Summary consolidated financial statements
for the year ended 31 March 2023

2023

Improving everyday life for billions of people through technology

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Commentary

The operating environment in the fiscal year ended 31 March 2023 (FY23) was characterised by significant geopolitical and macroeconomic uncertainty. Amid that uncertainty, we acted decisively to strengthen our financial footing and deliver value for shareholders. Our focus remains on building long-term sustainable value in local marketplaces with peer-leading growth and materially improving profitability.

After years of investment and significant growth, our businesses have scaled meaningfully and each segment now demonstrates a clear path to profitability. We are committed to achieving consolidated ecommerce profitability during the first half of FY25. Our efforts to drive profits with peer-leading growth will deliver long-term value to the group's shareholders.

The growth rates discussed below represent a comparison between FY23 and FY22, unless otherwise stated. The percentages in brackets represent local currency growth, excluding impacts of acquisitions and disposals (M&A), and provide a clearer view of the underlying operating performance of our businesses.

The group's Ecommerce businesses maintained topline momentum as a result of actions taken throughout the year and improved profitability significantly in the second half of the year. This foundation will allow Prosus to deliver substantial profitability improvements in FY24 and beyond.

Consolidated revenue from continuing operations grew 10% (23%) to US$5.8bn, with the biggest contributors being Food Delivery, and Payments and Fintech. Trading losses increased year on year to US$790m from US$644m in the prior year. However, trading losses reduced by 23% in the second half of the year compared to the first half, demonstrating our commitment to achieve consolidated ecommerce profitability during the first half of FY25.

Core headline earnings, our measure of after-tax operating performance, were US$2.5bn – a decrease of 32% (13%). This was primarily due to lower contributions from associates, particularly Tencent, which was impacted by Covid-19 lockdowns and new regulations in China.

Ecommerce consolidated trading losses from continuing operations of US$617m reflected incremental investment in the group's ecommerce growth extensions as we continued to invest in high-conviction growth areas. Market conditions deteriorated significantly for this business in the second half of the year and the group is completing an exit of OLX Autos. Across the group, we drove efficiencies throughout the year and cut back aggressively on costs, including a 30% reduction in corporate-level workforce costs. These actions supported an improvement in trading loss from US$365m in the first half of the year to US$252m in the second half, despite the second half historically having higher customer-acquisition investment. For the year, growth extensions accounted for US$492m of the consolidated trading loss of US$617m. We are committed to a significant reduction in trading losses in each reporting period.

Food Delivery's performance remained strong, with revenue growing well ahead of peers and profitability improving meaningfully. iFood continued to benefit from sustained momentum in the core restaurant food-delivery businesses and improved extensions, with targeted and disciplined investment in quick commerce and grocery marketplace. Given the group's conviction in iFood, we acquired the remaining 33.3% stake of iFood from Just Eat Takeaway in November 2022 for €1.5bn, plus a contingent consideration of up to €300m.

The core Classifieds business delivered sustained growth and improved profitability through stable operating metrics and strong performance in Europe. The autos and real-estate verticals and pay-and-ship initiatives contributed to revenue growth. Like listed peers, the OLX Autos business faced significant challenges and the group announced its intention to exit this business. This decision was driven by a major deterioration of market conditions in this industry towards the end of the second half of the year. The exit of OLX Autos will lead to a sizeable improvement in Classifieds and Ecommerce profitability.

Payments and Fintech continued to see meaningful growth in the core payment service provider (PSP) business and in its burgeoning Indian credit business. India's payments business grew on the back of increased wallet share in existing merchants and further diversification of the revenue base. Trading profit margins have also improved on the back of diversification of revenue. The credit business in India continued to scale and improved its trading loss margin, now approaching breakeven, by diversifying funding sources and enhancing cost discipline and risk management. The Global Payments Operations (GPO) showed strong revenue growth, but profitability was impacted by a once-off loss provision. Excluding this provision, the GPO business remains profitable.

In Edtech, our majority-owned enterprise platforms, Stack Overflow and GoodHabitz, continued to grow, but investments weighed on profitability. We invested in sales, product enhancements and global footprint expansion to better position the businesses, improving their overall product offerings and bringing scale to the platforms as corporations look for alternative ways to upskill and reskill their workforces. The current focus of investment is to leverage our strong generative artificial intelligence (GenAI) in-house capabilities to deliver significant value to customers.

The group's strong balance sheet continues to provide the needed liquidity and optionality to navigate a volatile environment. During the year, the balance sheet was further strengthened by Tencent's distribution of JD.com and Meituan shares. Prosus exited the JD.com stake at the beginning of the fiscal year and received US$3.7bn. The Meituan shares were received on 24 March 2023. In April 2023, Tencent announced a 50% increase in its dividend per share, which resulted in a dividend of US$758m received in June 2023.

In October 2022, the group delivered on its commitment and completed the disposal of its Russian classifieds business, Avito, receiving proceeds of RUB151bn (US$2.4bn). This was a differential outcome amid very difficult conditions. Avito and the OLX Autos operations, that have closed down or are classified as held for sale, are presented as discontinued operations and thus excluded from continuing operations. However, reported IFRS continuing operations include OLX Autos operations whose exit process had not been finalised at 31 March 2023 and is expected to be treated as discontinued operations in FY24.

Given a sharp rise in the cost of capital, deployed external investment of US$2.5bn was considerably lower than recent years. Of this, US$1.5bn reflects the acquisition of additional shares in iFood. We continue to explore opportunities, but remain very disciplined.

The group's resilient performance and financial footing in a difficult macroeconomic environment, combined with the open-ended share repurchase programme launched in June 2022, has delivered value for shareholders. At the start of the 2022 calendar year, the turbulent environment reduced risk appetite for many investors and depressed market valuations, particularly in the tech and internet sectors. By mid calendar year, this led to a very substantial widening in the group's

discount to the sum of its net asset value (NAV). To generate value for shareholders from this dislocation, we launched an open-ended share repurchase programme funded by the daily sale of a limited number of Tencent shares and concurrent repurchase of Prosus shares. Since programme launch, the combined holding-company discount of Naspers and Prosus has reduced by approximately 17 percentage points as of 31 March 2023. Also, Prosus had repurchased 152 797 117 Prosus shares and 4 152 285 Naspers shares, with a total value of US$10.5bn, leading to 4.5% accretion in NAV per share. Combined, the discount narrowing and the NAV per share increase have led to approximately US$29bn in value created for the group's shareholders. We remain committed to this programme as it creates immediate value for shareholders daily while increasing the group's exposure to Tencent and its ecommerce portfolio on a per-share basis.

For Naspers to execute its open-ended share repurchase programme, it received approval from the South African Reserve Bank to continue funding its buyback with regular sales of Prosus shares. By 31 March 2023, Naspers had sold 43 356 695 Prosus shares and bought back 16 320 371 of its own shares to the value of US$2.5bn. The Naspers buyback is facilitated by a subsidiary company. This approach, due to South African regulation, limits the buyback to 10% of the total N shares of Naspers in issue. We have received the requisite approval from the South African Reserve Bank for a proposed transaction in terms of which the crossholding between Naspers and Prosus will be removed. The implementation of the proposed transaction will enable the continuation of the share repurchase programme at the Naspers level. The proposed transaction is also intended to remove the complexity created by the crossholding between Naspers and Prosus while keeping the Naspers and Prosus free-float effective economic interests the same as they were prior to its implementation. This will be achieved through aligning the legal ownership in Prosus with the current respective free-float effective economic interests. The implementation of the proposed transaction is subject to the requisite regulatory and Naspers and Prosus shareholder and final board approvals being obtained. Please refer to the more detailed announcement on the proposed transaction issued on 27 June 2023.

In FY24, the group commits to: taking meaningful steps towards delivering on its target of consolidated Ecommerce profitability during the first half of FY25; continuing the open-ended share repurchase programme; and crystallising value for investors in the group's portfolio of assets as conditions present themselves. We believe these drivers, acting in concert, will result in meaningful value creation and shareholder return.

A reconciliation of the alternative performance measures to the equivalent IFRS metrics is provided in 'Other information – non-IFRS financial measures and alternative performance measures' of these summary consolidated financial statements.

Financial review

Group revenue, measured on an economic-interest basis, grew by 7% in local currency, excluding M&A. Revenue, in nominal terms, was impacted by a broad devaluation of emerging-market and European currencies on translation to US dollars, representing a negative foreign currency translation impact of US$2.6bn. Ecommerce continued a strong growth trajectory, with revenue growing 22% (31%) in a challenging environment. Our economic-interest share in Tencent's revenue declined by 12% (1%). Group trading profit declined by 31% (16%) to US$3.4bn, reflecting Tencent's lower contribution and an increase in the group's share of losses from ecommerce associates.

On a consolidated basis, total revenue from continuing operations increased by US$600m, or 10% (23%), from US$5.2bn in the prior year to US$5.8bn. This was primarily due to strong revenue growth in iFood, and Payments and Fintech. Trading losses increased to US$790m from US$644m, representing increased organic investments to scale ecommerce extensions. However, trading losses in the second half of the year improved by 23% compared to the first half, demonstrating our commitment to achieve consolidated ecommerce profitability during the first half of FY25.

Operating losses increased by US$388m to US$1.3bn, primarily due to an increase in impairment losses recognised on goodwill and other assets that were offset by the reduction in share-based compensation expenses related to the remeasurement of the group's cash-settled schemes.

Profit from equity-accounted results decreased by US$4.1bn, or 44%, from US$9.3bn in the prior year to US$5.2bn. This is driven primarily by a decrease in our share of associate fair value gains on financial instruments of US$1.7bn, reduced gains on acquisitions and disposals of US$396m and additional impairment losses of US$827m. This was in addition to reduced year-on-year profitability in Tencent of US$1.2bn and a decrease in Tencent's contribution to equity-accounted earnings as a result of the sale of shares to fund the open-ended share repurchase programme which delivered a gain, recorded in the income statement, of US$7.6bn.

The trim of 2% of the group's Tencent position in FY22 resulted in a gain of US$12.3bn in that year.

As a result of challenging macroeconomic conditions and the decline in growth expectations and valuations, we recognised impairment losses on equity-accounted investments of US$1.7bn. Impairments for our listed equity-accounted investments relate primarily to Delivery Hero (US$1bn recorded in the first half of FY23) and Skillsoft (US$301m), given a decline in market capitalisation and the increase in discount rates and country-risk premiums for these.

In addition, we recognised impairment losses on goodwill of US$684m in the current year, of which US$560m relate to Stack Overflow in the Edtech segment and US$116m to the OLX Autos business unit. The impairment loss of the OLX Autos business unit is as a result of our decision to exit the business. Further impairments may be recognised for OLX Autos in FY24 as we complete the exit of this business. Stack Overflow is a recent acquisition and has seen performance challenges in the current year due to worsening macroeconomic conditions. We are confident of the long-term potential and strategic value-add of our investments, despite the short-term macroeconomic challenges that drove the impairment.

Impairments for our unlisted equity-accounted investments relate primarily to OfferUp (US$325m) due to the increase in market interest rates and a revised business outlook.

Headline earnings decreased by US$2.4bn to US$628m. This was due to lower profitability across the group's associates and increased operating losses from our consolidated businesses. This was partially offset by reduced share-based compensation expenses related to remeasurement of the group's cash-settled scheme and no grants to executive directors, as well as lower net finance costs due to increased interest income from cash balances.

Core headline earnings were US$2.5bn – a decrease of 32% (13%) or US$1.2bn primarily due to lower contributions from the group's associates (US$1.3bn), of which US$1.1bn relates to Tencent.

Following the announcement in May 2022 of our intention to exit the Russian classifieds business, Avito was classified as held for sale until the date of disposal in October 2022. In addition, Avito represents a separate major line of business and is reflected as a discontinued operation.

In March 2023, we announced the decision to exit the OLX Autos business unit. We believe that significant value exists in the business in its various local markets. Based on this, and the ongoing disposal process, options for this business are being considered across its geographical footprint. The operations of this business classified as held for sale and those that were closed by 31 March 2023 are presented as discontinued operations. The results from continuing operations also include some losses from the OLX Autos business unit where the group is still finalising its exit.

The group remains well positioned to navigate the difficult macro environment due to its strong balance sheet. At a corporate level, Prosus has a net debt position of US$0.5bn, comprising US$14.9bn in central cash and cash equivalents (including short-term cash investments), net of US$15.4bn in central interest-bearing debt (excluding capitalised lease liabilities). In addition, we have an undrawn US$2.5bn revolving credit facility. During the year, we recorded a net interest expense of US$79m.

The group's free cash outflow (excluding Avito) was US$410m, a sizeable year-on-year improvement. This was due to improved working capital and lower withholding tax due to fewer Avito dividends being received. Excluding OLX Autos, free cash outflow was limited to just US$30m. Tencent remains a meaningful contributor to our cash flow via a stable dividend of US$565m.

There were no new or amended accounting pronouncements effective 1 April 2022 with a significant impact on the group's summary consolidated financial statements.

The company's external auditor has not reviewed or reported on forecasts included in these summary consolidated financial statements.

Segmental review

Ecommerce

Ecommerce revenue from continued operations grew 22% (31%) to US$9.9bn on an economic-interest basis, led by growth across all four core segments: Food Delivery, Classifieds, Payments and Fintech and Edtech. Etail revenue declined 14% (4%) to US$2bn impacted by an elevated FY22 base, which in turn was fuelled by pandemic-related demand, and lower demand in the current year as offline retailers offloaded inventory as Covid-19 restrictions were lifted. Excluding Etail, Ecommerce revenue grew 35% (44%). Aggregated trading losses in the Ecommerce portfolio rose to US$1.5bn from US$1.2bn in the comparative period but declined by 35% in the second half of FY23 from the first half of FY23.

On a consolidated basis, Ecommerce revenue from continuing operations grew 10% (23%) to US$5.8bn, 29% (43%), excluding Etail. The trading loss widened by US$140m (US$95m) to US$617m, reflecting increased investment in adjacent growth opportunities that we believe will contribute to long-term value. These enhancements include a broader on-demand grocery-delivery ecosystem in iFood, credit in Payments and Fintech, and expansion of our Edtech segment. Trading losses improved meaningfully in the second half of the year, driven by the benefits of increased scale at the core businesses, more targeted investment in growth extensions and more general cost-cutting measures across the segments. Profitability improved in our core Classifieds business and iFood's restaurant-delivery business in Brazil. Results for our Payments and Fintech core PSP business include a once-off loss provision of US$23m related to merchants in Brazil and the travel industry. Excluding this once-off adjustment, the core business remains profitable and reported a very strong recovery in the second half.

We are committed to achieving consolidated Ecommerce portfolio profitability during the first half of FY25, benefiting from increased scale as well as growth extensions and cost reductions. As such, the first six months of FY23 represent the high-water mark for trading losses and these are now expected to improve materially over time.

Classifieds

The core classifieds business of OLX Group continued to deliver a strong performance through the financial year, with sustained growth and improved profitability. It is well placed for further growth and margin expansion.

The core classifieds business was negatively impacted by currency movements. On an economic-interest basis, revenue decreased in nominal terms, but grew 15% to US$722m in local currency, excluding M&A, and reported a trading profit of US$60m.

The consolidated core classifieds business delivered revenue of US$486m for the year, representing growth of 15% in local currency, excluding M&A. Excluding Ukraine, core classifieds consolidated revenue grew 20% and reported a trading profit margin of 19%, a 6 percentage point improvement compared with the prior year[1].

Operating metrics across the group's core Classifieds business remained stable, with 73 million active users, 45 million monthly active app users and 1.8 million paying listers.

Europe, excluding Ukraine, grew revenue by 22% in local currency, excluding M&A. Trading profit grew by US$38m to US$83m, representing a margin improvement of 3 percentage points compared with last year. Poland remained the largest country in the group's European portfolio, growing revenues by 24% to US$281m and trading profit by US$34m to US$68m.

The strong performance in Europe was supported by solid retention and buyer adoption of pay-and-ship services. Buyer adoption increased 3% year on year to 34%, while monetisation also improved. The autos and real estate verticals contributed meaningfully and delivered revenue growth of 5% (19%) and 9% (24%) respectively, driven by improved commercial offerings. This offset a slight decline in advertising revenues due to the weaker macro environment.

The group supported its employees in Ukraine and, despite a difficult year, OLX Ukraine remained resilient. Demand has almost recovered to pre-conflict levels, with daily active users for FY23 at 94% of the prior-year level, while listings are at 80%. Despite the recovery in activity, monetisation has been kept low and the business reported a 37% (19%) decline in revenue to US$36m, and a trading loss of US$17m compared with revenue and trading profit of US$57m and US$7m respectively in FY22.

OLX Brasil, the group's 50% joint venture with Adevinta, contributed revenue of US$85m on an economic-interest basis, growing 12% (11%). Revenue growth was driven by the autos vertical, which recorded higher revenue per user and a significant increase in pay-and-ship transactions. This offset a decline in advertising revenues which were impacted by lower traffic and a weaker macroeconomic environment.

1 Classifieds' intra-segment corporate cost-allocation methodology was updated in this year. The prior year has been restated in line with the updated methodology.

The trading profit margin improved by 10 percentage points, to 15%, as the business implemented a cost-reduction plan.

OLX Autos, the car transaction business, was materially affected by macroeconomic and market challenges later in the second half of FY23, similar to listed peers. While OLX Autos has built leading positions across many of its key markets, driven by strong technology platforms and local focus, pursuing a global growth strategy was no longer the right approach for the group to maximise shareholder value. The operations of this business classified as held for sale and those that have been closed by 31 March 2023 are presented as discontinued operations. The portion of OLX Autos operations still included in continuing operations relates to OLX Autos operations whose exit process had not been finalised by 31 March 2023. These are expected to be discontinued in FY24 as the group continues to explore options for these remaining businesses and is committed to working through this process quickly and efficiently in the interests of all stakeholders.

OLX Autos revenue and trading loss for the year were US$1.8bn and US$418m respectively, of which US$853m of revenue and US$216m of trading losses are included in continuing operations.

Beyond OLX Autos, the core classifieds business in OLX is profitable, cash-flow positive and fast-growing. The exit of OLX Autos will lead to improved profitability profile of the Classifieds segment, and we expect this to be further enhanced by cost-optimisation initiatives that promote improved productivity and efficiency.

Food Delivery

The Food Delivery segment continued to deliver robust growth in the core restaurant food-delivery business as well as in grocery marketplace and quick commerce, while improving its overall profitability. Profit improvement was driven by increased scale and margin improvement in the core restaurant food-delivery businesses, as well as a more targeted investment in growth extensions such as grocery and quick commerce. Total gross merchandise value (GMV) grew 18% (27%), while revenue, on an economic-interest basis, increased 40% (44%) to US$4.2bn.

iFood represents our consolidated food-delivery business and we have several associates, most notably Delivery Hero and Swiggy.

iFood

iFood grew revenue strongly, while meaningfully improving its overall profitability during the year.

Revenue grew 39% (35%) to BRL7.1bn (US$1.4bn), driven by an increase in orders and average order size as well as improved take rates and advertising fees. In Brazil, orders increased 10% (7%) to over 832 million and GMV grew 27% (20%) to BRL48bn (US$9.4bn). Trading loss reduced by US$127m to US$79m as increased scale led to improved efficiency and margins in the core restaurant food-delivery business, which were partially offset by investment in the grocery marketplace, quick commerce and fintech extensions. During the year, iFood's trading loss margin improved by 15 percentage points.

In the core restaurant food-delivery business, GMV and revenue grew 21% (14%) and 27% (24%) respectively. The business is also benefiting from growing traction with its loyalty programme (Clube) which supports increased frequency from iFood's most valuable customers. As a result, iFood's core restaurant business generated a trading profit of US$94m and trading margin of 8%, up from -1% in FY22, reflecting higher gross margins and more efficient marketing investment.

iFood operates a hybrid model of grocery marketplace and quick-commerce delivery, with marketplace being the larger contributor to orders. Its grocery marketplace and quick-commerce offering grew orders by 2% and GMV by 18% (14%) to over 43 million and BRL4.5bn (US$0.9bn) respectively. Revenues grew by US$111m or 584% (563%) to account for 9% of total iFood revenues. In quick commerce, iFood adopted a more focused and efficient approach to rolling out new stores, with 61 dark stores now in operation, and continued to focus on achieving higher average order value and improving the unit economics of the business. iFood ceased operation in Colombia at the end of November 2022.

Delivery Hero

Delivery Hero contributed revenue of US$2.4bn and trading losses of US$267m to the group on an economic-interest basis for the period. Its focus on profitability continues to show results, as Delivery Hero's own metric of adjusted EBITDA margin (as a percentage of GMV) improved to -1.4% from -2.9% for the year ended 31 December 2022, while GMV grew by 18% to €44.6bn on a pro forma basis.

Prosus retains conviction on the Delivery Hero outlook and acquired an additional stake in this business for US$586m; increasing our ownership from 27.28% to 29.83% during the year.

More information on Delivery Hero is available at **https://ir.deliveryhero.com.**

Swiggy

Our share of Swiggy's revenue grew 40% (73%) to US$297m, reflecting higher average order values and increased revenue from delivery fees and advertising sales. The core restaurant food-delivery business recorded GMV[1] growth of 26%, while Instamart grew GMV 459%[2].

In the last two reporting periods, Swiggy has concentrated on reactivating users, increasing monthly frequency and improving user conversion. The benefits are reflected in its results for FY23, with over 272 000 enabled restaurants on its platform, 155% of pre-pandemic levels, with GMV at US$2.6bn.

In FY23, Swiggy also redoubled its focus on the profitability of its core restaurant food-delivery business, which its CEO recently announced had turned profitable in March 2023 (after factoring all corporate costs excluding share-based costs) following an investment phase. Our share of Swiggy's trading loss increased to US$180m (FY22: US$100m), driven by investment in Instamart, which peaked in the year.

Payments and Fintech

The Payments and Fintech segment grew its economic-interest revenue 32% (51%) to US$1.1bn through strong growth in the core PSP business as well as its fast-scaling India credit business. On a consolidated basis, the core PSP business and credit drove PayU's revenue growth of 32% (52%) to US$903m. The trading loss was US$83m (FY22: US$46m), with a negative margin of 9% (FY22: -7%) due to a once-off loss provision of US$23m.

The core PSP business delivered revenue growth of 23% (43%) to US$790m, driven by transactions and total payment volume (TPV) growing 19% and 24% (39%) to 2.7 billion and US$98bn respectively. While both India and GPO grew revenue solidly, the core PSP business reported a trading loss of US$2m, mainly due to GPO's once-off loss provision. Excluding this provision, the core PSP business generated a 3% trading margin, down from 4% in FY22, as GPO incurred higher merchant acquisition costs and invested in building new products.

1 GMV includes delivery fees.
2 Year in Swiggy's section refers to 1 January 2022 to 31 December 2022.

India, the largest market in the group's PSP business, contributed 51% of the core PSP business' revenues, up from 47% in FY22. India's TPV grew 33% (44%) to US$58bn, driven by transaction growth of 25% to 1.4 billion. India generated US$399m of revenue, which grew 31% (42%), fuelled by continued growth in enterprise and small and medium-sized businesses, as well as diversification into newer segments including government merchants, omnichannel and other non-MDR (merchant discount rate) products. Revenue growth and cost-saving initiatives led to an improvement in trading profit margin to 3%.

PayU's Indian credit business continued to scale quickly, issuing US$742m in loans, up 47% on last year, translating into a loan book of US$256m at 31 March 2023. The credit business grew revenue three times (three times) to US$83m, largely through growth in personal loans. The trading loss of US$10m represents a 63 percentage point improvement in margin to -12%, reflecting an improved loss rate of 2.5% from 3% in FY22. The business is close to breakeven. In FY23, in response to changes in regulations, the group stopped its digital bank offering (LazyCard), which contributed the largest part of the credit business' trading loss. As a result of the closure, the India credit metrics exclude LazyCard. The group continues to look for new opportunities to invest in further product diversification.

GPO grew solidly, but was impacted by currency translations. The GPO business grew transactions and TPV 12% and 13% (32%) to 1.2 billion and US$39bn respectively, through growth in global merchants and in Turkey, translating into revenue growth of 15% (44%) to US$393m. Turkey, one of the largest markets in GPO, contributed 22% of GPO's revenues, and grew 52% (154%) as increases in instalment sales and customer mix led to an improved take rate. GPO's gross profit margin was driven lower by higher merchant-acquisition costs. GPO is working to offset this increase through cost-saving initiatives, including headcount rationalisation, the benefits of which will come through in the next financial year. GPO's trading loss margin was -4% (2% excluding the once-off loss provision).

The largest Payments and Fintech investment in our associate portfolio, Remitly, grew its send volumes 40% to US$29bn in the year ended 31 December 2022. Our share of Remitly's revenue and trading loss was US$147m, which grew 35% (43%), and US$27m respectively.

More information on Remitly is available at **https://ir.remitly.com/**.

Edtech

On an economic-interest basis, Edtech segment revenues grew by 28% (18%) to US$545m and trading losses increased to US$258m. Growth was affected by decreased demand in the macroeconomic downturn. Our portfolio companies have reacted quickly to changing market conditions and are rationalising their cost structures and investments. At the same time, our businesses are shifting resources to take advantage of new AI technologies which promise to transform the industry. By deploying GenAI technologies, our companies can better personalise the content and user feedback on their platforms.

The consolidated Edtech businesses, Stack Overflow and GoodHabitz, grew revenues in local currency, excluding M&A, by 21% to US$134m. Trading losses increased to US$131m (FY22: US$55m), reflecting increased investment in technology, sales and international expansion.

Stack Overflow continues to add an average of 200 000 new registrations every month. It grew total bookings by 37%, driven by strong Stack Overflow for Teams' bookings, advertising and employer branding. The business grew revenue in local currency, excluding M&A, by 20% to US$94m, as Stack Overflow for Teams contributed slightly over 50% of revenue. By March 2023, Stack Overflow had over 950 paying teams generating annual recurring revenue of US$55m, representing growth of 31% year on year. Increased investment in sales teams, marketing activities and, engineering and product development initiatives contributed to the trading loss of US$84m.

GoodHabitz increased the number of courses offered by 51% (1 753 at the end of March 2023) and the number of enterprise customers it serves by 18% (2 656). Revenue grew 38% (24%) to US$40m, driven by growth in its biggest existing markets (the Netherlands, Germany, Italy, and Spain) and expansion into new international markets. Annual recurring revenue grew 24% in local currency, excluding M&A, to US$48m driven by the core markets, primarily Germany, and the introduction of new products and markets. Geographic expansion drove trading losses to US$16m.

Our Edtech minority investment portfolio comprises nine investments spanning the sector, from kindergarten to grade 12 (K–12), into higher education and workplace learning. Edtech associates revenue grew by 20% (17%) to US$412m and trading losses were US$127m.

Skillsoft, a global leader in digital workplace learning, is our biggest associate by revenue. Our share of Skillsoft's revenue was US$222m, with a trading profit of US$22m.

More information on Skillsoft is available at **https://investor.skillsoft.com**.

The group has stopped equity accounting for BYJU'S and Udemy from September 2022.

Etail

eMAG

eMAG, a leading business-to-consumer ecommerce platform in Central and Eastern Europe, had a mixed performance due to decreased consumer demand in a deteriorating macroeconomic environment, the war in neighbouring Ukraine, and a restructuring of its Hungarian business.

eMAG's revenue declined by 14% (4%) to US$2.0bn, reflecting a 17% (7%) decline in its core Etail business, partially offset by strong growth from its restaurant (Tazz) and grocery-delivery (Freshful) services. While overall GMV decreased 13% (4%), third-party (3p) ecommerce business grew GMV 3% (14%), which was offset by a first-party (1p) decline of 20% (11%). These changes were driven by charges in the category mix, which is ultimately more supportive of margins. In total, the business reported a trading loss of US$53m, compared with a US$34m trading loss last year, reflecting continued investments in Tazz, Freshful and Sameday, and once-off costs associated with the Hungary operational merger, along with warehouse investment.

eMAG has made strategic investments in productivity and innovation in the core business, while its popular loyalty programme (Genius) continues to support growth. eMAG is scaling its new extensions and focusing on better stock and warehouse management as it grows into its newly built capacity. In March 2023, the business returned to normalised year-on-year growth numbers as it lapped a normal base for the first time in three years. The investments and restructuring undertaken during the year are expected to continue improving performance over the next year, bringing a return to top and bottom-line growth.

Tencent

Tencent weathered a challenging 2022 with resilience, supported by its diversified portfolio of products, businesses and investments. For the year ended 31 December 2022, Tencent's revenue declined 1% to RMB555bn. Non-IFRS profit attributable to shareholders (Tencent's measure of normalised performance) declined 7% to RMB116bn.

Revenues from value-added services decreased by 1% to RMB288bn, driven by the 4% decrease in domestic games revenue and 3% growth in international games revenue. Social networks revenues were broadly stable at RMB117bn. Revenues from fintech and business services increased by 3% to RMB177bn. Revenues from online advertising decreased 7% to RMB83bn.

Monthly active users of Weixin and WeChat reached 1.3 billion, up 4% year on year. User time spent on Weixin continued to grow as it expanded its content, service offerings and short-form video capability, with time spent on Mini Programs and Video Accounts doubled and tripled year on year respectively in the fourth quarter of 2022. Mini Programs has become a leading transaction platform in China, contributing to the growth of the real economy. Video Accounts has become a major short-form video and live-streaming platform in China.

Tencent enlivened the video-chat experience for QQ by adding Super QQ Show avatars using enhanced motion-capture technology to mirror users' facial expressions and gestures in real time. Tencent enriched the content of anime, comics and games for QQ's short-video service, Mini World, and launched AI-powered video-creation tools, significantly increasing daily active users and time spent per user.

Tencent continued to lead in the China online game market, with Honor of Kings resuming year-on-year growth in daily active users in the fourth quarter of 2022. Internationally, Tencent elevated Valorant as a top global franchise and published two of the top three new mobile games of the year.

In online media, Tencent Video's subscriptions moderated slightly to 119 million due to content-scheduling delays, while subscription revenue increased year on year in the fourth quarter of 2022, driven by average revenue per user growth.

In advertising, Tencent improved its long-term position by launching Video Accounts in-feed ads, enhancing transaction-driven capability and machine-learning infrastructure in 2022. In the fourth quarter of 2022, Tencent advertising returned to year-on-year revenue growth. Click-to-message and click-to-purchase advertisements accounted for over one third of Weixin's advertising revenue.

In fintech, Tencent's commercial payment business was temporarily impacted by Covid-19 outbreaks, resulting in a significant slowdown in volume growth. Tencent is expanding its wealth management and exploring opportunities in consumer loans and online insurance services.

In business services, Tencent further reduced loss-making activities and optimised costs while focusing on healthier-margin, self-developed platform-as-a-service (PaaS) solutions, such as video cloud and database.

Tencent made significant progress in its drive to create sustainable social value. It announced its commitment to carbon-neutrality by 2030. Its digital philanthropy platform raised donations for over 25 000 projects and engaged more than 100 million users. In 2022, Tencent increased its return of capital to shareholders through distribution in kind, share repurchase and cash dividend.

The regulatory environment of China's internet industry continues to evolve, reflecting the expanding economic and social importance of the industry. In 2022, Tencent increased its business efficiency, sharpened its focus on core activities, and developed new services and revenue lines, successfully repositioning it for sustainable and high-quality growth. It is investing in AI capabilities and cloud infrastructure to embrace foundation models, which the company believes will enhance the experience of its existing products and services and allow it to explore new products.

Tencent is committed to enacting its vision of 'value for users, tech for good' by continuing to develop advanced technologies and innovative products and services that create shared value and promote the sustainable development of society. Tencent sees ample opportunities in both the consumer and industrial internet as technology continues to advance and as China reopens after the pandemic.

More information on Tencent is available at **www.tencent.com/en-us/investors**.

Prospects

The group is a long-term investor and has invested through various economic downturns in volatile internet markets.

The fundamentals of our businesses remain sound. We continue to have conviction in our platforms, and we are excited about the opportunities before us. The group will continue to drive profitability in its ecommerce portfolio, build scale and take action to manage expenses and free cash flow while maintaining its leading value proposition to its customers. We will continue to invest for growth by building our capabilities and enhancing our ecosystems to deliver returns across our portfolio. The ambition is for our consolidated Ecommerce portfolio to reach profitability during the first half of FY25.

We will continue the open-ended repurchase programme as long as the discount remains elevated. Over time, the compounding effects of the buyback will structurally improve returns on investment.

Tencent is a strong business with a unique position in the China internet landscape. It is led by a world-class leadership team and has a proven track record of operating through all types of environments. The group remains committed to being a significant shareholder and still sees substantial upside potential.

Subject to the requisite regulatory and Naspers and Prosus shareholder and final board approvals being obtained, we intend to remove the crossholding between Naspers and Prosus and continue with the share repurchase programme.

We endeavour to maximise value for shareholders, with a transparent, predictable and repeatable process of identifying, scaling and then crystallising value across our portfolio at the right time.

A healthy liquidity profile is helpful in uncertain times. The group's ambition remains to manage the balance sheet within its investment-grade rating. We will remain disciplined in our capital allocation and are very focused on investments with the potential to deliver long-term returns to shareholders.

As a global tech business, AI is essential for us. Across the group, AI has become part of the fabric of our operations, how we innovate and keep improving. At the scale we currently operate across our core segments, AI is essential. We develop and deploy it as quickly as possible across the group to support business growth, to innovate, and to improve our competitive ability. We are increasingly focused on AI-by-design – using our technologies and expertise to make operational improvements and to radically change the way we do business. It is all about future-proofing and innovating – building AI into the earliest stages and making it core to the process of exploring, designing, developing, deploying and improving platforms, products and services. We will continue to responsibly develop and deploy AI to drive improvements throughout the group.

Risks

With the group's focus on developing its businesses and growing value sustainably, we understand the importance of effective risk management and therefore continue to foster our governance processes. These support in setting ambitious objectives, and identifying and managing the risks opposing these.

Through our organisational structures, we enable a proactive approach to risk management, where local businesses can respond quickly to unexpected opportunities as well as risks, ensuring Prosus remains resilient and well positioned for growth.

Our risk management philosophy distinguishes between three categories of risks managed as follows:

» **Strategic risks and opportunities:** Arise from strategic choices we make, which are continuously assessed and monitored based on risk versus reward.

» **Internal operational risks:** These are managed by upholding our code of business ethics and conduct, clear roles, responsibilities and policies, effective internal controls, and continuous risk monitoring.
» **External risks:** We reduce and mitigate, inter alia, by implementing protective measures or risk transfer arrangements.

The board oversees risks and opportunities and sets the boundaries within which those risks must be managed. Businesses keep the board updated through regular reports. Current topical risks are:

» **Geopolitical tension:** The war in Ukraine and concerns about broader geopolitical tensions have caused stress on the global economy and on capital markets, which also impacts our access to capital. In such an environment, investment focus is on growing the value potential of the core portfolio by operating at leanest cost.
» **Technology developments:** We stay close to advances in technology, such as GenAI. These bring opportunities to improve products and services, but also new risks. In managing these risks, we focus on responsible use of data and related technologies to keep our customers safe, as well as continuously enhancing our cyber-resilience, detection and response capabilities.

Further details on our risk management approach and specific risks are outlined in the FY23 annual report in the 'Choosing the right opportunities and balancing risks' section. This report is available on our website.

Sustainability

As a global consumer internet group and a leading long-term technology investor, we recognise the power of technology to create solutions for some of the world's most pressing needs. Every investment we make has the potential to reduce inequalities and drive innovation. By investing in local entrepreneurs who are solving for local needs, we support local economic growth in those communities. In the long run, this is the most sustainable way of driving economic parity and equitable access to opportunity in a society.

In FY23, we implemented all necessary measures to ensure Prosus reached the target to reduce scope 1 and scope 2 emissions from its operations, including Naspers and Prosus corporate offices, to zero.

We also worked to build a real-world climate transition plan, both relevant and practical in the context of our diversified holdings and structure. We developed our targets applying the Science Based Targets initiative's (SBTi) guidance for investors, which best matches our diverse and dynamic portfolio of investments. The group is committed to a climate journey aligned with the Paris Agreement to keep global warming to 1.5°C.

This year, we developed group principles and approaches to help portfolio companies develop impactful packaging strategies. The group has determined **10 golden rules** to help digital delivery platforms scale sustainable packaging across their operations and value chains that have been cascaded across the group. We also published a landscaping report on packaging to identify solutions on new materials and strategies for reduction.

As part of our mission to use technology to improve the everyday lives of billions of people, we place great emphasis on promoting inclusive, economically secure communities by doing what we do best – supporting promising entrepreneurs to make a lasting impact on the communities around them. While conditions may vary, we believe local action by local companies is key to addressing societal challenges. We are proud of the many businesses across the portfolio that are designing scalable social-impact initiatives to meet the needs of local communities.

Directorate

On 1 April 2022, in line with the group's retirement policy, Ben van der Ross retired from the board as well as the Naspers social, ethics and sustainability and the Prosus sustainability committees. The board thanks Ben for his invaluable contribution over the years.

Shar Dubey was appointed to the board of Naspers from 1 April 2022. Her appointment as an independent non-executive director of Prosus was approved by shareholders at the annual general meeting on 24 August 2022. On 1 October 2022, she also became a member of the audit committee, enhancing the composition of this committee.

Dividend

The board recommends that, in total, shareholders receive a distribution (in the form of a capital repayment for holders of ordinary shares N and a dividend for holders of ordinary shares B and ordinary shares A1) of approximately €175m, which currently represents an increase of approximately 7% for free-float shareholders. Holders of ordinary shares B and ordinary shares A1 will receive an amount per share equal to their economic entitlement as set out in the articles of association. Furthermore, the board recommends that those holders of ordinary shares N as at 3 November 2023 (the dividend record date) who do not wish to receive a capital repayment, can choose to receive a dividend instead. A choice for one option implies an opt-out from the other. If confirmed by shareholders at the annual general meeting on 23 August 2023, elections to receive a dividend instead of a capital repayment will need to be made by holders of ordinary shares N by 20 November 2023. More information regarding the distribution will be published in the notice of annual general meeting.

Capital repayments and dividends will be payable to shareholders recorded in our books on the dividend record date and paid on 28 November 2023. Capital repayments will be paid from qualifying share capital for Dutch tax purposes. No dividend withholding tax will be withheld on the amounts of capital reductions paid to shareholders. However, if holders of ordinary shares N rather elect to receive a dividend from retained earnings, dividends will be subject to the Dutch dividend withholding tax rate of 15%.

Dividends payable to holders of ordinary shares N who elect to receive a dividend and who hold their listed ordinary shares N through the listing of the company on the JSE will, in addition to the 15% Dutch dividend withholding tax, be subject to South African dividend tax at a rate of up to 20%. The amount of additional South African dividend tax will be calculated by deducting from the 20%, a rebate equal to the Dutch dividend tax paid in respect of the dividend (without right of recovery). Shareholders holding their listed ordinary shares N through the listing of the company on the JSE, unless exempt from paying South African dividend tax or entitled to a reduced withholding tax rate in terms of an applicable tax treaty, will be subject to a maximum of 20% South African dividend tax.

Independent audit

The summary consolidated financial statements have been derived from the consolidated financial statements included in our 2023 annual report. In accordance with article 393 of book 2 of the Dutch Civil Code, PricewaterhouseCoopers Accountants N.V. has issued an unqualified auditor's opinion on those financial statements. The summary consolidated financial statements should be read in conjunction with the consolidated financial statements in the 2023 annual report dated 26 June 2023 and published on 27 June 2023.

On behalf of the board

Koos Bekker	**Bob van Dijk**
Chair	*Chief executive*

Amsterdam
26 June 2023

Summary consolidated income statement

for the year ended 31 March 2023

	Notes	31 March 2023 US$'m	31 March 2022 US$'m
Continuing operations			
Revenue	7	**5 765**	5 220
Cost of providing services and sale of goods		**(4 108)**	(3 849)
Selling, general and administration expenses		**(2 248)**	(2 152)
Other (losses)/gains – net	9	**(747)**	(169)
Operating loss		**(1 338)**	(950)
Interest income	8	**476**	52
Interest expense	8	**(555)**	(398)
Other finance income/(cost) – net	8	**18**	(92)
Dividend income		**61**	–
Share of equity-accounted results[1]	11	**5 174**	9 257
Impairment of equity-accounted investments	11	**(1 742)**	(581)
Dilution (losses)/gains on equity-accounted investments	11	**(252)**	95
Gains on partial disposal of equity-accounted investments	11	**7 622**	12 339
Net gains/(losses) on acquisitions and disposals	9	**55**	(1 127)
Profit before taxation		**9 519**	18 595
Taxation		**(39)**	(54)
Profit from continuing operations		**9 480**	18 541
Profit from discontinued operations	5	**542**	53
Profit for the year		**10 022**	18 594
Attributable to:			
Equity holders of the group		**10 112**	18 733
Non-controlling interests		**(90)**	(139)
		10 022	18 594
Per share information for the year from total operations (US cents)[2]	6		
Earnings per ordinary share N[3]		**745**	1 243
Diluted earnings per ordinary share N[3]		**736**	1 232
Per share information for the year from continuing operations (US cents)[2]	6		
Earnings per ordinary share N[3]		**705**	1 240
Diluted earnings per ordinary share N[3]		**697**	1 229

1 Includes equity-accounted results from associates. Refer to note 11.
2 Earnings per share information is significantly impacted by a lower share in equity-accounted results and a lower gain on partial disposal of equity-accounted investments. Refer to note 11.
3 Earnings per share is based on the weighted average number of shares taking into account the cross-holding agreement from the share exchange. Refer to note 6.

Summary consolidated statement of comprehensive income

for the year ended 31 March 2023

	Notes	31 March 2023 US$'m	31 March 2022 US$'m
Profit for the year		**10 022**	18 594
Total other comprehensive loss for the year – net of tax		**(3 550)**	(3 111)
Items that may be subsequently reclassified to profit or loss			
Foreign exchange (losses)/gains arising on translation of foreign operations[1, 2]		**(2 448)**	1 591
Share of equity-accounted investments' movement in OCI[3]		**797**	(813)
Recognition of cash flow hedge		**–**	(99)
Derecognition of cash flow hedge		**–**	119
Items that may not be subsequently reclassified to profit or loss			
Fair value gains/(losses) on financial assets through OCI		**(158)**	(1 210)
Share of equity-accounted investments' movement in OCI and NAV[4]	11	**(1 741)**	(2 699)
Total comprehensive income for the year		**6 472**	15 483
Attributable to:			
Equity holders of the group		**6 570**	15 566
Non-controlling interests		**(98)**	(83)
		6 472	15 483

1 31 March 2023 includes the reclassification to the summary consolidated income statement of US$202m relating to the disposal of Avito (2022: US$1.1bn relating to the loss of significant influence of VK Company Limited (VK)).
2 The significant movement relates to the translation effects from equity-accounted investments (refer to note 11). The current year also includes a net monetary gain of US$102m relating to hyperinflation accounting for the group's subsidiaries in Turkey.
3 This relates to movements in equity-accounted investment's foreign currency translation reserve.
4 This relates mainly to (losses)/gains from the changes in share prices of Tencent's listed investments carried at fair value through other comprehensive income and the group's share in the share-based compensation reserve of equity-accounted investments.

Summary consolidated statement of financial position

as at 31 March 2023

	Notes	31 March 2023 US$'m	31 March 2022 US$'m
Assets			
Non-current assets		**41 707**	56 073
Property, plant and equipment		**620**	604
Goodwill	10	**1 412**	3 372
Other intangible assets		**367**	928
Investments in associates	11	**35 930**	44 457
Investments in joint ventures		**69**	144
Other investments and loans[1]	12	**3 117**	6 410
Trade and financing receivables[2]		**133**	91
Other receivables[2]		**43**	41
Deferred taxation		**16**	26
Current assets		**23 371**	15 265
Inventory		**324**	470
Trade and financing receivables[2]		**526**	370
Other receivables and loans[2]		**869**	790
Derivative financial instruments		**5**	27
Other investments	12	**4 707**	–
Short-term investments		**6 726**	3 924
Cash and cash equivalents		**9 565**	9 646
		22 722	15 227
Assets classified as held for sale	14	**649**	38
Total assets		**65 078**	71 338
Equity and liabilities			
Capital and reserves attributable to the group's equity holders		**44 593**	50 421
Share capital and premium		**39 186**	39 190
Treasury shares		**(10 043)**	(6 411)
Other reserves		**(45 756)**	(40 557)
Retained earnings		**61 206**	58 199
Non-controlling interests		**32**	102
Total equity		**44 625**	50 523
Non-current liabilities		**16 048**	16 402
Capitalised lease liabilities		**150**	200
Liabilities – interest bearing		**15 596**	15 611
– non-interest bearing		**22**	50
Other non-current liabilities[1]		**140**	170
Cash-settled share-based payment liabilities	15	**57**	163
Deferred taxation		**83**	208
Current liabilities		**4 405**	4 413
Current portion of long-term liabilities		**467**	312
Trade payables		**356**	549
Accrued expenses[3]		**1 802**	1 529
Provisions		**45**	9
Other current liabilities		**775**	1 032
Cash-settled share-based payment liabilities	15	**656**	964
Bank overdrafts		**28**	18
Liabilities classified as held for sale	14	**276**	–
Total equity and liabilities		**65 078**	71 338

1 Non-current derivative assets have been aggregated with other investments and loans, and non-current derivative liabilities with other non-current liabilities as a result of them being immaterial. Current derivative liabilities have been aggregated with other non-current liabilities as a result of them being immaterial.
2 Financing receivables of US$185m previously aggregated into 'Other receivables' are now presented in 'Trade and financing receivables' due to the group's growing credit business.
3 Accrued interest expense of US$124m previously aggregated into 'Accrued expenses' is now presented in 'Current portion of long-term liabilities' to present the interest component with the interest bearing liabilities.

Summary consolidated statement of changes in equity

for the year ended 31 March 2023

Summary consolidated statement of changes in equity continued

for the year ended 31 March 2023

	Share capital and premium US$'m	Treasury shares US$'m	Foreign currency translation reserve US$'m	Valuation reserve US$'m	Existing control business combination reserve US$'m	Share-based compen-sation reserve US$'m	Retained earnings US$'m	Share-holders' funds US$'m	Non-control-ling interest US$'m	Total US$'m
Balance at 1 April 2022	**39 190**	**(6 411)**	**(358)**	**65**	**(43 487)**	**3 223**	**58 199**	**50 421**	**102**	**50 523**
Total comprehensive income for the year	—	—	(1 641)	(3 007)	—	1 106	10 112	6 570	(98)	6 472
Profit for the year	—	—	—	—	—	—	10 112	10 112	(90)	10 022
Total other comprehensive loss for the year	—	—	(1 641)	(3 007)	—	1 106	—	(3 542)	(8)	(3 550)
Cancellation of treasury shares	(4)	6 411	—	—	—	—	(6 407)	—	—	
Repurchase of own shares[1]	—	(10 043)	—	—	—	—	—	(10 043)	—	(10 043)
Capital restructure as a result of the share repurchase programme[2]	—	—	—	—	(616)	—	—	(616)	—	(616)
Share-based compensation movements	—	—	—	—	—	(120)	8	(112)	—	(112)
Share-based compensation expense	—	—	—	—	—	135	—	135	1	136
Contributions made to Naspers share trusts	—	—	—	—	—	(191)	—	(191)	(1)	(192)
Modification of share-based compensation benefits	—	—	—	—	—	(13)	9	(4)	—	(4)
Other share-based compensation movements	—	—	—	—	—	(51)	(1)	(52)	—	(52)
Direct equity movements	—	—	—	1 013	(148)	(364)	(501)	—	—	—
Direct movements from associates	—	—	—	338	—	—	(338)	—	—	—
Transfer of reserves as a result of partial disposal of associates	—	—	—	274	—	(364)	90	—	—	—
Transfer of reserves as a result of disposals	—	—	—	401	(169)	—	(232)	—	—	—
Other direct movements	—	—	—	—	21	—	(21)	—	—	—
Remeasurement of written put option liabilities	—		—	—	168	—	—	168	—	168
Cancellation of written put option liabilities	—	—	—	—	41	—	—	41	—	41
Other movements	—	—	—	—	—	—	(14)	(14)	—	(14)
Dividends paid[3]	—	—	—	—	—	—	(191)	(191)	—	(191)
Transactions with non-controlling shareholders[4]	—	—	9	—	(1 639)	(1)	—	(1 631)	28	(1 603)
Balance at 31 March 2023	**39 186**	**(10 043)**	**(1 990)**	**(1 929)**	**(45 681)**	**3 844**	**61 206**	**44 593**	**32**	**44 625**

1 Relates to the repurchase of Prosus shares. Refer to note 3 for details of the Prosus/Naspers share repurchase programme.
2 Relates to the purchase of Naspers shares as part of the share repurchase programme. Refer to note 3 for details of the Prosus/Naspers share repurchase programme.
3 Dividends paid consist of US$89m attributable to Naspers and US$102m attributable to Prosus' free-float shareholders.
4 The current year relates mainly to the transaction with the non-controlling shareholders of iFood. Refer to note 3.

Summary consolidated statement of changes in equity continued

for the year ended 31 March 2023

	Share capital and premium US$'m	Treasury shares US$'m	Foreign currency translation reserve US$'m	Valuation reserve US$'m	Existing control business combination reserve US$'m	Share-based compen-sation reserve US$'m	Retained earnings US$'m	Share-holders' funds US$'m	Non-control-ling interest US$'m	Total US$'m
Balance at 1 April 2021	612	(1 416)	(1 123)	6 707	(2 212)	2 446	38 055	43 069	117	43 186
Total comprehensive income for the year	–	–	722	(4 933)	–	1 044	18 733	15 566	(83)	15 483
Profit for the year	–	–	–	–	–	–	18 733	18 733	(139)	18 594
Total other comprehensive loss for the year	–	–	722	(4 933)	–	1 044	–	(3 167)	56	(3 111)
Movement due to share exchange transaction[1]	38 517	–	–	–	(41 304)	–	–	(2 787)	–	(2 787)
Share-based compensation movements	–	–	–	–	–	(107)	(136)	(243)	(86)	(329)
Share-based compensation expense	–	–	–	–	–	125	–	125	1	126
Contributions made to Naspers share trusts	–	–	–	–	–	(190)	–	(190)	–	(190)
Modification of share-based compensation benefits	–	–	–	–	–	(6)	(172)	(178)	(87)	(265)
Other share-based compensation movements	–	–	–	–	–	(36)	36	–	–	–
Direct equity movements	(5)	–	43	(1 709)	12	(160)	1 819	–	–	–
Direct movements from associates	–	–	–	(1 076)	–	–	1 076	–	–	–
Transfer of reserves as a result of partial disposal of associates	–	–	–	(455)	–	(160)	615	–	–	–
Transfer of reserves as a result of disposals	–	–	43	(178)	12	–	123	–	–	–
Other direct movements	(5)	–	–	–	–	–	5	–	–	–
Remeasurement of written put option liabilities	–	–	–	–	236	–	–	236	–	236
Cancellation of written put option liabilities	–	–	–	–	76	–	5	81	–	81
Other movements	–	–	–	–	–	2	(39)	(37)	–	(37)
Repurchase of own shares[1]	–	(4 995)	–	–	–	–	–	(4 995)	–	(4 995)
Prosus ordinary shares B issued[1]	66	–	–	–	–	–	–	66	–	66
Dividends paid[2]	–	–	–	–	–	–	(238)	(238)	–	(238)
Transactions with non-controlling shareholders[3]	–	–	–	–	(295)	(2)	–	(297)	154	(143)
Balance at 31 March 2022	39 190	(6 411)	(358)	65	(43 487)	3 223	58 199	50 421	102	50 523

1 Relates to the group's share exchange transaction in August 2021.

2 Dividends paid consist of US$104m attributable to Naspers and US$134m attributable to Prosus' free-float shareholders.

3 Relates to transactions with non-controlling interest resulted in the derecognition of non-controlling interest of US$154m.

	Notes	31 March 2023 US$'m	31 March 2022 US$'m
Cash flows from operating activities			
Cash utilised in operations		**(349)**	(644)
Interest income received		**315**	38
Dividends received from equity-accounted investments		**572**	571
Interest costs paid		**(551)**	(381)
Taxation paid		**(107)**	(189)
Net cash utilised in operating activities		**(120)**	(605)
Cash flows from investing activities			
Acquisitions and disposals of tangible and intangible assets		**(252)**	(234)
Acquisitions of subsidiaries, associates and joint ventures, net of cash	16	**(322)**	(4 580)
Disposals of subsidiaries, businesses, associates and joint ventures, net of cash	16	**12 668**	14 641
Acquisition of short-term investments[1]		**(6 605)**	(3 922)
Maturity of short-term investments[1]		**3 924**	1 211
Repayment of loans/(loans advanced) to related parties	18	**58**	(21)
Cash paid for other investments[2]	16	**(559)**	(1 477)
Cash received from other investment[2]	16	**3 764**	85
Acquisition of Naspers shares[3]		**—**	(1 287)
Cash movement in other investing activities		**(33)**	(24)
Net cash generated from investing activities		**12 643**	4 392
Cash flows from financing activities			
Payments for the repurchase of own shares	3	**(9 901)**	(4 995)
Proceeds from issue of share capital	3	**—**	66
Proceeds from long and short-term loans raised		**104**	9 564
Repayments of long and short-term loans		**(56)**	(1 619)
Capital restructure as a result of the share repurchase programme[4]		**(615)**	—
Additional investment in existing subsidiaries[5]		**(1 606)**	(148)
Dividends and capital repayments to shareholders	18	**(191)**	(238)
Contributions made to Naspers share trusts		**(191)**	(190)
Repayments of capitalised lease liabilities		**(51)**	(51)
Additional investment from non-controlling shareholders		**67**	140
Cash movements in other financing activities[6]		**(11)**	(126)
Net cash (utilised in)/generated from financing activities		**(12 451)**	2 403
Net movement in cash and cash equivalents		**72**	6 190
Foreign exchange translation adjustments on cash and cash equivalents		**(69)**	(124)
Cash and cash equivalents at the beginning of the year		**9 628**	3 562
Cash and cash equivalents classified as held for sale	14	**(94)**	—
Cash and cash equivalents at the end of the year		**9 537**	9 628

1 Relates to short-term cash investments with maturities of more than three months from date of acquisition.
2 Relates mainly to the group's investments measured at fair value. Cash received from other investments includes US$54m dividends received from the JD.com investment.
3 Relates to payments for the group's acquisition of Naspers shares included in fair value through other comprehensive income investments prior to the share exchange transaction and share repurchase.
4 Relates to the capital restructure from the group's acquisition of Naspers shares. Refer to note 3.
5 Relates to transactions with non-controlling interest resulting in changes in the effective interest of existing subsidiaries.
6 The prior year includes transaction costs relating to the Prosus share exchange of US$122.4m.

1. General information

Prosus N.V. (Prosus or the group) is a public company with limited liability (*naamloze vennootschap*) incorporated under Dutch law, with its registered head office located at Symphony Offices, Gustav Mahlerplein 5, 1082 MS Amsterdam, the Netherlands (registered in the Dutch commercial register under number 34099856). Prosus is a subsidiary of Naspers Limited (Naspers), a company incorporated in South Africa. Prosus is listed on the Euronext Amsterdam Stock Exchange, with a secondary listing on the JSE Limited's stock exchange and A2X Markets in South Africa.

The Prosus group 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, payments and fintech, food delivery and education technology sectors in markets that include Europe, India and Brazil. Through its Ventures team, Prosus actively seeks new opportunities to partner with exceptional entrepreneurs who are using technology to address big societal needs. Every day, millions of people use the products and services of companies that Prosus has invested in, acquired or built. The group operates and partners with a number of leading internet businesses across the Americas, Africa, Central and Eastern Europe, and Asia in sectors including online classifieds, food delivery, payments and fintech, edtech, health, etail and social and internet platforms.

The summary consolidated financial statements for the year ended 31 March 2023 have been authorised for issue by the board of directors on 26 June 2023.

2. Basis of presentation and accounting policies

Information on the summary consolidated financial statements

The summary consolidated financial statements have been prepared in accordance with the accounting policies as applied by Prosus and consistent with those applied in the consolidated financial statements for the year ended 31 March 2023. These summary consolidated financial statements contain the information required by IAS 34 *Interim Financial Reporting* (IAS 34) with the exception of IAS 34.20(b) and accordingly, the financial information for the second half of the current year is not presented separately. These summary consolidated financial statements do not constitute the full financial statements within the meaning of Part 9 of Book 2 of the Dutch Civil Code.

The summary consolidated financial statements do not include all the disclosures required for a complete set of financial statements prepared in accordance with IFRS-EU. The summary financial information included in these financial statements are derived from the consolidated financial statements as included in the annual report for the year ended 31 March 2023. The summary consolidated financial statements should be read in conjunction with the annual report that has been authorised for issue and is available on the Prosus website **https://www.prosus.com**.

There were no new or amended accounting pronouncements effective from 1 April 2022 that have a significant impact on the group's summary consolidated financial statements.

2. Basis of presentation and accounting policies continued

Information on the summary consolidated financial statements continued

The summary consolidated financial statements presented here report earnings per share, diluted earnings per share, headline earnings per share and diluted headline earnings per share (collectively referred to as earnings per share). These are calculated as the relationship of the number of ordinary shares (or dilutive ordinary shares where relevant) of Prosus issued at 31 March 2023 (net of treasury shares) to the relevant net profit measure attributable to the shareholders of Prosus.

The earnings per share information presented takes into account the impact of the cross-holding agreement with Naspers.

All amounts disclosed are in millions of US dollars (US$'m) unless otherwise stated.

Operating segments

The group's operating segments reflect the components of the group that are regularly reviewed by the chief operating decision-maker (CODM) as defined in note 21 'Segment information' in the consolidated financial statements as included in the annual report for the year ended 31 March 2023. The group proportionately consolidates its share of the results of its associates and joint ventures in its disclosure of segment results in note 4.

From 1 April 2022, following the operational separation from the OLX Group, the CODM reviewed the financial results of Avito separately from the Classifieds Ecommerce segment. The financial results of Avito are presented separately as a discontinued operation in the operating segment information up until the date of disposal as a result of the group's decision to exit the Russian business.

In March 2023, the group announced its decision to exit the OLX Autos business unit. The exit process is being executed for each operation within the business unit in its local market. The business unit as a whole represents a separate major line of business, both in terms of the distinct nature of the business and its contribution to the operational performance of the group. As such, the operations that are classified as held for sale and the operations that are closed down by 31 March 2023 have been presented as discontinued operations and are reviewed separately by the CODM. OLX Autos operations whose exit process has not been finalised as at 31 March 2023 are presented as continuing operations. These operations will be classified as discontinued operations in the financial year that the exit process is completed.

The comparative financial results of Avito and the relevant operations in the OLX Autos business described above, previously presented in the Classifieds Ecommerce segment, have been reclassified and presented in discontinued operations to allow the current performance of the business to be compared with prior periods. The change has no impact on the total group revenue, adjusted EBITDA and trading (loss)/profit in prior periods.

2. Basis of presentation and accounting policies continued

Information on the summary consolidated financial statements continued

Lag periods applied when reporting results of equity-accounted investments

Where the reporting periods of associates and joint ventures (equity-accounted investments) are not coterminous with that of the group and/or it is impracticable for the relevant equity-accounted investee to prepare financial statements as of 31 March (for instance due to the availability of the results of the equity-accounted investee relative to the group's reporting period), the group applies an appropriate lag period of not more than three months in reporting the results of the equity-accounted investees. Significant transactions and events that occur between the non-coterminous reporting periods are adjusted for. The group exercises significant judgement when determining the transactions and events for which adjustments are made.

Going concern

The summary consolidated financial statements are prepared on the going-concern basis. Based on forecasts and available cash resources, the group has adequate resources to continue operations as a going concern in the foreseeable future. As at 31 March 2023, the group recorded US$16.2bn in cash, comprising US$9.5bn of cash and cash equivalents net of bank overdrafts and US$6.7bn in short-term cash investments. The group had US$15.9bn of interest-bearing debt (excluding capitalised lease liabilities) and an undrawn US$2.5bn revolving credit facility.

In assessing going concern, the impact of internal and external economic factors on the group's operations and liquidity was considered in preparing the forecasts and in assessing the group's actual performance against budget. The board is of the opinion that the group has sufficient financial flexibility to continue as a going concern in the year subsequent to the date of these summary consolidated financial statements.

Hyperinflation

In June 2022, the International Monetary Fund declared Turkey as a hyperinflationary economy. Accordingly, the group applied the hyperinflationary accounting requirements of IAS 29 *Financial Reporting in Hyperinflationary Economies* for the group's subsidiaries in Turkey. As the presentation currency of the group is that of a non-hyperinflationary economy, comparative amounts are not adjusted for changes in the price level or exchange rates in the current year.

On initial application of hyperinflationary accounting, opening equity for the group's subsidiaries is restated by applying a general price index from the date transactions arose. These restatements are recognised directly in equity. Subsequent to initial application, all components of equity are restated by applying a general price index from the beginning of the period or the date of contribution, if later. The restatement of opening equity on initial application is not material.

2. Basis of presentation and accounting policies continued

Information on the summary consolidated financial statements continued

Hyperinflation continued

The results, cash flows and financial position for the group's subsidiaries in Turkey are adjusted using a general price index to reflect the current purchasing power at the end of the reporting period. The carrying amounts of non-monetary assets and liabilities are adjusted to reflect the change in the general price index from the date of acquisition of these subsidiaries to the end of the reporting period. The gain or loss on the net monetary position from translation of the financial information is recognised in the summary consolidated income statement, except for goodwill, other intangible assets and deferred tax liabilities arising at acquisition of these subsidiaries. The impact of the gain on the net monetary position in the summary consolidated income statement is not material.

Goodwill, other intangible assets and deferred tax liabilities arising at acquisition of these subsidiaries are restated using the general price index at the end of the reporting period. The gain or loss on the net monetary position from the adjustment of these assets and liabilities is recognised in other comprehensive income and accumulated in the foreign currency translation reserve in equity.

The general price index as published by the Turkish Statistical Institute was used in adjusting the results, cash flows and financial position for the group's subsidiaries in Turkey up to 31 March 2023. The general price inflation factor up to 31 March 2023 was 275.99%.

3. Significant changes in financial position and performance during the reporting period

Share repurchase programme

On 27 June 2022, the group announced the beginning of an open-ended repurchase programme of Prosus ordinary shares N and Naspers N ordinary shares.

The Prosus repurchase programme of its ordinary shares N is funded by an orderly on-market sale of Tencent Holdings Limited (Tencent) shares. Until 12 August 2022, Prosus also purchased Naspers N ordinary shares.

In September 2022, Naspers began to dispose of some of the Prosus shares that it holds in order to repurchase Naspers shares pursuant of the repurchase programme.

The group has appointed agents of the group to execute the repurchase programme and sale of Tencent shares within parameters set by the group and subject to applicable laws and regulations.

3. Significant changes in financial position and performance during the reporting period continued

Share repurchase programme continued

As part of the repurchase programme, for the period between 28 June 2022 and 31 March 2023, Prosus purchased 4 152 285 Naspers N ordinary shares for a total consideration of US$626m and repurchased 152 797 117 Prosus ordinary shares N for a total consideration of US$10.0bn of which US$9.9bn was settled in cash by 31 March 2023. These transactions were mainly funded by the sale of 267 664 800 Tencent shares yielding proceeds of US$10.7bn. Furthermore, for the year ended 31 March 2023, Naspers through its subsidiary MIH Treasury Services (Pty) Ltd, purchased 16 320 371 Naspers N ordinary shares on the market for a total consideration of US$2.5bn. This transaction was funded by Naspers disposal of 43 356 695 Prosus ordinary shares N on the market yielding proceeds of US$2.8bn.

Subsequent to the above transactions, Prosus now holds a 52.5%[1] (2022: 49.5%) fully diluted interest representing a 52.7%[2] (2022: 49.9%) economic interest in Naspers. Prosus' legal ownership in Naspers remains less than 50% as at 31 March 2023.

The accounting for the share repurchase programme takes into consideration the cross-holding agreement between Prosus and Naspers and is implemented in accordance with the applicable laws and regulations as well as the authority granted by shareholders. The repurchase programme has no impact on the control structure of the group. Prosus' interest in Naspers does not represent control or significant influence. Naspers therefore continues to hold the majority of the shareholder voting rights of Prosus.

The cross-holding agreement between Naspers and Prosus became effective at the time of closing of the voluntary share exchange in August 2021. The cross-holding agreement takes into account Prosus' indirect interest in itself from holding Naspers shares and deals with how distributions between the two groups will be managed. It eliminates the need for flows back and forth between the two groups as a result of the cross-shareholding, through a waiver by Prosus of its entitlement to distributions on the Naspers shares that it holds, and provides clarity to both Prosus and Naspers' free-float shareholders of their economic interest in distributions made by Prosus. The cross-holding agreement relates to Prosus' fully diluted interest in Naspers and Naspers' legal ownership of Prosus ordinary shares N. At 31 March 2023, subject to this agreement and subsequent to the repurchase transactions above, Prosus' free-float shareholder's economic interest in the Prosus group is 56.5% (2022: 57.7%).

1 Interest in Naspers based on the cross-holding agreement formula, which was approved in the shareholder resolution.
2 Interest based on distribution rights to each class of shareholders.

3. Significant changes in financial position and performance during the reporting period continued

Share repurchase programme continued

Repurchase of Prosus shares

The Prosus ordinary shares N acquired by the group are classified as treasury shares. These are recognised in 'Treasury shares' on the summary consolidated statement of financial position. The treasury shares were recognised at a cost of US$10.0bn. The group intends to cancel the Prosus shares repurchased in due course once the relevant approvals have been obtained, so as to reduce its issued share capital.

Acquisition of Naspers shares

The Naspers N ordinary shares acquired by the group are subject to the cross-holding agreement. The agreement mandates that Prosus waives all rights to all distributions (including dividend flows) from its Naspers shares held, other than the portion attributable to the residual interest in the Naspers group (primarily Takealot, Media24 and corporate entities). Based on the substance of this cross-holding agreement, the portion of Prosus' economic interest in Naspers attributable to the residual interest in the Naspers group is recognised as a financial asset at fair value through other comprehensive income (FVOCI). The remaining portion of the interest in Naspers attributable to Prosus' underlying investments is accounted for in equity representing a capital restructure.

Accordingly, the consideration paid for Naspers N ordinary shares representing the increase in Prosus' residual interest in Naspers was recognised as a FVOCI investment with the remaining portion representing the value of Prosus' underlying investments being recognised in equity. The group recognised US$10m of the consideration as a FVOCI investment and the remaining US$616m in the 'Existing control business combination reserve' in equity.

3. Significant changes in financial position and performance during the reporting period continued

Share repurchase programme continued

Repurchase of Naspers shares

During the current year Naspers repurchased 16 320 371 Naspers N ordinary shares through its subsidiary MIH Treasury Services (Pty) Ltd. The transaction impacted Prosus' fully diluted and economic interest in Naspers and consequently impacted the value of Prosus' residual interest in the Naspers group. This transaction resulted in an increase in the residual interest in the Naspers group which was recognised in other comprehensive income. In addition, at 31 March 2023, the residual interest in the Naspers group was revalued to US$206m. The group, as a result of this revaluation, recognised a fair value loss of US$179m.

Disposal of shares in Tencent

The group reduced its ownership interest in Tencent from 28.81% to 26.16%, yielding US$10.7bn in proceeds. This is a partial disposal of an associate that does not result in a loss of significant influence. The group recognised a gain on partial disposal of US$7.6bn in the summary consolidated income statement. The group reclassified a loss of US$155m from the foreign currency translation reserve to the summary consolidated income statement related to this partial disposal.

Transactions with non-controlling shareholders

In August 2022, the group entered into an agreement through its subsidiary MIH Movile Holdings B.V. (Movile) to acquire the remaining 33.3% stake in iFood Holdings B.V. (iFood) and IF-JE Holdings B.V., from non-controlling shareholder Just Eat Holding Limited (Just Eat) for €1.5bn in cash, plus a contingent consideration of up to a maximum of €300m at a future date. The transaction was approved by Just Eat shareholders in November 2022. This agreement represents a contractual obligation to acquire shares from non-controlling interest. The group recognised US$1.6bn in 'Other current liabilities' at inception of this agreement consisting of the cash and the fair value of the contingent consideration. The liability was raised from the 'Existing control business combination reserve' in equity prior to the transfer of the risks and rewards of ownership of these shares.

In November 2022, the shares were acquired from the non-controlling shareholders for the cash consideration of US$1.5bn resulting in part settlement of the liability raised. At 31 March 2023, the fair value of the contingent consideration to be settled at a future date amounted to US$88m. The group derecognised US$68m of non-controlling interest.

3. Significant changes in financial position and performance during the reporting period continued

Exit of the OLX Autos business unit

In March 2023, the group announced the decision to exit the OLX Autos business unit. The OLX Autos business unit is a second-hand car-sale ecommerce marketplace which operates through a single technological platform located in various regions. The group believes that significant value exists in the business within its various local markets. Based on this and the ongoing exit process, options for the business are being considered, resulting in the decision to sell or close down each operation in its local market. The business unit as a whole represents a separate major line of business both in terms of the distinct nature of the business and its contribution to the operational performance of the group. The operations of this business classified as held for sale and those that have been closed down by 31 March 2023 are presented as discontinued operations.

The OLX Autos operations whose exit process has not been finalised as at 31 March 2023 are presented as continuing operations given the phased exit process for this business. These operations will be classified as discontinued operations in the financial year that the exit process is completed.

OLX Autos revenue and trading loss for the year were US$1.8bn (2022: US$1.6bn) and US$418m (2022: US$230m) respectively, of which US$853m (2022: US$601m) of revenue and US$216m (2022: US$107m) of trading losses are included in continuing operations.

The group recognised total impairment losses of US$164m of which US$19m is included in discontinued operations. The impairment losses relate to US$116m of goodwill and US$48m of other assets. The other assets impaired are property, plant and equipment and other intangible assets that will not be recovered through the sale of the business.

Profit from discontinued operations

Discontinued operations consist of the group's Russian business and the OLX Autos business unit. Refer to note 5 for financial information related to the group's discontinued operations.

4. Segmental review

Reconciliation of consolidated EBITDA and trading loss to consolidated operating loss from continuing operations

	Year ended 31 March 2023 US$'m	Year ended 31 March 2022 US$'m
Consolidated adjusted EBITDA from continuing operations[1]	**(668)**	(544)
Depreciation	**(102)**	(88)
Amortisation of software	**(13)**	(7)
Interest on capitalised lease liabilities	**(7)**	(5)
Consolidated trading loss from continuing operations[2]	**(790)**	(644)
Interest on capitalised lease liabilities	**7**	5
Amortisation of other intangible assets	**(75)**	(73)
Other (losses)/gains – net	**(747)**	(169)
Retention option expense	**(20)**	(30)
Other	**6**	8
Remeasurement of cash-settled share-based incentive expenses	**291**	(18)
Share-based incentives for share options settled in Naspers Limited shares[3]	**(9)**	(29)
Consolidated operating loss from continuing operations	**(1 337)**	(950)

1 Adjusted EBITDA is a non-IFRS measure that represents operating profit/loss, as adjusted, to exclude: depreciation; amortisation; retention option expenses linked to business combinations; other losses/gains – net, which includes dividends received from investments, profits and losses on sale of assets, fair value adjustments of financial instruments, impairment losses, cash-settled share-based compensation expenses deemed to arise from shareholder transactions by virtue of employment; and subsequent fair value remeasurement of cash-settled share-based compensation expenses, equity-settled share-based compensation expenses for group share option schemes as well as those deemed to arise on shareholder transactions (but not excluding share-based payment expenses for which the group has a cash cost on settlement with participants). It is considered a useful measure to analyse operational profitability.

2 Trading profit/(loss) is a non-IFRS measure that refers to adjusted EBITDA adjusted for depreciation, amortisation of software and interest on capitalised lease liabilities. It is considered a useful measure to analyse operational profitability.

3 Refers to share-based incentives settled in equity instruments of the Naspers group, where the Prosus group has no obligation to settle the awards with participants, ie they are settled by Naspers.

4. Segmental review continued

	Revenue Year ended 31 March		
	2023 US$'m	2022 US$'m	% change
Continuing operations			
Ecommerce	**9 944**	8 174	22
Classifieds[1, 2]	**1 575**	1 324	19
Food Delivery	**4 203**	2 992	40
Payments and Fintech	**1 052**	796	32
Edtech	**545**	425	28
Etail	**1 953**	2 259	(14)
Other	**616**	378	63
Social and internet platforms	**22 269**	25 794	(14)
Tencent	**22 269**	25 261	(12)
VK[3]	**–**	533	(100)
Corporate segment	**–**	–	–
Total economic interest from continuing operations	**32 213**	33 968	(5)
Less: Equity-accounted investments	**(26 448)**	(28 748)	8
Total consolidated from continuing operations	**5 765**	5 220	10
Total from discontinued operations[1, 2]	**1 626**	1 646	(1)
Total consolidated	**7 391**	6 866	8

1 From 1 April 2022, following the separation from OLX Group, the CODM reviewed the financial results of Avito separately. Subsequent to the group's decision to exit this Russian business, Avito was presented as a discontinued operation up until the disposal date. The comparative financial results of Avito, previously presented in the Classifieds Ecommerce segment, have been reclassified and presented in discontinued operations. Refer to note 5.
2 From 1 March 2023, following the group's decision to exit the OLX Autos business unit, its operations classified as held for sale and those that have been closed by 31 March 2023 were presented as a discontinued operation. The OLX Autos business unit is a separate major line of business, both in terms of the distinct nature of the business and its contribution to the operational performance of the group. The comparative financial results of these operations previously presented in the Classifieds Ecommerce segment, have been reclassified and presented in discontinued operations. Refer to note 5.
3 During the year ended 31 March 2022, the group lost significant influence in VK Company Limited (VK). In November 2022, the group signed an agreement with VK to renounce all VK shares and shareholder rights for no consideration.

4. Segmental review continued

	Adjusted EBITDA Year ended 31 March		
	2023 US$'m	2022 US$'m	% change
Continuing operations			
Ecommerce	**(1 269)**	(1 022)	(24)
Classifieds[1, 2]	**(113)**	(37)	>(100)
Food Delivery	**(545)**	(651)	16
Payments and Fintech	**(108)**	(52)	>(100)
Edtech	**(239)**	(100)	>(100)
Etail	**(10)**	12	>(100)
Other	**(254)**	(194)	(31)
Social and internet platforms	**6 295**	7 623	(17)
Tencent	**6 295**	7 502	(16)
VK[3]	**–**	121	(100)
Corporate segment	**(166)**	(160)	(4)
Total economic interest from continuing operations	**4 860**	6 441	(25)
Less: Equity-accounted investments	**(5 528)**	(6 985)	21
Total consolidated from continuing operations	**(668)**	(544)	(23)
Total from discontinued operations[1, 2]	**46**	133	(65)
Total consolidated	**(622)**	(411)	(51)

1 From 1 April 2022, following the separation from OLX Group, the CODM reviewed the financial results of Avito separately. Subsequent to the group's decision to exit this Russian business, Avito was presented as a discontinued operation up until the disposal date. The comparative financial results of Avito, previously presented in the Classifieds Ecommerce segment, have been reclassified and presented in discontinued operations. Refer to note 5.
2 From 1 March 2023, following the group's decision to exit the OLX Autos business unit, its operations classified as held for sale and those that have been closed by 31 March 2023 were presented as a discontinued operation. The OLX Autos business unit is a separate major line of business, both in terms of the distinct nature of the business and its contribution to the operational performance of the group. The comparative financial results of these operations previously presented in the Classifieds Ecommerce segment, have been reclassified and presented in discontinued operations. Refer to note 5.
3 During the year ended 31 March 2022, the group lost significant influence in VK Company Limited (VK). In November 2022, the group signed an agreement with VK to renounce all VK shares and shareholder rights for no consideration.

4. Segmental review continued

	Trading (loss)/profit Year ended 31 March		
	2023 US$'m	2022 US$'m	% change
Continuing operations			
Ecommerce	**(1 509)**	(1 206)	(25)
Classifieds[1, 2]	**(156)**	(70)	>(100)
Food Delivery	**(649)**	(724)	10
Payments and Fintech	**(116)**	(60)	(93)
Edtech	**(258)**	(117)	>(100)
Etail	**(63)**	(35)	(80)
Other	**(267)**	(200)	(34)
Social and internet platforms	**5 085**	6 319	(20)
Tencent	**5 085**	6 273	(19)
VK[3]	**–**	46	(100)
Corporate segment	**(173)**	(167)	(4)
Total economic interest from continuing operations	**3 403**	4 946	(31)
Less: Equity-accounted investments	**(4 193)**	(5 590)	25
Total consolidated from continuing operations	**(790)**	(644)	(23)
Total from discontinued operations[1, 2]	**26**	97	(73)
Total consolidated	**(764)**	(547)	(40)

1 From 1 April 2022, following the separation from OLX Group, the CODM reviewed the financial results of Avito separately. Subsequent to the group's decision to exit this Russian business, Avito was presented as a discontinued operation up until the disposal date. The comparative financial results of Avito, previously presented in the Classifieds Ecommerce segment, have been reclassified and presented in discontinued operations. Refer to note 5.
2 From 1 March 2023, following the group's decision to exit the OLX Autos business unit, its operations classified as held for sale and those that have been closed by 31 March 2023 were presented as a discontinued operation. The OLX Autos business unit is a separate major line of business, both in terms of the distinct nature of the business and its contribution to the operational performance of the group. The comparative financial results of these operations previously presented in the Classifieds Ecommerce segment, have been reclassified and presented in discontinued operations. Refer to note 5.
3 During the year ended 31 March 2022, the group lost significant influence in VK Company Limited (VK). In November 2022, the group signed an agreement with VK to renounce all VK shares and shareholder rights for no consideration.

5. Profit from discontinued operations

Discontinued operations consist of the group's Russian business and the OLX Autos business unit.

In May 2022, as a result of the continued conflict in the region, the group announced its decision to exit its Russian business. Accordingly, Avito was presented as a discontinued operation. The group entered into an agreement to sell its shareholding in Avito to Kismet Capital Group (Kismet) for a total cash consideration of US$2.4bn. Kismet is a private investment group with a track record of investing in technology and telecommunications businesses in Russia. The transaction was completed in October 2022. The group recognised a gain on disposal of the subsidiary of US$568m, including a reclassification of the accumulated foreign currency translation gains of US$202m.

Discontinued operations for the OLX Autos business include the operations classified as held for sale and the operations closed down by 31 March 2023. Refer to note 14 for details of this business unit's disposal group.

The financial information relating to the group's discontinued operations is set out below.

Income statement information of discontinued operations

	31 March	
	2023 US$'m	2022 US$'m
Revenue	**1 626**	1 646
Online sale of goods revenue	**944**	980
Classifieds listings revenue	**601**	582
Advertising revenue	**50**	50
Other revenue	**31**	34
Expenses	**(1 606)**	(1 550)
Impairment of goodwill and other assets[1]	**(19)**	–
Other expenses	**(1 587)**	(1 550)
Profit before tax	**20**	96
Taxation	**(46)**	(43)
(Loss)/profit for the period	**(26)**	53
Gain on disposal of discontinued operation	**568**	–
Profit from discontinued operations	**542**	53
Profit from discontinued operations attributable to:		
Equity holders of the group	**537**	52
Non-controlling interest	**5**	1
	542	53

1 Relates to impairment losses of goodwill and other assets in the OLX Autos business unit.

5. Profit from discontinued operations continued

Cash flow statement information of discontinued operations

	31 March 2023 US$'m	31 March 2022 US$'m
Net cash generated from operating activities	**145**	153
Net cash generated from/(utilised in) investing activities[1]	**1 985**	(22)
Net cash generated from/(utilised in) financing activities	**130**	(86)
Cash generated by discontinued operations	**2 260**	45

1 Includes the net cash inflow from the disposal of Avito. Refer to note 16.

Per share information from discontinued operations for the year (US cents)[1]

	31 March 2023 US cents	31 March 2022 US cents
Earnings per ordinary share N	**40**	3
Diluted earnings per ordinary share N	**39**	3
Headline earnings per ordinary share N	**–**	4
Diluted headline earnings per ordinary share N	**–**	4

1 Refer to note 6 for further details on earnings per share from discontinued operations.

6. Earnings per share

	Year ended 31 March 2023 US$'m	Year ended 31 March 2022 US$'m
Earnings from continuing operations		
Basic earnings attributable to shareholders	**9 575**	18 681
Impact of dilutive instruments of subsidiaries, associates and joint ventures	**(116)**	(170)
Diluted earnings attributable to shareholders	**9 459**	18 511
Headline adjustments for continuing operations		
Adjustments for:	**(8 843)**	(15 660)
Impairment of other assets	**33**	–
Impairment of goodwill, PPE and other intangible assets	**718**	246
Loss on sale of assets	**4**	–
Gains recognised on loss of control transactions	**(23)**	–
(Gains)/losses recognised on loss of significant influence	**(30)**	1 112
Net gains on acquisitions and disposals of investments	**(30)**	(34)
Gains on partial disposal of equity-accounted investments	**(7 622)**	(12 339)
Dilution losses/(gains) on equity-accounted investments	**252**	(95)
Remeasurements included in equity-accounted earnings[1]	**(3 887)**	(5 131)
Impairment of equity-accounted investments	**1 742**	581
	732	3 021
Total tax effects of adjustments	**–**	–
Total adjustment for non-controlling interest	**(104)**	–
Basic headline earnings from continuing operations[2]	**628**	3 021
Diluted headline earnings from continuing operations	**512**	2 851

1 Remeasurements included in equity-accounted earnings include US$5.9bn (2022: US$6.3bn) relating to gains arising on acquisitions and disposals by associates and US$1.9bn relating to net impairments of assets recognised by associates (2021: US$1.1bn).
2 Headline earnings represent net profit for the year attributable to equity holders of the group, excluding certain defined separately identifiable remeasurements. The headline earnings measure is pursuant to the JSE Listings Requirements.

6. Earnings per share continued

	Year ended 31 March 2023 US$'m	2022 US$'m
Earnings from discontinued operations		
Basic earnings attributable to shareholders	**537**	52
Diluted earnings attributable to shareholders	**537**	52
Headline adjustments for discontinued operations[1]		
Adjustments for:	**(543)**	3
Loss on sale of property, plant and equipment	**6**	–
Impairment of goodwill, intangible assets and other assets	**19**	–
Net (gains)/loss on acquisitions and disposals of investments	**(568)**	3
	(6)	55
Total adjustment for non-controlling interest	**6**	–
Basic headline earnings from discontinued operations	**–**	55
Diluted headline earnings from discontinued operations	**–**	55

1 Headline earnings represent net profit for the year attributable to equity holders of the group, excluding certain defined, separately identifiable remeasurements. The headline earnings measure is pursuant to the JSE Listings Requirements.

Earnings per share information

The earnings per share information represents the economic interest per share, taking into account the impact of the cross-holding agreement between Prosus and Naspers, which became effective at the time of the closing of the voluntary share exchange. The cross-holding agreement deals with how distributions by Prosus will be attributed to its ordinary shareholders N.

Under the cross-holding agreement, Naspers has waived its entitlement to any distributions from Prosus for a calculated number of the ordinary shares N it holds in Prosus, as these represent the portion of the Prosus ordinary shares N that Prosus indirectly owns in itself, by virtue of its 52.5% (2022: 49.5%) fully dilutive interest in Naspers. These ordinary shares N (cross-holding ordinary shares N) are excluded from the earnings per share calculation, as they contractually do not have an economic interest in the earnings of the group.

The number of shares in issue used in the earnings per share information is weighted for the period that the shares were in issue and not recognised as treasury shares. Refer to note 3 for the impact of the share repurchase programme.

6. Earnings per share continued

The ordinary shareholders A and B are entitled to one voting right per share. The ordinary shareholders A are entitled to one fifth of the economic rights attributable to the Prosus free-float shareholders. The ordinary shareholders B are entitled to one millionth of the economic rights of the Prosus ordinary shares N.

	Year ended 31 March 2023 US$'m	2022 US$'m
Earnings attributable to shareholders	**9 575**	18 681
Headline earnings	**628**	3 021
	Number of participating ordinary shares N	Number of participating ordinary shares N
Issued shares		
Net number of shares in issue at year-end (net of treasury shares)[1]	**1 851 020 628**	2 003 817 745
Cross-holding ordinary shares N	**(596 444 361)**	(584 373 494)
Net number of shares at year-end	**1 254 576 267**	1 419 444 251
Weighted average number of ordinary shares		
Issued net of treasury shares at the beginning of the year	**1 419 444 251**	1 612 777 577
Weighting of share repurchase	**(54 343 317)**	(21 496 865)
Weighting of cross-holding ordinary shares N	**(7 733 518)**	(365 033 306)
Weighting of ordinary shares N issued to Naspers shareholders	**–**	280 465 945
Weighted average number of shares in issue during the year[2]	**1 357 367 416**	1 506 713 351
Adjusted for effect of future share-based payment transactions	**–**	–
Diluted weighted average number of shares in issue during the year	**1 357 367 416**	1 506 713 351
Per share information from continuing operations for the year (US cents)[3]		
Earnings per ordinary share N	**705**	1 240
Diluted earnings per ordinary share N	**697**	1 229
Headline earnings per ordinary share N	**46**	201
Diluted headline earnings per ordinary share N	**38**	189

1 Includes 448 991 535 ordinary shares N issued to Naspers shareholders in the prior period due to share exchange. The Prosus free-float shareholders hold 714 127 311 ordinary shares N (2022: 823 567 733) with the remaining 1 136 893 317 ordinary shares N (2022: 1 180 250 012) held by Naspers.
2 The number of shares in issue is weighted for the period that the shares were not recognised as treasury shares as a result of the share repurchase programme. Refer to note 3.
3 Total earnings per share for ordinary shareholders A amount to 62 US cents (2022: 108 US cents) and ordinary shareholders B amount to nil US cents. Earnings per share for ordinary shareholders A from continuing operations amount to 59 US cents (2022: 108 US cents) and ordinary shareholders B amount to nil US cents for all periods.

7. Revenue

	Reportable segment(s) where revenue is included	Year ended 31 March 2023 US$'m	2022 US$'m
Online sale of goods revenue	Etail and Classifieds	**2 695**	2 826
Classifieds listings revenue	Classifieds	**436**	426
Payment transaction commissions and fees[1]	Various	**987**	703
Mobile and other content revenue	Other Ecommerce	**51**	71
Food-delivery revenue	Food Delivery	**1 366**	986
Advertising revenue	Classifieds	**32**	35
Educational technology revenue	Edtech	**134**	83
Other revenue	Various	**64**	90
		5 765	5 220

1 This revenue is generated primarily from the Payments and Fintech segment and includes interest income revenue relating to the group's credit business across various segments.

Revenue in the table above relates to revenue from contracts with customers except for interest income revenue of US$91m (2022: US$14m) from the group's credit business in various segments.

Revenue is presented on an economic-interest basis (ie including the proportionate consolidation of the revenue of associates and joint ventures) in the group's segmental review and is accordingly not directly comparable to the above consolidated revenue figures. Below is the group's revenue by geographic area.

Geographical area	Year ended 31 March 2023 US$'m	2022 US$'m
From continuing operations		
Asia	**528**	358
Europe	**2 833**	2 956
Central Europe	**641**	736
Eastern Europe	**2 130**	2 121
Western Europe	**62**	99
Latin America	**2 252**	1 776
North America	**87**	65
Other	**65**	65
Total	**5 765**	5 220

8. Finance (costs)/income

	Year ended 31 March 2023 US$'m	2022 US$'m
Interest income	**476**	52
Loans and bank accounts[1]	**444**	34
Other	**32**	18
Interest expense	**(555)**	(398)
Loans and overdrafts	**(512)**	(384)
Capitalised lease liabilities	**(7)**	(5)
Other	**(36)**	(9)
Other finance income/(costs) – net	**18**	(92)
Gains/(losses) on translation of assets and liabilities	**100**	133
Gains/(losses) on derivative and other financial instruments[2]	**(82)**	(225)

1 The increase in the current year relates primarily to increased cash and short-term investments.
2 The prior year included a cost of US$217m related to the early settlement of portions of the 2025 and 2027 bonds.

9. Profit before taxation

In addition to the items already detailed, profit before taxation has been determined after taking into account, inter alia, the following:

	Year ended 31 March 2023 US$'m	2022 US$'m
Depreciation	**102**	88
Amortisation	**88**	80
Software	**13**	7
Other intangible assets	**75**	73
Impairment losses on financial assets measured at amortised cost	**37**	12
Net realisable value adjustments on inventory, net of reversals[1]	**14**	6
Other (losses)/gains – net	**(747)**	(169)
Loss on sale of assets	**(4)**	–
Impairment of goodwill, PPE and other intangible assets	**(718)**	(246)
Impairment of other assets	**(33)**	–
Income on business support services	**8**	34
Dividends received from investments	**–**	45
Other	**–**	(2)
Net gains/(losses) on acquisitions and disposals	**55**	(1 127)
Gains on disposal of investments – net	**30**	34
Gains recognised on loss of control transactions	**23**	–
Gains/(losses) on loss of significant influence[2]	**30**	(1 112)
Remeasurement of contingent consideration	**1**	(6)
Transaction-related costs	**(31)**	(42)
Other	**2**	(1)

1 Net realisable value writedowns relate primarily to the Classifieds and Etail segments.
2 In the 31 March 2022 financial year, the group reclassified a portion of the foreign currency translation reserves related to VK from 'Other comprehensive income' to the summary consolidated income statement, amounting to a loss of US$1.1bn as a result of the loss of significant influence.

10. Goodwill

Movements in the group's goodwill for the year are detailed below:

	Year ended 31 March 2023 US$'m	2022 US$'m
Goodwill		
Cost	**3 727**	2 261
Accumulated impairment	**(355)**	(159)
Opening balance	**3 372**	2 102
Foreign currency translation effects[1]	**372**	(168)
Acquisitions of subsidiaries and businesses	**11**	1 692
Disposals of subsidiaries and businesses	**(10)**	(8)
Transferred to assets classified as held for sale[2, 3]	**(1 649)**	–
Impairment	**(684)**	(246)
Closing balance	**1 412**	3 372
Cost	**2 383**	3 727
Accumulated impairment	**(971)**	(355)

1 The current period includes a net monetary gain of US$95m relating to hyperinflation accounting for the group's subsidiaries in Turkey.
2 Includes US$15m foreign currency translation gains relate primarily to Avito that was classified as held for sale prior to its disposal in October 2022.
3 Relates primarily to Avito which was classified as held for sale in May 2022 prior to its disposal in October 2022 as well as the OLX Autos disposal group classified as held for sale in March 2023. Refer to note 5.

Goodwill is tested annually as at 31 December or more frequently if there is a change in circumstances that indicates that it might be impaired. The group has allocated goodwill to various cash-generating units (CGUs). The recoverable amounts of these CGUs have been determined based on the higher of the value in use calculations and the fair value less costs of disposal. During the current year and prior financial year, the recoverable amounts for CGUs were determined by predominantly using value in use calculations. Value in use is based on discounted cash flow calculations. These cash flow calculations are based on 10-year forecast information as many businesses have monetisation timelines longer than five years.

For the year ended 31 March 2023, the impairment assessment took into consideration the increase in market interest rates and country risk premiums and the overall business performance. The overall performance of the CGUs during the year was compared against budgets and forecasts. The group based its cash flow calculations on 10-year budgeted and forecast information approved by senior management and/or the various boards of directors of group companies. The 10-year budgets and forecasts consisted of cash flow projections including macroeconomic factors and trends.

10. Goodwill continued

The group recognised impairment losses on goodwill of US$684m (2022: US$246m) in the current year of which US$560m relate to Stack Overflow in the Edtech segment and US$116m relates to the OLX Autos business unit. The impairment loss of the OLX Autos business unit is as a result of the group's decision to exit the business and the assessment of the value that cannot be realised. The remainder of the goodwill related to this business is transferred to the disposal group classified as held for sale. The goodwill was allocated to the disposal group based on the relative fair values of the operations within the business (refer to note 14). Stack Overflow is a recent acquisition; however, the increase in risk-free rates resulted in an increase in the discount rate used in the value in use calculation for this investment. In addition, the business has not performed as expected in the current year due to challenging macroeconomic conditions. The recoverable amount was therefore below the carrying amount and resulted in the impairment loss. The prior year impairment related to Stack Overflow as a result of increased discount rates used in the value in use calculation for this investment.

11. Investments in associates

The movement in the carrying value of the group's investments in associates is detailed in the table below.

	Year ended 31 March	
	2023 US$'m	2022 US$'m
Opening balance	**44 457**	40 556
Associates acquired – gross consideration	**769**	4 823
Associates disposed of	**(1)**	(10)
Associates transferred to held for sale	**(5)**	(38)
Share of current year changes in OCI and net asset value	**(1 741)**	(2 699)
Share of equity-accounted results	**5 321**	9 307
Impairment	**(1 725)**	(581)
Dividends received[1]	**(5 089)**	(4 426)
Loss of significant influence	**(743)**	—
Foreign currency translation effects	**(2 122)**	(252)
Partial disposal of interest in associate[2]	**(2 930)**	(2 316)
Dilution (losses)/gains[3]	**(261)**	93
Closing balance	**35 930**	44 457

1 In the current year, the dividend received from Tencent amounted to US$565m cash and dividend in specie of US$4.5bn in Meituan shares (2022: US$570m cash dividend and dividend in specie of US$3.9bn in JD.com shares).
2 Relates to partial disposal of Tencent. During the current year the group recognised a gain on partial disposal of US$7.6bn (2022: US$12.3bn).
3 The total dilution gains represented in the summary consolidated income statement relate to the group's diluted effective interest in associate and the reclassification of a portion of the group's foreign currency translation reserves from the summary consolidated statement of other comprehensive income to the summary consolidated income statement following the shareholding dilutions.

11. Investments in associates continued

Impairment of equity-accounted investments

The group assesses whether there is an indication that its equity-accounted investments are impaired. For the year ended 31 March 2023, the group assessment took into consideration the market capitalisation of the listed equity-accounted investments, the increase in market interest rates and country risk premiums, and the overall business performance.

Impairment assessments for the group's listed equity-accounted investments related to Delivery Hero and Skillsoft as a result of a decline in the market capitalisation and the increase in country risk premiums for these investments. Impairment assessments for the group's unlisted equity-accounted investments related primarily to an investment in the Classifieds segment as a result of the increase in market interest rates and the overall business performance.

The recoverable amounts of equity-accounted investments have been determined based on the higher of the value in use calculations and the fair value less costs of disposal. During the current year and prior financial year, the recoverable amounts were determined using value in use calculations except for Skillsoft which was determined using fair value less costs of disposal (market price) as at 31 March 2023. The recoverable amount for Skillsoft was, however, based on a value in use calculation as at 30 September 2022. As at 31 March 2023, Skillsoft was impaired to its market value due to the significant decline in the share price over time. Accordingly, the market price is considered the supportable representation of the recoverable amount for the investment. The value in use calculation was determined using the discounted cash flow method. The market price of Skillsoft is level 1 on the fair value hierarchy. The group used 10-year projected cash flow models as many businesses have monetisation timelines of longer than five years.

For Delivery Hero, the value in use calculations were higher than the market price for this investment because market prices include current market sentiment, while value in use calculations consider a longer-term horizon. The increase of the market price following the release of the December 2022 and first quarter 2023 financial results, supports the recoverable amount determined by the value in use calculations.

The value in use calculations for the listed equity-accounted investments were determined using the sum-of-the-parts approach. Delivery Hero's 10-year projected cash flow models incorporated market views and publicly available analyst projections. Skillsoft's 10-year projected cash flow models as at September 2022 incorporated forecast cash flow information based on the company's latest guidance.

For the unlisted equity-accounted investments, the 10-year projected cash flow models incorporated forecast cash flow information based on the latest management guidance provided.

11. Investments in associates continued

Impairment of equity-accounted investments continued

The value in use calculations determined the equity values for the investments which took into consideration the following key assumptions:

Revenue and expenses

Revenue and expenses in the cash flow models were based on past experience, management's future expectations of business performance and the latest guidance announced by Delivery Hero and Skillsoft.

Growth rates

The growth rates were consistent with publicly available information relating to long-term average growth rates for the markets in which the equity-accounted investments operate. The annual growth rate used for revenue and expenses over the 10-year forecast period ranged between 5% to 41% (2022: 2% to 47%) for equity-accounted investments.

Discount rates

The discount rates used reflect specific risks relating to the relevant operations and the regions in which they operate, while for certain operations, risk adjustments are made to discount rates used when calculating the value in use. Discount rates take into account country risk premiums and inflation differentials, as appropriate. Post-tax discount rates used ranged between 11% to 29% (2022: 10% to 20%). Pre-tax discount rates used ranged between 13% to 35% (2022: 11% to 25%) for equity-accounted investments.

Terminal growth rates

The terminal growth rates considered the steady growth rates that would appropriately extrapolate cash flows beyond the forecast periods once the business segment is assumed to have reached maturity. The terminal growth rates ranged between 2% to 8% (2022: 2% to 5%) for equity-accounted investments. The terminal growth rate was based on the expected growth in perpetuity in the markets where these businesses operate.

The recoverable amounts for the above investments were lower than the respective carrying amounts. Accordingly, for the year ended 31 March 2023, an impairment loss of US$1.7bn (2022: US$584m) was recognised for equity-accounted investments of which US$997m (recognised in the first half of the financial year) related to Delivery Hero (2022: US$nil), US$301m related to Skillsoft (2022: US$111m) and US$425m related primarily to unlisted equity-accounted investments (2022: US$nil). For the Skillsoft impairment loss the group recognised US$204m at September 2022 and a further US$97m as at 31 March 2023. The impairment loss for unlisted equity-accounted investments includes US$326m related to an investment in the Classifieds segment.

At 31 March 2023, the carrying value for Delivery Hero and Skillsoft was US$3.4bn and US$123m (2022: US$4.9bn and US$383m) respectively, while the group share in the market capitalisation of these investments was US$2.7bn and US$123m (2022: US$3.0bn and US$302m) respectively.

Sensitivity to changes in assumptions

An adverse adjustment to any of the above key assumptions used in the value in use calculations would result in additional impairment losses being recognised.

12. Other investments and loans

	Year ended 31 March	
	2023 US$'m	2022 US$'m
Investments at fair value through other comprehensive income (OCI)	**7 528**	5 918
Investments at fair value through profit or loss	**34**	63
Investments at amortised cost	**8**	–
Other investments and loans	**254**	429
Total investments and loans	**7 824**	6 410
Current portion of other investments	**(4 707)**	–
Investments at fair value through OCI	**(4 707)**	–
Non-current portion of other investments	**3 117**	6 410
Reconciliation of investments at fair value through other comprehensive income		
Opening balance	**5 918**	4 122
Fair value adjustments recognised in OCI	**(158)**	(1 210)
Purchases/additional contributions[1]	**4 724**	5 646
Loss of significant influence of investments in associate	**830**	26
Disposals[2]	**(3 775)**	(45)
Impact of the share repurchase programme and share exchange transaction[3, 4]	**10**	(2 665)
Foreign currency translation effects	**(21)**	44
Closing balance	**7 528**	5 918

1 Significant movement in the current year relates to the Meituan dividend in specie received from Tencent. The prior year related to the acquisition of Naspers shares prior to the share exchange transaction and the JD.com dividend in specie received from Tencent. Refer to note 16.
2 The significant movement in the current year relates to the disposal of the JD.com investment. Refer to note 16.
3 The current period includes the movement in the residual interest in the Naspers group as a result of the purchase of Naspers shares.
4 Significant movement in prior year relates to the share exchange transaction in August 2021.

13. Commitments and contingent liabilities

Commitments relate to amounts for which the group has contracted, but that have not yet been recognised as obligations in the statement of financial position.

	Year ended 31 March 2023 US$'m	2022 US$'m
Commitments	**307**	149
Capital expenditure	**–**	–
Other service commitments	**306**	132
Lease commitments[1]	**1**	17

1 Lease commitments include the group's short-term lease arrangements as well as other contractual lease agreements whose commencement dates are after 31 March 2023. Short-term lease commitments relate to leasing arrangements with lease terms of 12 months or less that are not recognised in the summary consolidated statement of financial position.

As a global technology investor, the group's portfolio of businesses is well diversified by sector and geography. The group operates on a decentralised basis in numerous countries. Businesses are based in the countries where their operations, their users and consumers are. As a result, the group's businesses pay taxes locally, in the jurisdictions where they operate and where the group's products and services are consumed. Where relevant and appropriate, the group seeks advice and works with its advisers to identify and quantify contingent tax exposures. Our current assessment of possible tax exposures, including interest and potential penalties, amounts to approximately US$191m (2022: US$nil).

14. Disposal groups classified as held for sale

In September 2022, the assets and liabilities of the group's subsidiary Zoop Tecnologia e Meios de Pagamento S.A. (Zoop) were classified as held for sale following the decision to sell the investment. The group is in negotiations with potential buyers.

In March 2023, the group announced the decision to exit the OLX Autos business unit. The disposal group that is classified as held for sale consists of assets and liabilities of the operations that management has committed to a plan to sell. Efforts to sell the disposal group are in progress and is expected in the 2024 financial year.

The assets and liabilities of the businesses classified as held for sale are detailed below.

	Year ended 31 March 2023 US$'m	2022 US$'m
Assets	**649**	38
Property, plant and equipment	**26**	–
Goodwill	**302**	–
Other intangible assets	**29**	–
Investments in associates	**–**	38
Inventory	**32**	–
Deferred taxation assets	**2**	–
Trade and other receivables	**164**	–
Cash and cash equivalents[1]	**94**	–
Liabilities	**276**	–
Derivative financial instruments	**1**	–
Deferred taxation liabilities	**13**	–
Long-term liabilities	**29**	–
Provisions	**2**	–
Trade payables	**165**	–
Accrued expenses and other current liabilities	**66**	–

1 Included in cash and cash equivalents is US$45m related to restricted cash from Zoop.

15. Equity compensation benefits

Liabilities arising from cash-settled share-based payment transactions

Reconciliation of the cash-settled share-based payment liability is as follows:

	Year ended 31 March 2023 US$'m	2022 US$'m
Opening carrying amount of cash-settled share-based payment liability	**1 127**	1 056
SAR scheme charge per the income statement[1]	**(187)**	129
Employment linked put option charge per the income statement	**14**	23
Additions	**–**	5
Settlements	**(165)**	(372)
Modification[2]	**5**	265
Transferred to liabilities classified as held for sale[3]	**(37)**	–
Foreign currency translation effects	**(44)**	21
Closing carrying amount of cash-settled share-based payment liability	**713**	1 127
Less: Current portion of cash-settled share-based payment liability	**(656)**	(964)
Non-current portion of cash-settled share-based payment liability	**57**	163

1 The decrease in the expense is as a result of the decline in the fair values of the underlying businesses that decreased the estimated cash settlement for the schemes.
2 Some of the group's equity-settled compensation plans were prospectively modified to cash-settled due to the change in settlement policy of the share option schemes. In the 31 March 2022 financial year, the modification relates primarily to the iFood share option scheme to cash-settled.
3 Relates primarily to Avito which was classified as held for sale in May 2022 prior to its disposal in October 2022 as well as the OLX Autos disposal group classified as held for sale in March 2023.

16. Business combinations, other acquisitions and disposals

The following relates to the group's significant transactions related to business combinations and other investments for the year ended 31 March 2023:

	Company	Classification	Amount invested US$'m Net cash paid/ (received)	Non-cash consi-deration	Cash in entity acquired/ (disposed)	Total consi-deration
	Acquisition of subsidiaries					
	Other[1]	Subsidiary	18	–	1	19
			18	–	1	19
	Acquisition of equity-accounted investments					
	Other[1]	Associate	12	–	–	12
			12	–	–	12
	Additional investment in existing equity-accounted investments					
a	Delivery Hero SE (Delivery Hero)	Associate	194	288	–	482
	Other[1]	Associate	98	–	–	98
			292	288	–	580
	Other investments					
b	DoorDash Inc. (DoorDash)	FVOCI	–	58	–	58
e	Think & Learn Private Limited (BYJU'S)	FVOCI	–	578	–	578
f	Udemy Inc. (Udemy)	FVOCI	–	207	–	207
h	Oda Norway AS (Oda)	FVOCI	–	45	–	45
g	Meituan	FVOCI	–	4 523	–	4 523
	Other[1, 2]	FVOCI/FVPL	559	–	–	559
			559	5 411	–	5 970
	Disposal/Partial disposal of investments					
b	Wolt Enterprises OY (Wolt)	FVOCI	–	(58)	–	(58)
c	JD.com	FVOCI	(3 666)	–	–	(3 666)
d	Tencent Holdings Limited (Tencent)	Associate	(10 613)	(103)	–	(10 716)
e	Think & Learn Private Limited (BYJU'S)	Associate	–	(578)	–	(578)
f	Udemy Inc. (Udemy)	Associate	–	(207)	–	(207)
h	Oda Norway AS (Oda)	Associate	–	(45)	–	(45)
	Other[1]		(44)	–	–	(44)
			(14 323)	(991)	–	(15 314)
	Disposal of subsidiaries					
i	Avito	Subsidiary	(2 039)	–	(326)	(2 365)
	Other[1]	Subsidiary	(14)	(21)	(14)	(49)
			(2 053)	(21)	(340)	(2 414)

1 'Other' includes various acquisitions and disposals of subsidiaries, associates, joint-ventures and other investments that are not individually material.
2 Includes the call options acquired for Delivery Hero shares prior to them being exercised.

16. Business combinations, other acquisitions and disposals continued

Additional investment in existing equity-accounted investments

a. During the current year the group acquired an additional investment in Delivery Hero between December 2022 and March 2023, which increased its shareholding by approximately 4% to 29.95%. The additional interest was acquired by the purchase of shares on the market for US$194m and the purchase of a call option to acquire additional shares which was exercised in March 2023.

Other investments

b. In June 2022, in exchange for the group's entire interest in Wolt (a food and grocery-delivery marketplace), the group received shares in DoorDash to the value of US$58m. DoorDash is a predominantly US-focused, food, grocery, and retail delivery marketplace, listed on the NYSE. The investment is not held for trading, therefore, the group accounts for this as an investment at fair value through other comprehensive income.

Disposal/Partial disposal of investments

c. In March 2022, the group received a special interim dividend from Tencent in the form of a distribution in specie of 131 873 028 JD.com shares. The group completed the sale of the 131 873 028 JD.com shares in June 2022, for total proceeds of US$3.7bn. Accumulated fair value losses related to these shares of US$189m were reclassified from the valuation reserve to retained earnings within equity as a result of this disposal.

d. From June 2022 to the end of March 2023, the group sold approximately 3% of Tencent's issued share capital. The group reduced its stake in Tencent from 29% to 26%, for total proceeds of US$10.7bn of which US$103m was receivable at 31 March 2023. The group recognised a gain on partial disposal of US$7.6bn, including a reclassification of accumulated foreign currency translation losses of US$155m. Proceeds from this disposal are used to fund the group's share repurchase programme.

e. In September 2022, the group lost significant influence in BYJU'S as it no longer exerts significant influence over the financial and operating policies of the entity. The group recognised a gain on loss of significant influence of the associate of US$22m, including a reclassification of the accumulated foreign currency translation losses of US$55m. The group accounted for its 9.60% effective interest in BYJU'S at fair value through other comprehensive income. The fair value of the BYJU'S investment subsequent to the loss of significant influence is US$578m.

f. In September 2022, the group lost its board representation in Udemy. The group recognised a gain on loss of significant influence of the associate of US$77m. The group accounts for its 11.78% effective interest in Udemy at fair value through other comprehensive income. The fair value of the Udemy investment subsequent to the loss of significant influence is US$207m.

16. Business combinations, other acquisitions and disposals continued

Disposal/Partial disposal of investments continued

g. In November 2022, Tencent declared a special interim dividend in the form of a distribution in specie of 958 121 562 class B ordinary shares of Meituan to its shareholders on the basis of one (1) class B ordinary share of Meituan for every 10 shares held. As a result of this distribution the group obtained a 4% effective interest (257 460 450 class B ordinary shares) in Meituan. Meituan is a Chinese shopping platform for locally found consumer products and retail services including entertainment, dining, delivery, travel and other services. The investment is not held for trading; however, the group expects to sell the shares in due course. The group accounts for this as an investment at fair value through other comprehensive income.

The group recognised a dividend receivable up until the distribution date of 24 March 2023. The dividend in specie distribution of the investment in Meituan has reduced the investment in Tencent by US$4.5bn, representing the fair value of the investment on the distribution date.

h. In December 2022, the group lost its significant influence in Oda due to the loss of its board representation. The group recognised a loss of US$68m on loss of significant influence of the associate, including a reclassification of the accumulated foreign currency translation losses of US$14m. The group accounts for its 12.87% effective interest in Oda at fair value through other comprehensive income. The fair value of the Oda investment subsequent to the loss of significant influence is US$45m.

Disposal of subsidiaries

i. In October 2022, the group entered into an agreement to sell its shareholding in Avito to Kismet Capital Group (Kismet) for a total cash consideration of US$2.4bn. Kismet is a private investment group with a track record of investing in technology and telecommunications businesses in Russia. The group recognised a gain on disposal of the subsidiary of US$568m, including a reclassification of the accumulated foreign currency translation gain of US$202m.

17. Financial instruments

The group's activities expose it to a variety of financial risks such as market risk (including currency risk, fair value interest rate risk, cash flow interest rate risk and price risk), credit risk and liquidity risk.

The summary consolidated financial statements do not include all financial risk management information and disclosures as required in the annual consolidated financial statements and should be read in conjunction with the group's risk management information disclosed in note 40 of the consolidated financial statements, published in the annual report of Prosus for the year ended 31 March 2023. There have been no material changes in the group's credit, liquidity, market risks or key inputs used in measuring fair value since 31 March 2022.

The fair values of the group's financial instruments that are measured at fair value at each financial year end presented, are categorised as follows:

Fair value measurements at 31 March 2023 using:

	Carrying value US$'m	Quoted prices in active markets for identical assets or liabilities (level 1) US$'m	Significant other observable inputs (level 2) US$'m	Significant unobservable inputs (level 3) US$'m
Assets				
Financial assets at fair value through other comprehensive income	7 528	6 044	–	1 484
Financial assets at fair value through profit or loss	34	4	–	30
Forward exchange contracts	5	–	5	–
Cash and cash equivalents[1]	447	–	447	–
Liabilities				
Forward exchange contracts	1	–	1	–
Earn-out obligations	109	–	–	109

1 Relates to short-term bank deposits which are money market funds held with major banking groups and high-quality institutions that have AAA money market fund credit ratings from internationally recognised ratings agencies.

17. Financial instruments continued

Fair value measurements at 31 March 2022 using:

	Carrying value US$'m	Quoted prices in active markets for identical assets or liabilities (level 1) US$'m	Significant other observable inputs (level 2) US$'m	Significant unobservable inputs (level 3) US$'m
Assets				
Financial assets at fair value through other comprehensive income	5 918	4 765	–	1 153
Financial assets at fair value through profit or loss	63	19	–	44
Cash and cash equivalents[1]	928	–	928	–
Forward exchange contracts	27	–	27	–
Derivatives contained in lease agreements	11	–	–	11
Cross-currency interest rate swap	2	–	2	–
Liabilities				
Forward exchange contracts	18	–	18	–
Earn-out obligations	20	–	–	20
Derivatives contained in lease agreements	2	–	–	2

1 Relates to short-term bank deposits which are money market funds held with major banking groups and high-quality institutions that have AAA money market fund credit ratings from internationally recognised ratings agencies.

There was a transfer of US$nil (2022: US$4m) from level 2 to level 1 and a transfer of US$1m (2022: US$10m) from level 3 to level 1. There was another transfer of US$622m (2022: US$nil) to level 3 due to investments in associates that lost significant influence during the current year. There were no significant changes to the valuation techniques and inputs used in measuring fair value.

17. Financial instruments continued

Valuation techniques and key inputs used to measure significant level 2 and level 3 fair values

Level 2 Fair value measurement

Forward exchange contracts – in measuring the fair value of forward exchange contracts, the group makes use of market observable quotes of forward foreign exchange rates on instruments that have a maturity similar to the maturity profile of the group's forward exchange contracts. Key inputs used in measuring the fair value of forward exchange contracts include: current spot exchange rates, market forward exchange rates and the term of the group's forward exchange contracts.

Cross-currency interest rate swap – the fair value of the group's interest rate and cross-currency swaps is determined through the use of discounted cash flow techniques using only market observable information. Key inputs used in measuring the fair value of interest rate and cross-currency swaps include: spot market interest rates, contractually fixed interest rates, foreign exchange rates, counterparty credit spreads, notional amounts on which interest rate swaps are based, payment intervals, risk-free interest rates as well as the duration of the relevant interest rate and cross-currency swap arrangement.

Cash and cash equivalents – relate to short-term bank deposits which are money market funds held with major banking groups and high-quality institutions that have AAA money market fund credit ratings from internationally recognised rating agencies. The fair value of these deposits is determined by the amounts deposited and the gains or losses generated by the funds as detailed in the statements provided by these institutions. The gains/losses are recognised in the income statement.

Financial assets at fair value – relates to a contractual right to receive shares or cash. The fair value is based on a listed share price on the date the transaction was entered into.

Level 3 fair value measurements

Financial assets at fair value – relate predominantly to unlisted equity investments and the residual interest in the Naspers group. The fair value of unlisted equity investments is based on the most recent funding transactions for these investments, a discounted cash flow calculation (DCF), or a weighted-income and market approach using a discounted cash flow calculation and market multiples. The unlisted equity investments based on a DCF or weighted-income and market approach relate to investments in the Edtech segment. The fair value of these unlisted equity investments is based on the following unobservable inputs:

Revenue growth rates and EBITDA margins

Revenue growth rates and EBITDA margins are based on past experience and management's future expectations of business performance.

Long-term growth rate

The long-term growth rate is based on expectations for inflation in the regions in which the business operates – the data is sourced from publicly available information. The long-term growth rate is spread over a 10-year forecast period. The annual growth rate used for revenue and expenses over the 10-year forecast period ranged between 2% to 6%.

17. Financial instruments continued

Valuation techniques and key inputs used to measure significant level 2 and level 3 fair values continued

Level 3 fair value measurements continued

Discount rate

The discount rate used is a weighted average cost of capital. The weighted average cost of capital takes into account the cost of equity and cost of debt. The cost of equity is based on a risk-free rate adjusted for specific risks such as a country risk and equity risk premium. The cost of debt is based on the pre-tax cost of debt adjusted with a sovereign spread premium net of tax. Discount rates used ranged between 12% to 15%.

Terminal growth rate

The terminal growth rate considered the steady growth rates that would appropriately extrapolate cash flows beyond the forecast periods once the business segment has assumed to reach maturity. The terminal value assumes that free cash flow in the terminal period grows at the long-term growth rate and is then calculated using the Gordon Growth Model. Terminal growth rates used ranged between 1% to 5%.

For our largest investment in the Edtech segment, a 1% increase in the discount rates would result in a decrease in the valuation of this investment by US$53m and a 1% decrease in the discount rates would result in an increase in the valuation of this investment by US$60m.

The fair value of the residual interest in the Naspers group was assessed based on the sum of the parts considering the fair value of the underlying components on a marketable and controlling basis, applying a consistent valuation model. The group further applied a marketability discount (45%) to arrive at the fair value of the residual interest on a non-marketable and non-controlling basis (unit of account). A marketability discount factors in the indirect interest in the residual assets as Prosus cannot directly or indirectly dispose of any Naspers shares without Naspers' approval, and cannot direct the activities or decide on the distributions (be it dividends or the actual shares) from the residual interest in Naspers to its shareholders. A movement in the marketability discount rate of 1% will result in an increase or decrease of US$4m.

Derivatives contained in lease agreements – relate to foreign currency forwards embedded in lease contracts. The fair value of the derivatives is based on forward foreign exchange rates that have a maturity similar to the lease contracts and the contractually specified lease payments.

Earn-out obligations – relate to amounts that are payable to the former owners of businesses now controlled by the group, provided that contractually stipulated post-combination performance criteria are met. These are remeasured to fair value at the end of each reporting period. Key inputs used in measuring fair value include: current forecasts of the extent to which management believes performance criteria will be met, discount rates reflecting the time value of money and contractually specified earn-out payments.

Instruments not measured at fair value for which fair value is disclosed

Level 2 – the fair values of the publicly traded bonds have been determined with reference to the listed prices of the instruments at the reporting date. As the instruments are not actively traded, this is a level 2 disclosure.

17. Financial instruments continued

The following table shows a reconciliation of the group's level 3 financial instruments:

31 March 2023	Financial assets at FVOCI[1] US$'m	Financial assets at FVPL[2] US$'m	Earn-out obli-gations US$'m	Derivatives embedded in leases US$'m
Balance at 1 April 2022	**1 153**	**44**	**(20)**	**9**
Additions	**38**	**41**	**(96)**	**–**
Total (losses)/gains recognised in the income statement	**–**	**(11)**	**7**	**–**
Total losses recognised in other comprehensive income	**(270)**	**–**	**–**	**–**
Settlements/disposals	**(65)**	**(35)**	**–**	**(9)**
Impact of share exchange	**10**	**–**	**–**	**–**
Transfer to held for sale	**–**	**(9)**	**–**	**–**
Transfers from investments in associates	**622**	**–**	**–**	**–**
Foreign currency translation effects	**(4)**	**–**	**–**	**–**
Balance at 31 March 2023	**1 484**	**30**	**(109)**	**–**

31 March 2022	Financial assets at FVOCI[1] US$'m	Financial assets at FVPL[2] US$'m	Earn-out obli-gations US$'m	Derivatives embedded in leases US$'m
Balance at 1 April 2021	133	16	(13)	7
Additions	967	22	–	–
Total gains/(losses) recognised in the income statement	–	6	(9)	2
Total gains recognised in other comprehensive income	107	–	–	–
Settlements/disposals	(46)	–	1	–
Transfers	(10)			
Foreign currency translation effects	2	–	1	–
Balance at 31 March 2022	1 153	44	(20)	9

1 Financial assets at fair value through other comprehensive income.
2 Financial assets at fair value through profit or loss.

Notes to the summary consolidated financial statements continued
for the year ended 31 March 2023

17. Financial instruments continued

The carrying value of financial instruments are a reasonable approximation of their fair value, except for the publicly traded bonds detailed below:

	31 March 2023		31 March 2022	
Financial liabilities	**Carrying value US$'m**	**Fair value US$'m**	Carrying value US$'m	Fair value US$'m
Publicly traded bonds	**15 377**	**12 009**	15 492	13 056

The fair values of the publicly traded bonds have been determined with reference to the listed prices of the instruments as at the end of the reporting period. The fair value of the publicly traded bonds are level 2 financial instruments. The publicly traded bonds are listed on the Irish Stock Exchange (Euronext Dublin).

18. Related party transactions and balances

The group entered into transactions and has balances with a number of related parties, including equity-accounted investments, directors (key management personnel), shareholders, and entities under common control. Transactions that are eliminated on consolidation as well as gains or losses eliminated through the application of the equity method are not included. The transactions and balances with related parties are summarised below:

	Year ended 31 March 2023 US$'m	2022 US$'m
Sale of goods and services to related parties[1]		
EMPG Holdings Limited	**–**	12
MIH Holdings Proprietary Limited	**11**	12
Bom Negocio Atividades de Internet Ltda (OLX Brasil)	**28**	14
Skillsoft Corp.	**8**	34
Various other related parties	**1**	1
	48	73

1 The group receives revenue from a number of its related parties in connection with service agreements. The nature of these related party relationships are that of equity-accounted investments and subsidiaries of Naspers outside of the group.

18. Related party transactions and balances continued

	Year ended 31 March 2023 US$'m	2022 US$'m
Services received from related parties[1]		
MIH Holdings Proprietary Limited	9	10
Various other related parties	2	1
	11	11

1 The group receives corporate and other services rendered by a number of its related parties. The nature of these related party relationships are that of entities under the common control of the group's controlling parent, Naspers.

During the current year the group recharged US$11m (2022: US$12m) to Naspers companies in respect of services performed on their behalf. In addition, Naspers recharged costs of US$9m (2022: US$10m) to the group's companies.

	Year ended 31 March 2023 US$'m	2022 US$'m
Dividends paid to holding company		
Naspers Limited	89	104
	89	104

18. Related party transactions and balances continued

The balances of receivables and payables between the group and related parties are as follows:

	Year ended 31 March 2023 US$'m	2022 US$'m
Loans and receivables[1]		
Myriad/MIH (Malta) Limited	—	6
MIH Holdings Proprietary Limited	5	1
Bom Negocio Atividades de Internet Ltda (OLX Brasil)[2]	150	219
MIH Treasury Services (Pty) Ltd	11	16
MIH Internet Holding B.V. Share Trust[3]	102	154
Inversiones CMR S.A.S.	1	21
GoodGuyz Investments B.V.	6	6
Silvergate Capital Corporation	2	4
Various other related parties	17	6
Less: Allowance for impairment of loans and receivables[4]	—	—
Total related party receivables	294	433
Less: Non-current portion of related party receivables	(254)	(416)
Current portion of related party receivables	40	17
Payables		
Zitec Com SRL	3	2
MIH Holdings Proprietary Limited	3	3
Myriad/MIH (Malta) Limited	—	2
Various other related parties	2	3
Total related party payables	8	10
Less: Non-current portion of related party payables	(2)	(2)
Current portion of related party payables	6	8

1 The group provides services and loan funding to a number of its related parties.
2 During the current year a portion of the loan was capitalised to the investment in joint venture. The loan is repayable by October 2035 and is interest-free until April 2022. Subsequently, interest is charged annually at SELIC+2%.
3 Relates to related party loan-funding provided to Naspers group share trust for equity compensation plans. The loan is interest-free and repayable in 2031, or upon winding up of the trust, if earlier. Cash flows for this transaction are disclosed as investing activities in the summary consolidated statement of cash flows.
4 Impairment allowance for non-current receivables from related parties is based on a 12-month expected credit loss model and was not material.

There was no movement in the allowance for impairment of related party receivables during the year (2022: US$nil).

18. Related party transactions and balances continued

Terms of significant related party current receivables and payables

The current portion of related party payables amount to US$6m (2022: US$8m). The above current receivables and payables relate primarily to cost recharges to/by entities under the common control of Naspers Limited, the group's ultimate controlling parent. These current receivables and payables are interest-free.

Shares held in holding company

At 31 March 2023, as a result of the share exchange transaction and share repurchase programme, Prosus held 52.5% (2022: 49.5%) fully diluted interest, representing a 52.7% (2022: 49.9%) economic interest in Naspers. Prosus' legal ownership in Naspers remains less than 50% as at 31 March 2023. The accounting for the share repurchase programme and the share exchange transaction takes into consideration the cross-holding agreement between Prosus and Naspers. The cross-holding agreement governs how distributions between the two groups should be managed.

Based on the substance of the above transactions, the portion of the effective interest in Naspers that relates to Prosus' underlying investments is accounted for as a shareholder distribution in equity. Only Prosus' residual interest in the Naspers group is recognised as an investment at fair value through other comprehensive income on the summary consolidated statement of financial position.

From June 2022, as part of the group's share repurchase programme, Prosus acquired an additional 4 152 285 Naspers N ordinary shares amounting to US$626m.

Prosus' residual interest in the Naspers group amounting to US$206m is recognised as an FVOCI investment.

Refer to note 3 for details of the accounting treatment for the above transaction.

Naspers guarantees

The group's bonds amounting to US$839m are guaranteed by Naspers Limited. This is the maximum potential exposure to credit risk under the financial guarantee contract.

Group equity contributions to Naspers share trusts

The group made contributions to Naspers share trusts amounting to US$191m (2022: US$190m) during the current year.

19. Events after the reporting period

As part of the share repurchase programme announced in June 2022, Prosus acquired 27 741 167 Prosus ordinary shares N for US$2.02bn and Naspers acquired 5 480 549 Naspers N ordinary shares for US$940m between April and 22 June 2023. Furthermore, Naspers disposed of 10 591 976 Prosus ordinary shares N for US$766m between April and 22 June 2023. The group will account for this transaction in the same manner that it was accounted for in the year ended 31 March 2023.

The group sold 46 789 700 shares of Tencent Holdings Limited (Tencent) between April and 22 June 2023 yielding US$2.05bn in proceeds. An accurate estimate for the gain on disposal of these shares cannot be made until the corresponding equity-accounted results for the period have been finalised.

In June 2023, the group received the requisite approval from the South African Reserve Bank for a proposed transaction in terms of which the crossholding between Naspers and Prosus will be removed. The implementation of the proposed transaction will enable the continuation of the share repurchase programme at the Naspers level. The proposed transaction is also intended to remove the complexity created by the crossholding between Naspers and Prosus while keeping the Naspers and Prosus free-float effective economic interests the same as they were prior to its implementation. This will be achieved through aligning the legal ownership in Prosus with the current respective free-float effective economic interests. The implementation of the proposed transaction is subject to the requisite regulatory and Naspers and Prosus shareholder and final board approvals being obtained.

To: the Board of Directors of Prosus N.V.

Our opinion

In our opinion, the accompanying summary consolidated financial statements of Prosus N.V. (the Company), are consistent, in all material respects, with the audited consolidated financial statements, on the basis described in note 2 'Basis of presentation and accounting policies'.

The summary consolidated financial statements

The Company's summary consolidated financial statements derived from the audited consolidated financial statements for the year ended 31 March 2023 comprise:

- the summary consolidated income statement;
- the summary consolidated statement of comprehensive income;
- the summary consolidated statement of financial position;
- the summary consolidated statement of changes in equity;
- the summary consolidated statement of cash flows; and
- the related notes to the summary consolidated financial statements.

The summary consolidated financial statements do not contain all the disclosures required by International Financial Reporting Standards as adopted by the European Union (IFRS-EU) and Part 9 of Book 2 of the Dutch Civil Code. Reading the summary consolidated financial statements and the auditor's report thereon, therefore, is not a substitute for reading the audited consolidated financial statements and the auditor's report thereon.

The audited consolidated financial statements and our report thereon

We expressed an unmodified audit opinion on the audited consolidated financial statements in our report dated 26 June 2023. That report also includes the communication of other key audit matters. Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the audited consolidated financial statements of the current period.

Management's responsibility for the summary consolidated financial statements

Management is responsible for the preparation of the summary consolidated financial statements on the basis described in note 2 'Basis of presentation and accounting policies' which states that the summary consolidated financial statements have been prepared in accordance with the accounting policies as applied by Prosus and consistent with those applied in the consolidated financial statements for the year ended 31 March 2023.

Auditor's responsibility

Our responsibility is to express an opinion on whether the summary consolidated financial statements are consistent, in all material respects, with the audited consolidated financial statements based on our procedures, which were conducted in accordance with Dutch law, including the Dutch Standard 810, 'Engagements to Report on Summary Financial Statements'.

Amsterdam, 26 June 2023

PricewaterhouseCoopers Accountants N.V.
Original has been signed by Ennél van Eeden RA

A. Non-IFRS financial measures and alternative performance measures

A.1 Core headline earnings

Core headline earnings, a non-IFRS performance measure, represent headline earnings for the period, excluding certain non-operating items. Specifically, headline earnings are adjusted for the following items to derive core headline earnings: (i) equity-settled share-based payment expenses on transactions where there is no cash cost to the group. These include those relating to share-based incentive awards settled by issuing treasury shares, as well as certain share-based payment expenses that are deemed to arise on shareholder transactions; (ii) subsequent fair value remeasurement of cash-settled share-based incentive expenses; (iii) cash-settled share-based compensation expenses deemed to arise from shareholder transactions by virtue of employment; (iv) deferred taxation income recognised on the first-time recognition of deferred tax assets as this generally relates to multiple prior periods and distorts current-period performance; (v) fair value adjustments on financial and unrealised currency translation differences, as these items obscure our underlying operating performance; (vi) once-off gains and losses (including acquisition-related costs) resulting from acquisitions and disposals of businesses as these items relate to changes in our composition and are not reflective of our underlying operating performance; and (vii) the amortisation of intangible assets recognised in business combinations and acquisitions. These adjustments are made to the earnings of businesses controlled by the group, as well as our share of earnings of associates and joint ventures, to the extent that the information is available.

Reconciliation of core headline earnings

	Year ended 31 March 2023 US$'m	2022 US$'m
Headline earnings from continuing operations (refer to note 6)	**628**	3 021
Adjusted for:		
Equity-settled share-based payment expenses	**1 449**	1 535
Remeasurement of cash-settled share-based incentive expenses	**(259)**	15
Amortisation of other intangible assets	**666**	695
Fair value adjustments and currency translation differences	**(88)**	(1 671)
Retention option expense	**23**	29
Transaction-related costs	**91**	46
Core headline earnings from continuing operations	**2 510**	3 670
Per share information for the year		
Core headline earnings per ordinary share N (US cents)	**185**	244
Diluted core headline earnings per ordinary share N (US cents)[1]	**176**	232

1 The diluted core headline earnings per share include a decrease of US$116m (2022: US$170m) relating to the future dilutive impact of potential ordinary shares issued by equity-accounted investees.

A. Non-IFRS financial measures and alternative performance measures continued

A.1 Core headline earnings continued

Reconciliation of core headline earnings continued

	Year ended 31 March 2023 US$'m	2022 US$'m
Headline earnings from discontinued operations (refer to note 6)	**–**	55
Adjusted for:		
Remeasurement of cash-settled share-based incentive expenses	**(39)**	(20)
Amortisation of other intangible assets	**10**	52
Fair value adjustments and currency translation differences	**14**	(14)
Retention option expense	**–**	(15)
Core headline earnings from discontinued operations	**(15)**	58
Per share information for the year		
Core headline earnings per ordinary share N (US cents)	**(1)**	4
Diluted core headline earnings per ordinary share N (US cents)	**(1)**	4

Equity-accounted results

The group's equity-accounted investments contributed to the summary consolidated financial statements as follows:

	Year ended 31 March 2023 US$'m	2022 US$'m
Share of equity-accounted results	**5 174**	9 256
Sale of assets	**5**	–
Gains on acquisitions and disposals	**(5 873)**	(6 269)
Impairment of investments	**1 919**	1 092
Contribution to headline earnings from continuing operations	**1 225**	4 079
Amortisation of other intangible assets	**641**	680
Equity-settled share-based payment expenses	**1 440**	1 512
Fair value adjustments and currency translation differences	**(75)**	(1 761)
Acquisition-related cost	**62**	42
Contribution to core headline earnings from continuing operations	**3 293**	4 552
Tencent	**4 326**	5 413
VK	**–**	(51)
Delivery Hero	**(374)**	(409)
Other	**(659)**	(401)

The group applies an appropriate lag period of not more than three months in reporting the results of equity-accounted investments.

A. Non-IFRS financial measures and alternative performance measures continued

A.2 Growth in local currency, excluding acquisitions and disposals

The group applies certain adjustments to segmental revenue and trading profit reported in the summary consolidated financial statements to present the growth in such metrics in local currency and excluding the effects of changes in the composition of the group. Such underlying adjustments provide a view of the company's underlying financial performance that management believes is more comparable between periods by removing the impact of changes in foreign exchange rates, hyperinflation adjustments and changes in the composition of the group on its results. Such adjustments are referred to herein as 'growth in local currency, excluding acquisitions and disposals'. The group applies the following methodology in calculating growth in local currency, excluding acquisitions and disposals:

» Foreign exchange/constant currency adjustments have been calculated by adjusting the current period's results to the prior period's average foreign exchange rates, determined as the average of the monthly exchange rates for that period. The local currency financial information quoted is calculated as the constant currency results, arrived at using the methodology outlined above, compared to the prior period's actual IFRS results. The relevant average exchange rates (relative to the US dollar) used for the group's most significant functional currencies, were:

	Year ended 31 March	
Currency (1FC = US$)	**2023**	2022
South African rand (ZAR)	**0.0583**	0.0670
Euro (EUR)	**1.0415**	1.1586
Chinese yuan renminbi (RMB)	**0.1453**	0.1562
Brazilian real (BRL)	**0.1943**	0.1891
Indian rupee (INR)	**0.0124**	0.0134
Polish zloty (PLN)	**0.2213**	0.2525
British pound sterling (GBP)	**1.2036**	1.3620
Turkish lira (YTL)	**0.0557**	0.0927
Romanian lei (RON)	**0.2114**	0.2346
Hungarian forint (HUF)	**0.0026**	0.0032

» Adjustments made for changes in the composition of the group relate to acquisitions, mergers and disposals of subsidiaries and equity-accounted investments, as well as to changes in the group's shareholding in its equity-accounted investments. For acquisitions, adjustments are made to remove the revenue and trading profit/(loss) of the acquired entity from the current reporting period and, in subsequent reporting periods, to ensure that the current reporting period and the comparative reporting period contain revenue and trading profit/(loss) information relating to the same number of months. For mergers, adjustments are made to include a portion of the prior period's revenue and trading profit/(loss) of the entity acquired as a result of a merger. For disposals, adjustments are made to remove the revenue and trading profit/(loss) of the disposed entity from the previous reporting period to the extent that there is no comparable revenue or trading profit/(loss) information in the current period and, in subsequent reporting periods, to ensure that the previous reporting period does not contain revenue and trading profit/(loss) information relating to the disposed business.

A. Non-IFRS financial measures and alternative performance measures continued

A.2 Growth in local currency, excluding acquisitions and disposals continued

The following significant changes in the composition of the group during the respective reporting periods have been adjusted for in arriving at the pro forma financial information:

For the year ended 31 March 2023

Transaction	Basis of accounting	Reportable segment	Acquisition/ Disposal
Dilution of the group's interest in Tencent	Associate	Social and internet platforms	Disposal
Loss of control of the group's interest in VK	Associate	Social and internet platforms	Disposal
Disposal of the group's interest in AasaanJobs	Subsidiary	Ecommerce	Disposal
Dilution and subsequent step down of the group's interest in Selency	Subsidiary/ Associate	Ecommerce	Disposal
Acquisition of the group's interest in Oda	Associate	Ecommerce	Acquisition
Acquisition of the group's interest in Flink	Associate	Ecommerce	Acquisition
Acquisition of the group's interest in Flip	Associate	Ecommerce	Acquisition
Acquisition of the group's interest in Delivery Solutions	Subsidiary	Ecommerce	Acquisition
Increase in the group's interest in Delivery Hero	Associate	Ecommerce	Acquisition
Acquisition of the group's interest in Eruditus together with the impact of change in revenue recognition	Associate	Ecommerce	Acquisition
Acquisition of the group's interest in GoodHabitz	Subsidiary	Ecommerce	Acquisition
Acquisition of the group's interest in Platzi	Associate	Ecommerce	Acquisition
Acquisition of the group's interest in Stack Overflow	Subsidiary	Ecommerce	Acquisition
Acquisition of the group's interest in Skillsoft	Associate	Ecommerce	Acquisition
Dilution of the group's interest in Udemy together with the impact of change in revenue recognition	Associate	Ecommerce	Disposal

A. Non-IFRS financial measures and alternative performance measures continued

A.2 Growth in local currency, excluding acquisitions and disposals continued

For the year ended 31 March 2023

Transaction	Basis of accounting	Reportable segment	Acquisition/ Disposal
Increase in the group's interest in ElasticRun together with the impact of change in revenue recognition	Associate	Ecommerce	Acquisition
Increase in the group's interest in Meesho	Associate	Ecommerce	Acquisition
Increase in the group's interest in DeHaat	Associate	Ecommerce	Acquisition
Acquisition of the group's interest in PharmEasy	Associate	Ecommerce	Acquisition
Acquisition of the group's interest in Aruna	Associate	Ecommerce	Acquisition
Acquisition of the group's interest in 99 Minutos	Associate	Ecommerce	Acquisition
Acquisition of the group's interest in Alwans	Associate	Ecommerce	Acquisition
Acquisition of the group's interest in Facily	Associate	Ecommerce	Acquisition
Acquisition of the group's interest in Captain Fresh	Associate	Ecommerce	Acquisition
Acquisition of the group's interest in Sangvhi Beauty	Associate	Ecommerce	Acquisition
Acquisition of the group's interest in Bux	Associate	Ecommerce	Acquisition
Dilution of the group's interest in Swiggy	Associate	Ecommerce	Disposal

A. Non-IFRS financial measures and alternative performance measures continued

A.2 Growth in local currency, excluding acquisitions and disposals continued

For the year ended 31 March 2023

Transaction	Basis of accounting	Reportable segment	Acquisition/ Disposal
Dilution of the group's interest in Remitly	Associate	Ecommerce	Disposal
Dilution and lag period catch-up adjustment following the subsequent loss of significant influence of the group's interest in BYJU'S	Associate	Ecommerce	Disposal/Acquisition
Disposal of the group's interest in PlayKids	Subsidiary	Ecommerce	Disposal
Disposal of the group's interest in Codecademy	Associate	Ecommerce	Disposal
Acquisition of the group's interest in ShareBite	Associate	Ecommerce	Acquisition
Acquisition of the group's interest in A55	Associate	Ecommerce	Acquisition
Acquisition of the group's interest in Frexco	Associate	Ecommerce	Acquisition
Acquisition of the group's interest in Anota	Subsidiary	Ecommerce	Acquisition
Acquisition of the impact of the fair value adjustment on cash-settled schemes in Eruditus	Associate	Ecommerce	Acquisition
Acquisition of the impact of the hyper-inflation adjustment in Classifieds OLX Autos	Subsidiary	Ecommerce	Foreign currency adjustment

The net adjustment made for all acquisitions and disposals on continuing operations that took place during the year ended 31 March 2023 amounted to a negative adjustment of US$1 387m on revenue and a negative adjustment of US$482m on trading profit.

A. Non-IFRS financial measures and alternative performance measures continued

A.2 Growth in local currency, excluding acquisitions and disposals continued

The adjustments to the amounts, reported in terms of IFRS, that have been made in arriving at the pro forma financial information are presented in the table below:

	Year ended 31 March							
	2022	2023	2023	2023	2023	2023	2023	2023
	A	B	C	D	E	F[2]	G[3]	H[4]
	IFRS 8[1] US$'m	Group composition disposal adjustment US$'m	Group composition acquisition adjustment US$'m	Foreign currency adjustment US$'m	Local currency growth US$'m	IFRS 8[1] US$'m	Local currency growth % change	IFRS 8 % change
Continuing operations								
Revenue								
Ecommerce	8 174	(197)	448	(923)	2 442	9 944	**31**	**22**
Classifieds[5, 6]	1 324	(18)	1	(276)	544	1 575	**42**	**19**
Food Delivery	2 992	(58)	208	(238)	1 299	4 203	**44**	**40**
Payments and Fintech	796	(6)	2	(144)	404	1 052	**51**	**32**
Edtech	425	(72)	135	(6)	63	545	**18**	**28**
Etail	2 259	(1)	21	(233)	(93)	1 953	**(4)**	**(14)**
Other	378	(42)	81	(26)	225	616	**67**	**63**
Social and internet platforms	25 794	(1 638)	–	(1 649)	(238)	22 269	**(1)**	**(14)**
Tencent	25 261	(1 105)	–	(1 649)	(238)	22 269	**(1)**	**(12)**
VK[7]	533	(533)	–	–	–	–	**–**	**(100)**
Corporate segment	–	–	–	–	–	–	**–**	**–**
Economic interest from continuing operations	33 968	(1 835)	448	(2 572)	2 204	32 213	**7**	**(5)**
Discontinued operations[5, 6]	1 651	(279)	1	48	205	1 626	**15**	**(2)**
Group economic interest	35 619	(2 114)	449	(2 524)	2 409	33 839	**7**	**(5)**

1 Figures presented on an economic-interest basis as per the segmental review.
2 A + B + C + D + E. 3 [E/(A + B)] x 100. 4 [(F/A) – 1] x 100.
5 From 1 April 2022, following the separation from OLX Group, the CODM reviewed the financial results of Avito separately. Subsequent to the group's decision to exit this Russian business, Avito was presented as a discontinued operation up until the date of disposal.
6 From 1 March 2023, following the group's decision to exit the OLX Autos business unit, its operations classified as held for sale and those that have been closed by 31 March 2023 were presented as a discontinued operation. The OLX Autos business unit is a separate major line of business both in terms of the distinct nature of the business and its contribution to the operational performance of the group.
7 During the year ended 31 March 2022, the group lost significant influence in VK and the group accounted for its investment at fair value through other comprehensive income. In November 2022, the group signed an agreement with VK to renounce all VK shares and shareholder rights for no consideration.

A. Non-IFRS financial measures and alternative performance measures continued

A.2 Growth in local currency, excluding acquisitions and disposals continued

The adjustments to the amounts, reported in terms of IFRS, that have been made in arriving at the pro forma financial information are presented in the table below:

	Year ended 31 March							
	2022	2023	2023	2023	2023	2023	2023	2023
	A	B	C	D	E	F[2]	G[3]	H[4]
	IFRS 8[1] US$'m	Group composition disposal adjustment US$'m	Group composition acquisition adjustment US$'m	Foreign currency adjustment US$'m	Local currency growth US$'m	IFRS 8[1] US$'m	Local currency growth % change	IFRS 8 % change
Continuing operations								
Trading profit								
Ecommerce	(1 206)	41	(231)	50	(163)	(1 509)	**(14)**	**(25)**
Classifieds[5, 6]	(70)	(4)	–	(5)	(77)	(156)	**<(100)**	**<(100)**
Food Delivery	(724)	23	(78)	48	82	(649)	**12**	**10**
Payments and Fintech	(60)	–	(2)	(11)	(43)	(116)	**(72)**	**(93)**
Edtech	(117)	16	(106)	4	(55)	(258)	**(54)**	**<(100)**
Etail	(35)	–	(5)	5	(28)	(63)	**(80)**	**(80)**
Other	(200)	6	(40)	9	(42)	(267)	**(22)**	**(34)**
Social and internet platforms	6 319	(292)	–	(381)	(561)	5 085	**(9)**	**(20)**
Tencent	6 273	(246)	–	(381)	(561)	5 085	**(9)**	**(19)**
VK[7]	46	(46)	–	–	–	–	**–**	**(100)**
Corporate segment	(167)	–	–	1	(7)	(173)	**(4)**	**(4)**
Economic interest from continuing operations	4 946	(251)	(231)	(330)	(731)	3 403	**(16)**	**(31)**
Discontinued operations[5, 6]	95	(42)	24	40	(91)	26	**<(100)**	**(73)**
Group economic interest	5 041	(293)	(207)	(290)	(822)	3 429	**(17)**	**(32)**

1 Figures presented on an economic-interest basis as per the segmental review.
2 A + B + C + D + E. 3 [E/(A + B)] x 100. 4 [(F/A) – 1] x 100.
5 From 1 April 2022, following the separation from OLX Group, the CODM reviewed the financial results of Avito separately. Subsequent to the group's decision to exit this Russian business, Avito was presented as a discontinued operation up until the date of disposal.
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7 During the year ended 31 March 2022, the group lost significant influence in VK and the group accounted for its investment at fair value through other comprehensive income. In November 2022, the group signed an agreement with VK to renounce all VK shares and shareholder rights for no consideration.

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THE OAK TREE GROUP