig Enenstein were shown (see www.prosus.com).

The chair outlined the company's strong performance and strategic advancements amidst global challenges, focusing on sustainable growth, innovation, and responsible capital allocation. Key highlights included thriving ecosystems in food delivery, e-commerce, and payments across regions such as Latin America, India, and Europe, along with an AI-driven strategy to bolster customer experiences ethically. Financial moves like increased dividends and a share-repurchase program showcased a commitment to shareholder value, while leadership appointments added fresh expertise to drive ambitious growth. This year marked a focus on profitability, ecosystem strengthening, and a competitive culture with confidence in outperforming global competitors going forward. He reminded shareholders of the leadership transitions which brought fresh energy this year. Fabricio Bloisi, appointed CEO in July 2024, has excelled in driving growth and AI innovation. After the retirement of CFO Basil Sgourdos, Nico Marais stepped into the role, offering continuity and expertise for our next growth phase. Pending shareholder approval, Nico and Phuthi Mahanyele-Dabengwa, the South African CEO of Naspers, will join the board.

In her video message, Debra Meyer – chair of the sustainability committee – emphasised the company's focus on sustainability, innovation, and societal impact. Highlights included the milestone of publishing CSRD-compliant sustainability reports, support for streamlined reporting by the European Commission, and a strategy centered on responsible investing and global sustainability initiatives. Key actions involve transitioning to zero-emission delivery fleets to combat environmental challenges, enhancing driver welfare, and embedding a sustainability framework into leadership accountability. Executive incentives are tied to ESG outcomes, with a dedicated social impact target prioritising education and AI opportunities for underserved populations. Collaboration and innovation remain at the forefront of the mission to create a sustainable, inclusive future.

Fabricio Bloisi, chief executive, highlighted Prosus as a rapidly evolving global technology leader with a strong presence in AI, e-commerce, social networks, and mobile services. With a current market valuation of US$136bn, the company is ambitiously targeting US$200bn through a focus on innovation, entrepreneurship, and "The Prosus Way." Its achievements include building leading lifestyle e-commerce platforms in regions like Europe and India, developing AI-driven solutions for billions of users, and redefining online transactions through impactful large-scale commerce models. Financially, Prosus is on track to achieve an FY26 e-commerce revenue of US$9.4bn and an aEBITDA of US$1.3bn. Noteworthy shareholder initiatives include a game-changing US$41bn share buyback, the largest by any tech firm, reflecting the company's focus on delivering value while ensuring long-term growth.

Additionally, Prosus is actively managing its portfolio with strategic asset sales, IPOs, and acquisitions to unlock further value. Milestones include selling assets worth US$780m in FY26, acquiring Just Eat Takeaway (JET), and benefiting from Tencent's robust 15% year-on-year revenue growth. Results from these contributions forecast significant revenue and EBITDA growth. Prosus also prioritizes sustainability by maintaining South Africa's largest electric truck fleet and enhancing gig workers' earnings. Alongside a surging share price and narrowing valuation discounts, Prosus demonstrates its commitment to innovation and portfolio optimization. Yet, underscoring their remarkable progress, the company stressed they are only "just getting started," signaling a bright, ambitious vision for the future grounded in disciplined strategies and societal impact.

Nico Marais, chief financial officer, described a transformational year for Prosus and Naspers, reporting a 21% revenue increase in local currency (excluding M&A) fueled by strong performances in Food Delivery and Classifieds. iFood's revenue surged 30% to US$1.3bn, OLX gained an 18% revenue increase with 35% margins, while advancements were noted across Payments, Fintech, and Etail—despite challenges with PayU India. Core headline earnings jumped 59% per share to US$7.4bn, reflecting profits in Ecommerce, Tencent, and better interest income, with US$1bn free cash flow achieved for the first time. A net cash position of US$2.6bn allowed for doubled dividends and impactful share buybacks to ensure shareholder value growth. Nico emphasized stakeholder gratitude and a continued focus on financial strength and sustainable returns.

Ingrid Buitendijk, auditor with Deloitte Accountants B.V. (Deloitte), presented Deloitte's independent auditor's report of the March 2025 financial statements. The report is unqualified, meaning that in the opinion of the auditor, the financial statements are free of any material misstatements. Deloitte confirmed that the audit scope included full-scope procedures at seven components and selected procedures at one component, with physical visits and regular communication with local teams. Throughout the year, Deloitte engaged actively with Prosus management and the audit committee, ensuring their insights were respected and given due consideration.

Craig Enenstein, chair of the human resources and remuneration committee, provided an overview of key advancements in remuneration strategy, focusing on aligning with shareholder value, transparency, and sustainability. Initiatives include a US$100m "Moonshot Award" for achieving ambitious milestones like doubling market capitalisation, balancing leadership incentives with risk and rewards through ESG-linked pay, and targeting a reduced NAV discount. Changes driven by shareholder feedback introduced performance metrics connected to returns, stricter equity ownership rules, and inclusion of performance shares linked to total returns. Transparency and engagement in ESG goals are emphasized to ensure long-term value and sustainable growth.

The company then proceeded to the formal part of the meeting. The secretary explained the process for the question-and-answer session. Answers to questions raised ahead of the meeting were published on the corporate website and are attached to these minutes (Annexure A). Questions could be posed during the meeting by shareholders joining online and those in the room. Shareholders who were unable to ask questions during the meeting could email any questions that arose during the course of this meeting to the company's investor relations department.

The secretary moved on to questions from people in the room as there were no online questions.

The first question came from Mr Fortuyn of the VBDO. He recognised that the group is reporting on the gender pay gap. He noted that the unadjusted pay gap is 26% and the adjusted pay gap between women and men is 40 and requested that this be reported year-on year to demonstrate the group's stated aim to reduce the gender pay gap. Debra Meyer thanked Mr Fortuyn for the question and for acknowledging the group's transparency in disclosing the gender pay gap. She further advised that the group cannot make such a disclosure without having plans in place to reduce and eventually close the gap. Several initiatives are in place which aim to address this. Reporting will continue annually on the group's progress to diminish and eventually close the gender pay gap. Mr Bekker noted that one of the biggest challenges in the tech industry is the gender imbalance at universities. In countries like the US, China, and Japan, only about 20% of the electronic engineering class is female. Furthermore, while the group is addressing gender balance at leadership and board levels, reducing the gender pay gap also requires efforts across education and industry to encourage more women to enter STEM fields and support their career growth. Simultaneously, the group remains committed to reducing the adjusted pay gap within our organisation.

Mr Fortuyn asked his next question requesting more detail on the group's initiative with the World Economic Forum in respect of a living wage, how the group plans to proceed, and provide more insights with numbers? Recognizing that the gig economy makes it challenging to improve living standards, how will this initiative help, and how do you plan to move forward? Debra Meyer advised that the group is working towards making reporting more comprehensive. However, there are no clear guidelines yet on how to report on all topics. The group is partnering with the World Economic Forum to develop a guideline that will enable us to establish a benchmark. Moving forward, the group plans to continue reporting on progress in this area.

Mr Fortuyn asked a question about food delivery, particularly as the group is taking over Just Eat, making Prosus a significant global player in food delivery. In the group's 2024 environmental impact report, mention was made of slightly reduced plastic usage in deliveries, which was a great KPI. However, in

2025, this level of detail was absent in the environmental report. Instead, the report focused more on single-use plastics in general but lacked the precision of 2024. While your 2024 publication was commendable, would you consider including such specific details in your annual report as well? Prajna Khanna responded advised that the reason for the omission of the plastic usage in deliveries in the 2025 annual report is related to the materiality standards within the Corporate Sustainability Reporting Directive (CSRD) but advised that improvements will be made in the future.

Mr Fortuyn's final question was about the science-based targets on CO2 reduction. Prosus states that a target for portfolio companies, is 50%. Could the group show in the next annual report where we are at now? Debra Meyer advised that the target was set about two years ago and the group is already at 24%, so we can certainly publish incremental updates and provide the numbers.

Mr Keyner, a representative from European Investors-VEB (the VEB), why not split Prosus into two parts? One part being Tencent, acting as an investment fund or ETF with technical, smart strategies to ensure its discount disappears, and the other part focusing on ventures you're actively investing in and managing—some of which are nearing cash flow positivity. This approach offers two key advantages: attracting shareholders who want to invest in the future under your control rather than Tencent's, and reducing dependency on China, where Tencent's success—though currently a strong story—could suddenly face challenges, risking a significant portion of the company's value. What are your thoughts? Fabricio Bloisi advised that the focus is on growing while achieving profitability, which is challenging but essential for success. While it's tempting to suggest separating Tencent shares from other ventures, we are firmly against this idea for several key reasons. Technology is the driving force in the global economy, and ecosystems, like those created by Tencent, Meta, and Apple, are the most profitable and self-reinforcing structures in tech. Tencent, in particular, is a leader in games, payments, communication, and artificial intelligence (AI), and their ecosystem spans the globe, offering unparalleled growth opportunities. China, alongside the US, represents one of the only two centers globally capable of fostering such ecosystems and advancing AI significantly. Despite risks, China presents unique opportunities that outweigh potential downsides, especially compared to Europe or other regions. Moreover, the knowledge-sharing between Tencent and ourselves enhances our operations globally. Tencent's leadership in fields like AI, mobile payments, and food delivery exemplifies the innovation and scale we aim to leverage. Separating from such an invaluable partner would undermine our growth and technological edge. Ecosystems are where the future lies, and Tencent firmly embeds us in that future.

Mr Keyner summarized the discussion highlighting notable variations in risk assessment between China, the US, and Europe. He argued that the risk in China surpasses that in the US due to differing valuations and exposure levels. However, a heavy concentration of investment, with 80-90% of value tied to China, is widely seen as unbalanced. Diversifying regionally, with a reduced exposure of 10-40%, is suggested as a more stable approach, although no significant shifts in opinion have emerged yet. Globally, risks have increased across regions, albeit in different forms. The US faces concerns over fiscal deficits, trade policies, and high stock valuations, while Europe struggles with economic decline, now having a GDP two-thirds of the US, as rising powers like China and India outpace its growth. Despite these complexities, there remains a shared alignment of values between Europe and the US, despite political turbulence during the Trump era. The consensus stresses the inevitability of risks inherent in every country but emphasizes the importance of avoiding overexposure to any single region, especially China. Broader global risks—from economic disparities to high market valuations—require collective and balanced strategies to mitigate potential financial instabilities. Overall, a more diversified portfolio and proactive global risk evaluation are viewed as essential for navigating these uncertainties.

Mr Keyner asked for clarification on the calculation of value creation from buying back your own shares at a discount and selling Tencent shares at a higher valuation, and confirm if the reported 35 billion or 13 billion reflects the actual net value added compared to doing nothing? Nico Marais advised that the share buyback has resulted in a 64% growth for shareholders, factoring in the 54% increase in Tencent's share price and the amplified exposure per share. Additionally, the discount to Tencent's stake narrowed from 41% to 14%, leading to an approximate 140% combined increase in shareholder value through reduced discount and increased NAV exposure.

Mr van Vliet asked that the documents and the subtitles be properly translated into Dutch. Koos Bekker agreed to do so at the next annual general meeting.

Mr van Vliet further asked whether with the JustEat acquisition, were both the CFO and CEO involved in executing the deal and as a result receiving significant compensation despite underperformance? Nico

Marais advised that the offer to JustEat was made to the management of JustEat and their shareholders. We did not offer any compensation to the CEO or CFO of JustEat. JustEat shareholders will now have the opportunity to tender their shares. That will happen towards the end of September, beginning October. That process has no arrangements relating to compensation or anything relating to the CEO or CFO of JustEat. Their compensation arrangements at this point in time are governed by their own board and the necessary governance processes that they have in place.

The secretary stated that there were no further questions and reiterated that the answers to questions raised ahead of the meeting were published on the company's website.

The chair thanked all shareholders for their participation and declared that the question-and-answer session was over. He then moved on to voting.

The secretary invited all shareholders who registered to vote at the meeting to cast their votes on all resolutions proposed to the meeting, in case they had not done so already. For this purpose, she put all resolutions to the meeting, referring to the text of the resolutions and the explanatory notes thereto as set out in the notice of the annual general meeting. Following a short pause, she closed the vote and summarised the voting results as set out on the presentation slides attached to these minutes (Annexure B – which slides form an integral part of the minutes).

The chair concluded that all resolutions tabled at the meeting were adopted. He declared the meeting closed and thanked all shareholders for their attendance.

Chair: Koos Bekker　　　　Secretary: Lynelle Bagwandeen

Questions from the Vereniging van Beleggers voor Duurzame Ontwikkeling (VBDO)

1. Biodiversity

Climate change and pollution are two of the main drivers of biodiversity loss. VBDO commends Prosus for taking steps to address these topics.

The company addresses climate change by setting a target for implementing science-based targets (SBTs) for its portfolio companies. Moreover, Prosus has formulated the "10 Golden Rules for Delivery Platforms" to scale sustainable packaging (AR, p. 101). In the Prosus Environmental Impact Report (2024, pp. 10–11), packaging information concerning Etail and Food Delivery was published. Unfortunately, this data has not yet been updated in 2025.

1.1. Can we expect Prosus to add this relevant information concerning packaging into the next Annual Reports?

Transparency remains a priority for Prosus. As part of our ongoing reporting efforts, we will continue to reflect packaging-related data in alignment with ESRS guidance. The relevant packaging data and information has been included in our 2025 Environmental Impact Report published on the 19 August.

1.2. How confident is Prosus that it will reach their target of 50% of portfolio companies to have set SBTi-verified targets by 2030?

We intend to significantly reduce GHG emissions from our corporate activities and we are committed to use our position as investor and operator to engage our portfolio companies to implement their own multi-year reduction pathways.

The Science Based Targets initiative (SBTi) has verified our group GHG emissions reduction targets. They are aligned with the Paris Agreement to keep global warming to 1.5 degrees Celsius.

Our validated commitments include:

- Operational emissions: We will reduce our corporate emissions in line with a 1.5degree climate scenario by achieving a 100% reduction in absolute scope 1 and 2 GHG emissions by FY2028 from a FY2020 base year. Upon realising this reduction, we commit to maintaining the emissions at zero for the future. At the time of issuance of our FY2025 report remain at zero emissions for scope 1 and scope 2 at the Prosus corporate level.
- Supply chain emissions: We will reduce our absolute corporate scope 3 GHG emissions from air business travel by 30% by FY2030 from a FY2020 base year. For the FY2025 reporting cycle, though we are currently below the 30% threshold, the intense uptake in investment activities and the geographical extension of our group footprint, would require a recalibration of our baseline for this target to be meaningful.
- Portfolio emissions: We commit to 50% of our portfolio companies, measured by invested capital, will have set their own science-based reduction targets by FY2030. At the time of issuance of our FY2025 report we are at 24% portfolio coverage. However, the decarbonisation pathways of our portfolio companies has to be shaped in the operational context of high-growth markets like India, South Africa and Brazil, The objective of climate action is clear – net zero – but we must ensure such a societal transition happens in a just and fair way to have a chance of being successful. Unavoidably, the burden of a carbon footprint falls heavily on regions where available resources to tackle this problem are scarce. Moreover, deploying available technologies to curb emissions is often more difficult and expensive in emerging economies that have the lowest historical contribution to global warming. Furthermore, these economies are at the critical crossroads, balancing the pressing need for climate action with the complexities of economic and social development. The urgency for transformative change is undeniable, however the path forward comes with unique challenges across the various geographical contexts with our group

2. Living wage

This year, VBDO continues its engagement on the essential issue of living wage. Despite references to fair remuneration in Prosus' human rights statement (HRS, p.4) and to above-minimum standards in pay practices (AR, p. 113). Prosus does not identify adequate wages as a material topic. As a major player in the field of the gig economy, to what actions will Prosus commit to improve living wage and living income for gig economy workers?

Adequate wages: Prosus acknowledges the importance of fair and adequate remuneration across both our corporate workforce and wider value chain. Considering the material footprint of on demand platform workers across our Group, we published our on-demand platform principles in 2021 setting out the expectations on pay, social protection, fair working conditions and flexibility. The guidance on wages is "On-demand platform workers should be paid fairly, which means they should be paid no less than legal minimum wage for worked hours. On-demand platform workers should be provided with clear guidance on factors (such as location, distance, demand, conditions etc.) influencing their pay".

We recognise that the flexibility of gig-work also leads to multi 'apping', as drivers may work for various different platforms in one day. All platforms that the worker is partnering with, need to ensure at least a minimum wage to cumulatively enable a living wage for th e individual across the hours worked in a day. Towards this objective Prosus has partnered with the World Economic Forum as founding member, as part of the Future of jobs initiative to collaborate with the Forum to co-design a Charter of Good Work Principles for the Gig Economy. This effort is intended to signal proactive and responsible leadership within the sector. The recent decision by the International Labour Organization (ILO) to formally address decent work in the platform economy further strengthens the relevance and urgency of this initiative. As part of the Future of Jobs Initiative, the Forum plans to launch the charter to shape a business-led, forward-looking approach grounded in positive action. This convening aims to bring together industry participants with a dedicated focus on promoting decent work in the gig economy.

3. Gender Equality

Prosus states that it is committed to fostering an equitable workplace where all employees are rewarded fairly for their contributions, regardless of gender. As part of this commitment, the company has conducted an in-depth analysis of its gender pay gap to better understand the current state and drive meaningful progress. VBDO commends Prosus for the transparency it has provided on the gender pay gap. In the annual report, it states that the adjusted gender pay gap in FY25 is 14.4%. This adjusted gap reflects the unexplained portion of the pay difference between men and women performing comparable work, after accounting for relevant factors (AR, p. 111). VBDO considers this a significant gap. What steps will Prosus take to close this gap, and can we expect the company to set and report on a KPI to close this gap in the next annual report?

At Prosus, we are dedicated to fostering a culture of fair and equitable compensation that recognizes performance aligned with shareholder outcomes. Our commitment lies in attracting and retaining the world's top diverse talent while ensuring every individual is rewarded fairly, irrespective of gender, race, nationality, or other personal attributes.

Across the group, we uphold uniform reward principles, offering comparable pay, bonuses, and long-term incentives for similar roles and performance levels. Regular pay equity analyses, including those conducted for new hires, form an integral part of our annual cycle. Through this process, we actively identify and address any unwarranted disparities, ensuring fairness and equity in compensation over time.

The unadjusted gender pay gap reflects the difference in median earnings between men and women across our global organization, without accounting for variables such as location, age, tenure, industry, or seniority. While informative, this metric may lack context and fail to capture the complexity of pay dynamics. For instance, a simplified analysis does not consider the nuances of comparing the compensation of a male manager in communications or finance in India with that of a female manager in artificial intelligence in Europe.

To provide a clearer and more meaningful perspective for our stakeholders, we conducted a regression analysis to determine the adjusted gender pay gap. This nuanced approach factors in variables such as age, tenure, geography, grade, industry, and seniority, allowing for a more precise examination of pay practices within our diverse workforce.

This year, for the first time, we reported our gender pay gap at the Group level — a significant milestone in promoting transparency and harmonizing efforts across our global operations, industries, and business models. Building on this foundation, we are now focused on refining our data quality and enhancing our analytical methodologies. By incorporating more granular factors and improving how we compare similar roles and performances globally, we aim to develop a more accurate and comprehensive understanding of pay equity across our diverse employee base.

Simultaneously, we are advancing strategic initiatives to narrow the adjusted pay gap over time. These efforts, grounded in robust data, reflect our unwavering commitment to fair, performance-led rewards and inclusive outcomes for all. Gender pay disclosures serve as an essential tool in tracking progress and driving purposeful action. With continued transparency and determination, we are confident in our ability to create a more inclusive environment where all our people can thrive.

4. CSRD

VBDO commends Prosus for the steps it has taken to implement the CSRD in their sustainability reporting. VBDO pays strong attention to stakeholder engagement in the CSRD processes, such as the engagements for the double materiality assessment (DMA), but also in due diligence processes. Prosus recognises the importance of stakeholder engagement and states in the annual report that it engages with various stakeholders throughout the year on a variety of topics. Given that stakeholder engagement is a crucial element for the CSRD and CSDDD, does Prosus consider formalising these efforts in a stakeholder engagement policy?

Prosus is deeply committed to fostering meaningful dialogue with stakeholders across the Group. We actively share engagement themes tailored for our diverse stakeholder groups within the stakeholder engagement section of our Annual Report. A cornerstone of this effort is our Double Materiality Assessment (DMA), which serves as a vital mechanism for incorporating stakeholder perspectives into our sustainability governance framework. Insights gathered through our DMA play a pivotal role in shaping our due diligence framework, driving the identification and monitoring of salient human rights risks and environmental impacts. These inputs are seamlessly integrated into the Group-wide risk management system, which is not only aligned with our broader investment and governance strategies but also overseen at the board level to ensure accountability at the highest level. In alignment with international best practices, such as the OECD Guidelines and the UN Guiding Principles on Business and Human Rights, we provide transparent disclosures on our due diligence processes. This includes detailing how stakeholder feedback informs risk mitigation strategies across our portfolio companies and ecosystems, reinforcing our commitment to responsible and sustainable operations. At the same time, Prosus remains open to refining and enhancing its stakeholder engagement and double materiality practices. While we do not currently intend to publish a standalone stakeholder engagement policy, we are embedding a structured and adaptable engagement approach directly into our DMA processes and broader sustainability governance. Our emphasis is on substance over form—embedding stakeholder collaboration into strategic decision-making processes rather than relying solely on static formal policies. This approach enables us to remain agile, continuously improving our due diligence framework in a way that is systematic, responsive, and informed by the stakeholders we serve.

Annexure B

Agenda item number 2: advisory vote

DIRECTORS' REMUNERATION REPORT

ADOPTION of the directors' remuneration report that is included in the Prosus annual report on pages 54 to 76 by way of a non-binding advisory vote.

Agenda item number 3: voting item

ANNUAL ACCOUNTS

ADOPTION of the financial statements of the company for the year ended 31 March 2025 as included in the Prosus annual report on pages 131 to 200.

Agenda item number 4: voting item

TO MAKE A DISTRIBUTION IN RELATION TO THE FINANCIAL YEAR 2025

APPROVAL of a distribution to:

- the holders of ordinary shares N of 20 euro cents per share;
- the holders of ordinary shares B of 0.00002 euro cents per share; and
- the holders of ordinary shares A1 an amount per share equal to the outcome of the formula set forth in article 30.3 of the amended articles of association, in each case in accordance with articles 30.2 through 30.3 of the amended articles of association.

This proposal includes (i) the proposal to distribute a dividend as set out in the notice; (ii) the proposal to amend the articles of association by an increase of the nominal value of the ordinary shares N 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 to the current nominal value, which decrease is partly paid to the shareholders who have opted (or implicitly opted) for the repaid capital option.

Agenda item number 5: voting item

DISCHARGE THE EXECUTIVE DIRECTORS FROM LIABILITY

APPROVAL that the executive directors in office as at the year-end 31 March 2025 be discharged from liability for their fulfilment of their tasks in the 2025 financial year.

Agenda item number 6: voting item

DISCHARGE THE NON-EXECUTIVE DIRECTORS FROM LIABILITY

APPROVAL that the non-executive directors in office as at the year-end 31 March 2025 be discharged from liability for their fulfilment of their tasks in the 2025 financial year.

Agenda item number 7: voting item

ADOPT THE REMUNERATION POLICY OF THE EXECUTIVE AND NON-EXECUTIVE DIRECTORS
ADOPTION, in accordance with sections 2:135, 2:135a and 2:145(2) of the Dutch Civil Code, of the remuneration policy of the executive and non-executive directors.
The remuneration policy has been approved by the board on recommendation from the human resources and remuneration committee.

Agenda item number 8: voting item
APPROVE THE REMUNERATION OF THE NON-EXECUTIVE DIRECTORS
Approval of the remuneration of the non-executive directors for the year ending 31 March 2027 as set out in the notice of meeting.

Agenda item number 9: voting item
APPOINTMENT OF PHUTHI MAHANYELE-DABENGWA AS AN EXECUTIVE DIRECTOR OF PROSUS
Approval of the appointment of 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 he held in 2029.

Agenda item number 10: voting item
APPOINTMENT OF NICO MARAIS AS AN EXECUTIVE DIRECTOR OF PROSUS
Approval of the appointment of 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.

Agenda item number 11: voting item

REAPPOINTMENT OF NON-EXECUTIVE DIRECTORS FOR A PERIOD OF THREE YEARS

11.1 APPROVAL of the reappointment of Koos Bekker, who retires by rotation, for a period of three years.

11.2 APPROVAL of the reappointment of Sharmistha Dubey, who retires by rotation, for a period of three years.

11.3 APPROVAL of the reappointment of Debra Meyer, who retires by rotation, for a period of three years.

11.4 APPROVAL of the reappointment of Steve Pacak, who retires by rotation, for a period of three years.

Agenda item number 12: voting item

REAPPOINTMENT OF DELOITTE ACCOUNTANTS B.V. AS AUDITOR FOR THE YEAR ENDING 31 MARCH 2027

REAPPOINTMENT of Deloitte Accountants B.V. as independent registered auditor for the company for financial year ending 31 March 2027 on recommendation of the company's audit committee.

Agenda item number 13: voting item

APPOINTMENT OF DELOITTE ACCOUNTANTS B.V. AS AUDITOR CHARGED WITH AUDITING THE SUSTAINABILITY STATEMENTS FOR THE YEARS ENDING 31 MARCH 2026 AND 31 MARCH 2027

APPOINTMENT of Deloitte Accountants B.V. as independent registered auditor for the company charged with auditing the sustainability statements for financial years ending 31 March 2026 and 31 March 2027.

Agenda item number 14: voting item

DESIGNATE THE BOARD OF DIRECTORS AS THE COMPANY BODY TO ISSUE SHARES

APPROVE designating 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% of the issued capital in aggregate as at the date of the AGM, 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.

Agenda item number 15: voting item

AUTHORISING THE BOARD TO RESOLVE THAT PROSUS ACQUIRES OWN SHARES TO ACQUIRE SHARES IN PROSUS

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% of the total issued share capital as of the date of the AGM. 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 Euronext Amsterdam on the trading day of the repurchase or the agreement to acquire the shares is entered into plus 10%.
Upon adoption of the resolution, the current authorisation to the board given on 21 August 2024 lapses.

Agenda item number 16: voting item

REDUCE THE SHARE CAPITAL BY CANCELLING OWN SHARES

CANCELLATION of 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.