

**Prosus N.V.**  
(Incorporated in the Netherlands)  
(Legal Entity Identifier: 635400Z5LQ5F9OLVT688)  
AEX and JSE Share Code: PRX ISIN: NL0013654783  
(**Prosus**)

## **CASH VALUE IN RESPECT OF FRACTIONAL ENTITLEMENTS TO PROSUS ORDINARY SHARES N LISTED ON THE JSE AND A2X**

*Capitalised terms not defined in this announcement shall have the meaning given to such terms in the circular posted to shareholders of Prosus (**Shareholders**) together with the notice convening the 2023 annual general meeting of Shareholders on Wednesday, 12 July 2023 (the **Circular**).*

### **1. INTRODUCTION**

Shareholders are referred to the declaration announcement published by Prosus on Friday, 25 August 2023, and the finalisation announcement (**Finalisation Announcement**) published by Prosus on Monday, 4 September 2023, regarding the Prosus Capitalisation Issue in connection with the removal of the cross-holding structure pursuant to the Proposed Transaction.

The salient dates and times included in the Finalisation Announcement remain unchanged.

### **2. PURPOSE OF THIS ANNOUNCEMENT**

The purpose of this announcement is to advise the Prosus Free-Float Shareholders who hold Prosus Ordinary Shares N on the JSE and A2X on the Transaction Record Date (**JSE Free-Float Shareholders**) of the cash value in respect of fractional entitlements to Prosus Ordinary Shares N arising from the Prosus Capitalisation Issue.

### **3. CASH VALUE OF FRACTIONAL ENTITLEMENTS TO PROSUS ORDINARY SHARES N ON THE JSE AND A2X**

Shareholders are advised that as set out in the Circular, where fractional entitlements to Prosus Ordinary Shares N arise pursuant to the Prosus Share N Capitalisation Issue, such fractions will be rounded down to the nearest whole number with any remaining entitlements to Prosus Ordinary Shares N being sold on behalf the JSE Free-Float Shareholders. A cash value in respect of such fractional entitlements will be paid in accordance with the JSE Listings Requirements in South African Rand to the relevant JSE Free-Float Shareholders in their custodian / brokerage accounts or to a nominee account to be held on behalf and for the benefit of the relevant JSE Free-Float Shareholders, on Monday, 18 September 2023.

In accordance with the JSE Listings Requirements, this cash value in respect of fractional entitlements has been determined with reference to the volume weighted average traded price of Prosus Ordinary Shares N traded on the JSE on Wednesday, 13 September 2023, being the first trading day "ex" the entitlement to participate in the Prosus Capitalisation Issue on the JSE and A2X, reduced by 10% (**Cash Value**). On this basis, the Cash Value due to the JSE Free-Float Shareholders in respect of any fractional entitlements is ZAR cents 53,761.55355 (ZAR cents 59,735.05950 x 90%).

#### 4. EURONEXT FREE-FLOAT SHAREHOLDERS

Prosus Free-Float Shareholders who hold Prosus Ordinary Shares N on Euronext Amsterdam are advised that their brokers or nominees will inform them on Monday, 18 September 2023, of the cash value against which the fractional entitlements to Prosus Ordinary Shares N will be sold. The cash proceeds of such fractional entitlements to Prosus Ordinary Shares N will be paid as outlined in the Finalisation Announcement on Monday, 18 September 2023.

Amsterdam, the Netherlands  
14 September 2023

JSE sponsor to Prosus: Investec Bank Limited  
International Legal Advisor: Allen & Overy LLP  
Legal Advisor: Webber Wentzel

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#### Enquiries:

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#### **About Prosus**

Prosus is a global consumer internet group and one of the largest technology investors in the world. Operating and investing globally in markets with long-term growth potential, Prosus builds leading consumer internet companies that empower people and enrich communities.

The group is focused on building meaningful businesses in the online classifieds, food delivery, payments and fintech, and education technology sectors in markets including India and Brazil. Through its ventures team, Prosus invests in areas including health, logistics, blockchain, and social commerce. Prosus actively seeks new opportunities to partner with exceptional entrepreneurs using technology to improve people's everyday lives.

Every day, billions of customers use the products and services of companies that Prosus has invested in, acquired or built, including 99minutos, Airmeet, Aruna, AutoTrader, Autovit.ro, Azos, BandLab, Bibit, Bilt, Biome Makers, Borneo, Brainly, BUX, BYJU'S, Bykea, Captain Fresh, Codecademy, Collective Benefits, Credits, DappRadar, DeHaat, Detect Technologies, dott, EduMe, ElasticRun, eMAG, Endowus, Eruditus, EVERY, Facyl, Fashinza, Flink, Foodics, Good Glamm Group, GoodHabitZ, GoStudent, Honor, iFood, Imovirtual, Klar, Kovi, LazyPay, letgo, Mensa Brands, Meesho, merXu, Movile, Oda, OLX, Otodom, OTOMOTO, Oxford Ionics, PaySense, PayU, Pharameasy, Platzi, Property24, Quick Ride, Red Dot Payment, Republic, Sharebite, Shipper, ShopUp, SoloLearn, Stack Overflow, Standvirtual, Superside, Swiggy, Thndr, Tonik, Ula, Urban Company, Virgio, Vegrow, watchTowr, and Wayflyer.

Hundreds of millions of people have made the platforms of Prosus's associates a part of their daily lives. For listed companies where we have an interest, please see: Tencent, Delivery Hero, Remitly, Trip.com, Udemy, Skillsoft, and SimilarWeb.

Today, Prosus companies and associates help improve the lives of more than two billion people around the world.

Prosus has a primary listing on Euronext Amsterdam (AEX:PRX) and secondary listings on the Johannesburg Stock Exchange (XJSE:PRX) and a2X Markets (PRX.AJ). Prosus is majority-owned by Naspers.

For more information, please visit [www.prosus.com](http://www.prosus.com).

## **Disclaimer**

*This announcement is for information purposes only and is not intended to, and does not constitute or form part of, any offer to sell or otherwise dispose of, or the solicitation of an offer to buy, otherwise acquire or subscribe for, securities in or into any jurisdiction, including, but not limited to, the United States, and neither this document nor anything herein nor any copy thereof may be taken into or distributed, directly or indirectly, in or into any jurisdiction in which to do so would be prohibited by applicable law.*

*The securities referred to in this announcement have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "**Securities Act**"), and may not be offered or sold, directly or indirectly, in or into the United States absent registration under the Securities Act or pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Naspers and Prosus have not been and will not be registered under the U.S. Investment Company Act of 1940, as amended (the "**Investment Company Act**"), and holders of any of the securities referred to herein will not be afforded the protections of the Investment Company Act.*

*The information contained in this announcement does not constitute or form a part of any offer to the public for the sale of, or subscription for, or an invitation, advertisement, or the solicitation of an offer to purchase and/or subscribe for, securities as defined in and/or contemplated by the South African Companies Act, No. 71 of 2008 ("**South African Companies Act**"). Accordingly, this announcement does not, nor does it intend to, constitute a "registered prospectus" or an advertisement relating to an offer to the public, as contemplated by the South African Companies Act and no prospectus has been, or will be, filed with the South African Companies and Intellectual Property Commission in respect of this announcement.*

*The information contained in this announcement constitutes factual information as contemplated in Section 1(3)(a) of the South African Financial Advisory and Intermediary Services Act, 37 of 2002, as amended ("**FAIS Act**") and should not be construed as an express or implied recommendation, guide or proposal that any particular transaction in respect of the Prosus Ordinary Shares N and/or Naspers N Ordinary Shares or in relation to the business or future investments of Prosus and/or Naspers, is appropriate to the particular investment objectives, financial situations or needs of a prospective investor, and nothing contained in this announcement should be construed as constituting the canvassing for, or marketing or advertising of, financial services in South Africa. Prosus is not a financial services provider licensed as such under the FAIS Act.*

*In member states of the European Economic Area ("**EEA**") (each, a "**Relevant Member State**") no action has been undertaken or will be undertaken to make an offer to the public of securities.*

*This announcement does not constitute a prospectus within the meaning of the Prospectus Regulation and has not been approved by the Dutch Authority for the Financial Markets (Stichting Autoriteit Financiële Markten). For these purposes, the expression "Prospectus Regulation" means Regulation 2017/1129/EU (and amendments thereto) and includes any relevant implementing measure in the Relevant Member State.*

*The release, publication, or distribution of this announcement in jurisdictions other than South Africa may be restricted by law and therefore persons into whose possession this announcement comes should inform themselves about, and observe, any applicable restrictions or requirements. Any failure to comply with such restrictions may constitute a violation of the securities laws of any such jurisdiction. To the fullest extent permitted by applicable law, Prosus and Naspers disclaim any responsibility or liability for the violation of such requirements by any person.*

*It is the responsibility of each Shareholder (including, without limitation, nominees, agents and trustees for such persons) wishing to receive this announcement to satisfy themselves as to the full observance of the applicable laws of any relevant territory, including obtaining any requisite governmental or other consents, observing any other requirements or formalities and paying any issue, transfer or other taxes due in such territories.*

Shareholders are advised to read the Circular and the Notice of General Meeting (available of Prosus's website [www.prosus.com](http://www.prosus.com)), which contains the terms and conditions of the Proposed Transaction, with care and in full.

Nothing contained in this announcement constitutes, or is intended to constitute, investment, tax, legal, accounting, or other professional advice.

### **Forward-looking statements**

This announcement contains statements about Prosus and/or Naspers that are, or may be, forward-looking statements. All statements (other than statements of historical fact) are, or may be deemed to be, forward-looking statements, including, without limitation, those concerning: strategy; the economic outlook for the industries in which Prosus and/or Naspers operates or invests as well as markets generally; production; cash costs and other operating results; growth prospects and outlook for operations and/or investments, individually or in the aggregate; liquidity, capital resources and expenditure, statements in relation to the approval by shareholders or implementation of the Proposed Transaction and/or the benefits of the Proposed Transaction. These forward-looking statements are not based on historical facts, but rather reflect current expectations concerning future results and events and generally may be identified by the use of forward-looking words or phrases such as "believe", "aim", "expect", "anticipate", "intend", "foresee", "forecast", "likely", "should", "planned", "may", "estimated", "potential" or similar words and phrases. Examples of forward-looking statements include statements regarding a future financial position or future profits, cash flows, corporate strategy, implementation of the Proposed Transaction and/or the benefits of the Proposed Transaction, anticipated levels of growth, estimates of capital expenditures, acquisition and investment strategy, expansion prospects or future capital expenditure levels and other economic factors, such as, among others, growth, and interest rates.

By their nature, forward-looking statements involve known and unknown risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. Prosus and Naspers caution that forward-looking statements are not guarantees of future performance. Actual results, financial and operating conditions, returns and the developments within the industries and markets in which Prosus and/or Naspers operates and/or invests may differ materially from those made in, or suggested by, the forward-looking statements contained in this announcement. All these forward-looking statements are based on estimates, predictions, and assumptions, as regards Prosus or Naspers, all of which estimates, predictions and assumptions, although Prosus and Naspers believe them to be reasonable, are inherently uncertain and may not eventuate or eventuate in the manner Prosus and Naspers expect. Factors which may cause the actual results, performance, or achievements to be materially different from any future results, performance or achievements expressed or implied in those statements or assumptions include matters not yet known to Prosus and Naspers or not currently considered material by Prosus and Naspers.

Shareholders should keep in mind that any forward-looking statement made in this announcement or elsewhere is applicable only at the date on which such forward-looking statement is made. New factors that could cause the business of Prosus or Naspers not to develop as expected may emerge from time to time and it is not possible to predict all of them. Further, the extent to which any factor or combination of factors may cause actual results, performance, or achievement to differ materially from those contained in any forward-looking statement is not known. Prosus and Naspers have no duty to, and does not intend to, update, or revise the forward-looking statements contained in this announcement or any other information herein, except as may be required by law. Any forward-looking statement has not been.