



PROSUS

Corporate governance
statement and explanation
of the deviations from Dutch
Corporate Governance
Code, 2016

2023

Improving
everyday life
for billions of
people through
technology

Dutch Corporate Governance Code, 2016

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 2023:

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| 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 123 in the governance section and pages 2 and 3 of this corporate governance statement and explanation of the deviations from Dutch Corporate Governance Code, 2016. |
| The information concerning compliance with other codes of conduct and other corporate governance practices as required by article 3(2) of the Decree | Pages 91 to 94 of the social capital section. |
| 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 133 and 134 of the reports of the audit and risk committees and pages 40 to 43 in the section choosing the right opportunities and balancing risks. |
| 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 | Pages 120 to 125 in the governance section. |
| The information regarding the composition and functioning of the Prosus board and its committees, as required by article 3a(c) of the Decree | Pages 126 to 137 in the governance section. |
| The information regarding the diversity policy for the composition of the Prosus board, as required by article 3a(d) of the Decree | Page 128 in the governance section. |
| 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 | Pages 118 to 121 in the governance section. |

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 2023.

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 issued by the audit committee.

Best practice provision 1.3.2: internal audit function: assessment of the internal audit function

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 the way in which the internal audit function fulfils its responsibility annually, taking into account the audit committee's opinion.

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 diversity 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, 2016

Best practice provision

Best practice provision 2.2.2: appointment and reappointment periods

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

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:

- iii. 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).

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; (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 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.

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