prosus

2024 ANNUAL REPORT

Improving everyday life for billions of people through technology

Prosus is a global technology group with businesses and investments in growth markets around the world.

Contents

Definitions

Terms used in the annual report shall bear the meanings ascribed to them in the glossary unless the context clearly states otherwise. The glossary is included on pages 206 to 213.

Alternative performance measures

In presenting and discussing our performance, we use certain alternative performance measures not defined by IFRS, referred to as non-IFRS-EU financial measures, alternative performance measures or APMs. Such measures include economic-interest-basis information; trading profit; adjusted EBITDA; headline earnings; core headline earnings; and growth in local currency, excluding acquisitions and disposals. Segment reviews in this report are prepared showing revenue on an economic-interest basis (which includes consolidated subsidiaries and a proportionate share of associated companies and joint ventures), unless otherwise stated.

Numbers included in brackets represent the equivalent measure on the basis of growth in local currency, excluding acquisitions and disposals. For a further explanation of the use of APMs, refer to 'About this report' in the governance section.

Forward-looking statements

This report contains forward-looking statements as defined in the United States Private Securities Litigation Reform Act of 1995 concerning our financial condition, results of operations and businesses. These forward-looking statements are subject to a number of risks and uncertainties, many of which are beyond our control and all of which are based on our current beliefs and expectations about future events. Forward-looking statements are typically identified by the use of forward-looking terminology such as 'believes', 'expects', 'may', 'will', 'could', 'should', 'intends', 'estimates', 'plans', 'assumes' or 'anticipates', or associated negative, or other variations or comparable terminology, or by discussions of strategy that involve risks and uncertainties. These forward-looking statements and other statements contained in this report on matters that are not historical facts involve predictions.

No assurance can be given that such future results will be achieved. Actual events or results may differ materially as a result of risks and uncertainties implied in such forward-looking statements.

A number of factors could affect our future operations and could cause those results to differ materially from those expressed in the forward-looking statements, including (without limitation): (a) changes to IFRS and associated interpretations, applications and practices as they apply to past, present and future periods; (b) ongoing and future acquisitions, changes to domestic and international business and market conditions such as exchange rate and interest rate movements; (c) changes in domestic and international regulatory and legislative environments; (d) changes to domestic and international operational, social, economic and political conditions; (e) labour disruptions and industrial action; and (f) the effects of both current and future litigation. The forward-looking statements contained in this report apply only as of the date of the report. We are not under any obligation to (and expressly disclaim any such obligation to) revise or update any forward-looking statements to reflect events or circumstances after the date of the report or to reflect the occurrence of unanticipated events. We cannot give any assurance that forward-looking statements will prove correct and investors are cautioned not to place undue reliance on any forward-looking statements.

Statement on European Single Electronic Format (ESEF)

This document is the PDF/printed version of the 2024 annual report of Prosus N.V. The 2024 annual report was made publicly available pursuant to section 5:25c of the Dutch Financial Supervision Act *(Wet op het financieel toezicht)*, and was filed with the Netherlands Authority for the Financial Markets in European single electronic reporting format (the ESEF package).

The ESEF package is available on the company's website at **www.prosus.com** and includes a human-readable XHTML version of the 2024 annual report. In any case of discrepancies between this PDF version and the ESEF package, the latter prevails. The independent auditor's report included in this PDF/printed version relates only to the ESEF package.

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Material matters

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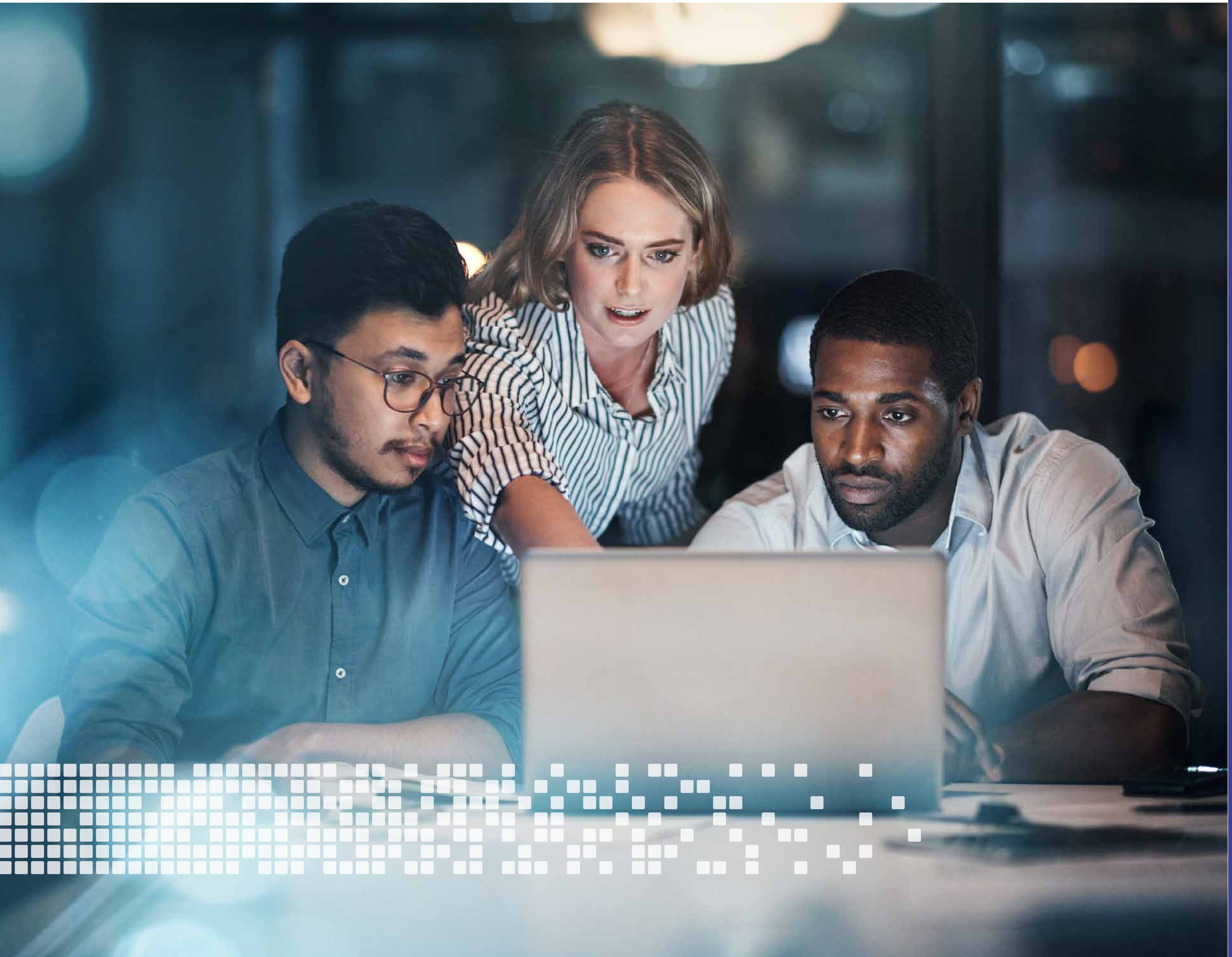
People (own workforce management, diversity, equity and inclusion, talent attraction and retention)
Water use

Group overview

In this section we give a snapshot of our business, how we have performed, who leads us and how we create long-term value through our business model.



Path to profitability

We have a long history of investing and building businesses, then highlighting value.

It is in our DNA to look for new opportunities, see the potential others are not seeing and then to do the hard work of building and bringing businesses to scale and profitability. This is the case for our Ecommerce portfolio, which houses our focus segments Food Delivery, Classifieds, Payments and Fintech, and Edtech.

As expected, FY23 was the peak of our investment in ecommerce. Pleasingly, our FY24 results reflect aggregate Ecommerce profitability and cash flow generation, six months ahead of our stated timeline. Our strong balance sheet and liquidity remain key advantages in the current climate, underpinned by our disciplined approach to investing and commitment to maintain our investment-grade rating.

Progress since listing Prosus in 2019

Built valuable growth extensions
Continued investment of US$428m in extensions in high-conviction growth areas

Consolidated Ecommerce profitability
Delivering consolidated Ecommerce trading profit

Structural improvement
Simplified corporate structure by removing the crossholding between Naspers and Prosus

Enhanced disclosure
Financial, sustainability and remuneration reports

Strengthened shareholder engagement
Value creation, structural action, compensation, sustainability

Unlocked value for shareholders
US$30bn value delivered from buybacks since June 2022

Snapshot FY24

>550 data scientists now part of the Prosus AI community

- >13 000 associates have the Prosus AI Assistant available
- Deployed GenAI across a wide range of use cases. iFood has deployed a GenAI-powered assistant to further support the work of customer service teams, increasing customer satisfaction by 36%. OLX uses automatic image detection for moderation, resulting in over 98% automation

The **Science Based Targets initiative** (SBTi) has verified our group reduction targets

- This confirms that our climate change commitments are aligned with the Paris Agreement
- A 100% reduction in absolute scope 1 and 2 GHG emissions by FY28 from FY20 base year, in line with a 1.5°C climate scenario
- Reduce our absolute corporate scope 3 GHG emissions from air business travel by 30% by FY30 from FY20 base year
- Committed to ensuring that over 50% of our portfolio companies, measured by invested capital, will have set their own science-based reduction targets by FY30

Path to **profitability**

- Ecommerce profitability and cash flow generation achieved six months ahead of our stated timeline

A diverse team of 31 people in **data privacy** roles in 10 jurisdictions across the globe

- Prosus is a foundational supporter of the new AI governance professional certification
- 40 professionals across our group are preparing to obtain this certification with dedicated support from the Prosus privacy office and Prosus AI team

Our culture – **Connect. Build. Thrive.**

- Refined and flattened our organisational structure which better aligns with our strategy for sustainable growth
- Team and culture play a critical role in achieving our long-term goals and reigniting our legacy of building and investing in exceptional businesses for sustainable returns

Total taxes paid **US$1.2bn**

- Direct taxes levied: US$845m and indirect taxes collected: US$367m
- Prosus' approach to tax centres around paying taxes in the countries where we operate

Some 43% increase in Prosus dividend to free-float shareholders

- The board recommends that holders of ordinary shares N receive a distribution of 10 euro cents
- 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

Value creation for the group in terms of the share-repurchase programme: **US$30bn**

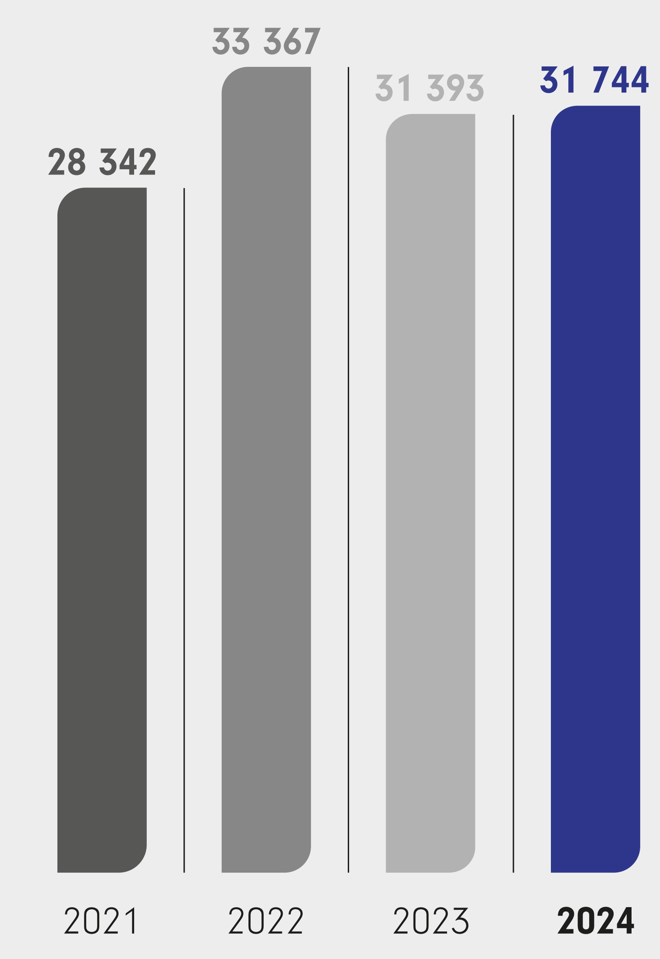
- Tencent's share buyback programme should result in the group increasing net asset value per share
- Increase of 8.2% in NAV per share for shareholders since the beginning of the repurchase programme
- Ongoing repurchase programme to continue

Fabricio Bloisi appointed as chief executive

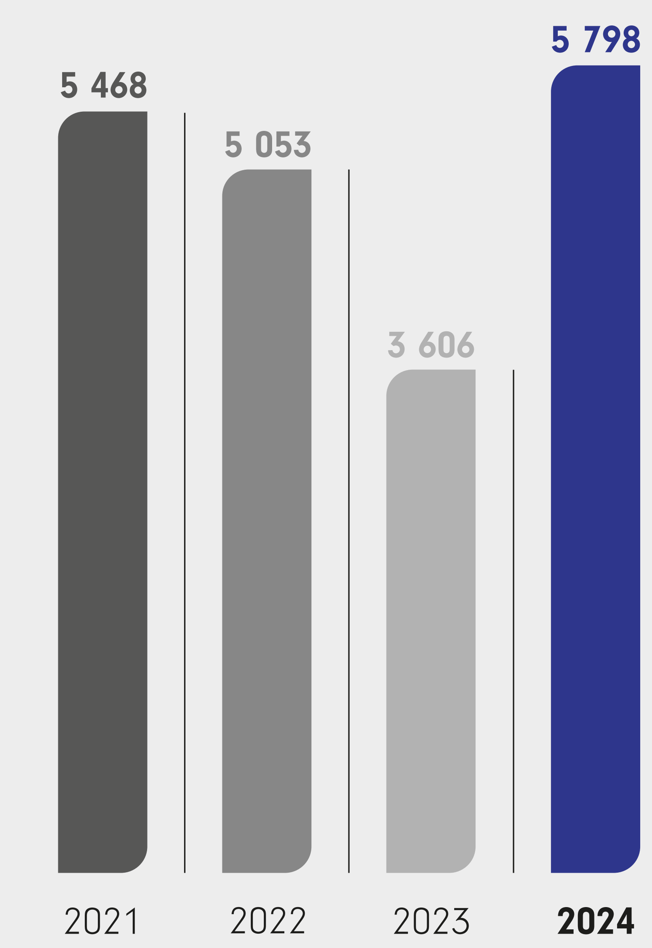
- Appointed new chief executive effective 10 July 2024
- Reviewed and interviewed some 60 high quality internal and external candidates, each with their own unique strengths and merits
- Ervin Tu will take on the new role of president and CIO

Strong financial performance

Revenue[1] (US$'m)



Trading profit[1] (US$'m)



1 *Presented on an economic-interest basis from continuing operations.*

Group overview

Who we are

We are a global technology group with businesses and investments in growth markets around the world.

We aim to be one of the pre-eminent owners of exceptional technology businesses globally.

As a group, we build world-changing businesses that delight their customers and help their communities thrive. We empower our teams to develop their skills and build meaningful careers. We create long-term value for our shareholders and our many other stakeholders.

Strong position

01 **Ecommerce**
Our businesses in Food Delivery, Payments and Fintech, Classifieds and Edtech recorded profit of US$110m in FY24, versus a loss of US$264m in FY23.

02 **Catalysts for value creation**
Achieved Ecommerce profitability; value-accretive open-ended share repurchase; Tencent share price growth; simplified group structure; building a repeatable process of investing towards crystallisation and return.

03 **Solid financial position**
Net cash and excellent liquidity are strategic advantages in the current environment.

Our purpose

Improving everyday life for billions of people through technology

What we do

We build leading companies that empower people and enrich communities

We bring food and more to people's doors and more customers to restaurants' kitchens.

We put the power to make fast, secure payments in people's hands and give them credit options too, often for the first time.

We enable people and businesses to buy and sell quickly, conveniently and safely and boost the circular economy by giving items multiple lives.

We open up a world of learning, helping millions of people learn where, when and how they want.

We estimate that **one-quarter of the world's population** use the products and services of businesses we have built, acquired or invested in. Many use **more than one** of the products and services.

Our values

Our values underpin our culture, which guides our actions.

We build

At heart, we're entrepreneurs.
We back local entrepreneurs and teams, and we operate and invest in businesses in many of the most exciting markets in the world. Our focus on sustainable long-term value creation means our group is a great place for people to build their careers. We work hard to connect, learn and grow to be the best we can be.

We deliver

We push for excellence in everything we do.
We move fast, adapting quickly to seize opportunities. We agree on clear and ambitious goals, and regularly discuss how to beat them. Our reward is hardwired to performance, and depends on what we deliver and how we deliver it.

We're responsible

We matter to our customers and communities.
We strive to maximise our positive impact on society and the planet. Wherever we operate, we hold ourselves to the highest standards, set out in our code of business ethics and conduct. We're all responsible for the impact we deliver.

We value each other

We believe diversity in our teams and in our thinking delivers better outcomes for all.
We create supportive and flexible environments so we can perform at our best. We're empowered to make decisions about our work because we're trusted to do a great job.

Group overview

What sets us apart

We think global and act local

› **Focus on emerging consumer trends linked to disruptive innovation** – we identify changes early, invest in and adapt proven business models for the high-growth markets we focus on.

Food Delivery | Edtech

› **Leverage our skills, local knowledge and position** to build businesses that are scalable and benefit from local network effects.

By operating locally, we benefit from the insights of our local operations and their markets. We gain early views on emerging models and are therefore better positioned to drive organic and inorganic growth and support entrepreneurial, seasoned business leaders.

Food Delivery | Classifieds | Payments and Fintech | Etail

› We believe our platforms offer customers **fast, intuitive and secure environments** for communicating and conducting transactions.

Food Delivery | Classifieds | Payments and Fintech | Etail

› Focus on markets that we believe show **above-average growth opportunities** given their economic prospects, scalability and fast-growing, mobile internet penetration levels.

India | Brazil

› We believe **building strong global and local brands** is an important way for our businesses to differentiate themselves, driving organic growth through word-of-mouth while complying with the laws and regulations in these markets.

Classifieds | Payments and Fintech

› We are **early adopters of the latest technologies** and ensure that we develop and deploy them as quickly as possible across our portfolio, to drive growth, innovation and our competitive ability.

AI plus GenAI

We are both an operator and an investor – we believe this duality is the right approach to creating value and allocating capital nimbly

› As operator, we are able to make **smarter investment decisions**.

Food Delivery

› As investor, we support our businesses with the **right combination** of capital, market knowledge and know-how to succeed. We benefit from access to attractive opportunities globally. We have long-standing and successful relationships with prominent internet businesses in our largest markets.

Food Delivery | Edtech | Ventures

› Concentrating on customers, thinking about their lives and how best to meet their needs is central to what we do. Across our portfolio, we are **building ecosystems** with multiple customer touchpoints to improve their experience and retain their loyalty. We align technology and data with key customer needs such as convenience, ease of use, reliability and safety.

Food Delivery | Classifieds | Payments and Fintech | Etail

› Ours is a **long-term business**. It takes continued investment to build the end-to-end capabilities supporting closer, stronger relationships with customers across the ecosystems of our core segments. But it delivers **long-term gain** – not least, customer loyalty and more lasting value creation.

Food Delivery | Classifieds | Payments and Fintech | Edtech | Etail

› Our operating partners are **compensated directly on the performance** of their businesses, fostering a strong culture of entrepreneurship in our group.

Food Delivery | Classifieds | Payments and Fintech | Edtech | Etail

› We are disciplined, but **not tied to a rigid investment regime**. This enables us to take a long-term view by supporting our businesses at every stage of their life cycle to create sustainable value. However, we are also dispassionate and will exit investments that no longer meet our rigorous return hurdles.

OLX Autos

Group overview

We have a long history of investing in and operating technology companies

		Etail	Payments	Classifieds	Food Delivery	Edtech	Ventures	Total capital invested by year (US$'bn)
1915	MEDIA24							
1985	M-Net, MultiChoice							
1994	MTN							
1998		kalahari.com						
2001	Tencent 腾讯							
FY08	movile, @mail.ru*	allegro	PayU	OLX				2.2
FY09	buscapé							0.2
FY10								0.4
FY11								0.7
FY12	makemytrip	eMAG		Avito*				0.5
FY13		Flipkart			ifood			1.0
FY14								1.3
FY15		takealot.com		OLX Brasil				1.6
FY16				letgo				2.5
FY17								2.0
FY18					Delivery Hero, Swiggy			3.2
FY19				OLX AUTOS		BYJU'S		4.1
FY20							elasticrun	2.3
FY21								4.4
FY22					oda, Flink	stackoverflow, skillsoft		7.6
FY23					ifood			2.5
FY24							GenAI investments: corti, Ema, Martian	0.6

Operating | Investing

* Divested in FY23

Growth opportunities

- In the current environment, we are prioritising profitable growth while making organisational and operational changes, furthering development and building new opportunities. We manage our balance sheet prudently and can navigate current volatility from a position of financial strength.
- We have an opportunity to grow our businesses profitably, demonstrate their value, and explore and invest in new areas.
- Our consumer internet businesses have potential for growth. They offer opportunities for an enhanced range of internet transactions and services in our markets, as well as possible expansions into new markets.
- We believe demand for our products and services will be driven by several trends, including:
  - **Disruptive technologies such as GenAI create unique and generation-defining opportunities**
  - **Population growth in the younger demographics and middle class**
  - **Continued growth in mobile and high-speed internet penetration**
  - **Increasing adoption of new internet-based business models that are disrupting traditional business models across industries**
  - **Rising gross domestic product (GDP)**

Risks to growth opportunities

- Geopolitical tension has caused stress on the global economy, capital markets and businesses. Further escalations are possible. While we cannot control these risks, our strategy must be flexible and respond to material changes.
- Interest rates continued to increase in 2023 as central banks reacted to high inflation rates, resulting in deteriorating consumer sentiment and slowing economic growth.
- These actions translated into a wide variation in how global economies are responding to dominant macroeconomic forces.
- The drive towards a more regulated digital sector has continued at pace, with the countries in which we invest all advancing their regulatory frameworks by adopting new legislative instruments, proposed bills and enforcing existing tools targeted at digital businesses.
- Total global private funding continued to decline in 2023, with investors concerned that valuations have not yet reached the bottom of the market. AI companies are avoiding this trend to some extent – funding remains healthy, both in number of deals and total funding, and the relative importance of AI is increasing as a result.
- Climate change and its consequences have an impact on people's lives. The growing incidence of extreme weather conditions may impact our customers, employees and our business.
- How we deploy new technology in our existing businesses and identify new investments areas will directly impact the value we can build.

Segment overview

We focus on high-growth markets and business models that we know well.

Structure fit for today's purpose

We have refined our organisational structure into one that is fit for today's purpose and our strategy for the long term, which is to be an insightful capital allocator and operator across exceptional businesses.

Social and internet platforms

Prosus holds an investment in Tencent, China's largest and most-used internet services platform.

Read more on page 45.

Tencent 腾讯	24.6%

Revenue[1]	Trading profit[1]
US$21.4bn down 4% (organically up 10%)	US$6.2bn up 22% (40%)

Ventures

Our Ventures arm partners with entrepreneurs to build prominent technology companies, aiming to fuel the next wave of growth for the group.

Read more on page 44.

99minutos.com	22.8%	Urban Company	4.4%
meesho	13.8%	elasticrun	22.6%
Detect Technologies	9.2%	DeHaat	11.1%
corti	11.3%		

Revenue[1]	Trading loss[1]	Employees
US$556m down 10% (6%)	US$129m down 52% (49%)	585

Payments and Fintech

PayU enables business to collect digital payments across +150 online payment methods, including credit cards, debit cards, wallets, QR and more. It is a leading payment service provider in India with an emerging presence in south-east Asia though Red Dot Payment. PayU's credit division helps online merchants to offer buy-now/pay-later (BNPL) and other consumer credit options.

Read more on page 37.

PayU	100%	iyzico	86.4%
ZOOZ	100%	Remitly	19.8%
PayU	100%	rdp	100%
wibmo	100%		

Revenue[1]	Trading loss[1]	Employees
US$1.3bn up 24% (39%)	US$59m down 49% (61%)	3 553

Food Delivery

Our portfolio of food-delivery businesses allows customers to order their favourite food online and via apps for convenient delivery wherever they are.

Read more on page 33.

iFood	97.1%	Delivery Hero	29.3%
Swiggy	32.6%		

Revenue[1]	Trading loss[1]	Employees
US$4.9bn up 16% (19%)	US$158m down 76% (76%)	5 215

Classifieds

OLX serves tens of millions of people every month, helping people buy and sell cars, find housing, get jobs, and buy and sell household goods.

Read more on page 35.

OLX	dubizzle
99.0%	37.6%

Revenue[1]	Trading profit[1]	Employees
US$951m up 26% (19%)	US$187m up >100% (>100%)	2 811

Edtech

To date, we have invested over US$3.9bn in 12 businesses. Many of our edtech companies are deploying GenAI technologies in their platforms to enhance the learning experience for their users.

Read more on page 39.

skillsoft	37.9%	goodhabitz	68.9%
stackoverflow	100%		

Revenue[1]	Trading loss[1]	Employees
US$444m down 19% (organically up 7%)	US$80m down 69% (44%)	677

Etail

eMAG is an ecommerce leader in Central and Eastern Europe.

Read more on page 41.

eMAG	88.0%

Revenue[1]	Trading loss[1]	Employees
US$2.2bn up 14% (8%)	US$36m down 43% (44%)	8 041

Our group includes some of the **best-loved local consumer internet companies in around 80 countries**, spanning the Americas to Asia, Europe to South Africa.

1 *Presented on an economic-interest basis from continuing operations.*

Chair's review

Technology helps us to create long-term value for shareholders by improving the everyday lives of billions of people.

Koos Bekker
Chair

Creating real value in a world of change

Around the world, a large part of our lives is now lived online. Each technological breakthrough is accelerating this transition.

Against a backdrop of geopolitical tensions and modest global economic growth, we have sharpened our focus as both **operator** and **investor**. Prosus is a technology group with businesses and investments in growth markets around the world. We have an investment strategy based on disciplined capital allocation. Our ecosystems bring the benefits of a digital world to customers in our core segments – Food Delivery, Classifieds, Payments and Fintech, and Edtech.

Creating value for shareholders

Two years ago, the board approved an open-ended repurchase programme of Prosus and Naspers shares to unlock value for shareholders and increase net asset value (NAV) per share over time. The repurchase programme is funded by the sale of small volumes of Tencent shares and will continue while the discount to NAV is at elevated levels. Tencent remains our most important asset, however, and we are confident about its sustainable growth.

Investors welcomed the **repurchase programme** as a reflection of our **long-term commitment** to **unlocking value**.

We acknowledge that more work remains, including improving the profitability of Ecommerce. We have also addressed complexities by removing the cross-holding structure between Naspers and Prosus.

By year-end, the group NAV discount had reduced by 4 percentage points from 42% to 38%, creating over US$30bn of value for shareholders since inception of the ongoing repurchase programme. To fund the process, we realised US$7.2bn from the sale of 2% of Tencent's issued share capital, reducing our stake to 24.6%. By year-end, the programme had reduced the free float cumulatively by more than 20% since its initiation in June 2022.

We have also **refined our strategic focus** and **simplified our operating structure** as detailed by Ervin, our interim chief executive.

Focus on sustainability

Throughout this report, we outline initiatives supporting our aim to be a sustainable business. In most cases, we do this by investing in tech-driven ventures in different countries, and building enterprises that support local job creation and prosperity. Some of these services create more environmentally friendly alternatives to traditional solutions. Many are also socially beneficial.

Doing the right things in the right way

Our code of business ethics and conduct embodies our values. Accordingly, we promote a culture of business ethics aimed at sustainable value creation. We want to be a responsible corporate citizen. In a digital world, good governance of information and technology.

Recently, we updated multiple key group policies, including our competition compliance policy, speak up policy, risk management policy and sustainability policy.

Chair's review

Change in leadership

On 18 September, Bob van Dijk stepped down as chief executive and member of the boards of Naspers and Prosus. Subsequently, the boards followed a comprehensive selection process to appoint a permanent group chief executive. Working with an external recruiter, we reviewed and interviewed some 60 high-quality internal and external candidates, each with unique strengths and merits.

As we progressed in the interview process, the discussion of who is best suited to lead the group led to a larger discussion of our identity. While we are a company that both operates and invests, the boards believe that at this point in our history, the group will benefit most from the leadership of someone who brings a founder's passion and deep operating rigour. This will benefit our core businesses and should benefit our investment processes.

The boards unanimously approved the appointment of Fabricio Bloisi as the chief executive with effect from 10 July 2024.

Fabricio is the founder of Movile and currently the CEO of iFood. He is an innovator with deep roots in building and scaling world-class technology companies in growth markets.

In addition, Ervin Tu assumes the new role of president and chief investment officer (CIO). Ervin will work closely with Fabricio and play a key role in developing the group's future, including its investment and capital-allocation strategy.

The boards express their gratitude to Ervin for an outstanding job in leading us over the past eight months, navigating a challenging external environment, and bringing a new energy and focus to bear.

With Fabricio and Ervin, we are in the fortunate position of having two exceptionally strong, complementary candidates from within the group's ecosystem.

Over his tenure, Bob has contributed to our success by helping to establish the group as a leading global technology company. On behalf of the board, I thank Bob for his leadership. During this time, substantial businesses were established or confirmed in Classifieds, Food Delivery, and Payments and Fintech, while we also entered new fields. We wish him success with his future career.

Dividend

The board recommends that holders of ordinary shares N receive a distribution of approximately 10 euro cents, which represents an increase of approximately 43% 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 1 November 2024 (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 21 August 2024, elections to receive a dividend instead of a capital repayment will need to be made by holders of ordinary shares N by 18 November 2024. More information on 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 26 November 2024. 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.

More information on the distribution will be published following approval at the annual general meeting.

Looking ahead

Prosus enters the new financial year with a refined strategic focus for the group that we believe to be appropriate in the context of global developments. We understand there will be challenges but hope to address these effectively.

On behalf of the board, we thank all who contributed to these results. We look forward to sustained growth as a global technology group dedicated to improving people's lives around the world.

Koos Bekker
Chair

22 June 2024

Our board and management

Koos Bekker
71, male, South African and Dutch
Non-executive chair
P* H N

Date of first appointment: 17 April 2015
Date of last appointment: 25 August 2022
Area of expertise and contribution:
Entrepreneurship, strategy, M&A

Fabricio Bloisi
47, male, Brazilian
Chief executive and executive director**

Date of first appointment as chief executive: 10 July 2024
Start and end of current term:
10 July 2024 – 30 June 2028
Area of expertise and contribution:
Engineering, strategy, entrepreneurship, M&A

Basil Sgourdos
54, male, South African and Greek
Chief financial officer and executive director
P R S

Date of first appointment: 1 July 2014
Date of last appointment: 29 August 2014
Area of expertise and contribution: Corporate finance and structuring, capital raising, debt management, stakeholder engagement, capital allocation, valuations, governance, statutory and public reporting, risk management, financial controls

Ervin Tu
48, male, American
Interim chief executive

Date of first appointment:
18 September 2023
End of current term as interim chief executive: 30 June 2024
Start as president and CIO: 10 July 2024
Area of expertise and contribution:
Corporate finance, strategy, M&A,
tech expertise

Debra Meyer
57, female, South African
Independent non-executive director
S*

Date of first appointment:
25 November 2009
Date of last appointment: 25 August 2022
Area of expertise and contribution:
Sustainability, strategy

Steve Pacak
69, male, South African and British
Independent non-executive director
P A* R*

Date of first appointment:
15 January 2015
Date of last appointment: 25 August 2022
Area of expertise and contribution: M&A,
finance, risk, strategy

Craig Enenstein
55, male, American
Independent non-executive director
H* N

Date of first appointment:
16 October 2013
Date of last appointment: 25 August 2021
Area of expertise and contribution: M&A,
corporate finance, economics, valuations

Manisha Girotra
54, female, Indian
Independent non-executive director
A

Date of first appointment:
1 October 2019
Date of last appointment: 25 August 2022
Area of expertise and contribution:
Investment banking, economics,
corporate finance, Indian businesses

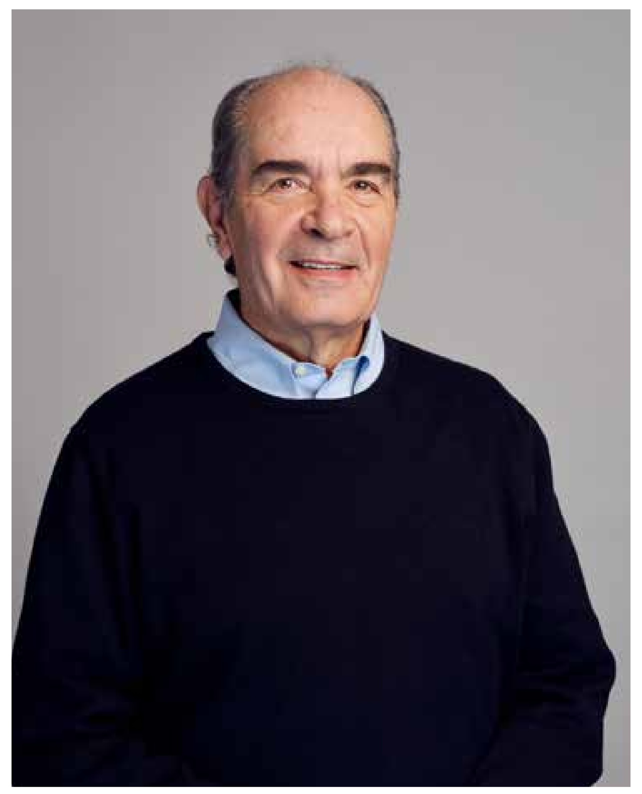
Rachel Jafta
63, female, South African
Independent non-executive director
P N* S R

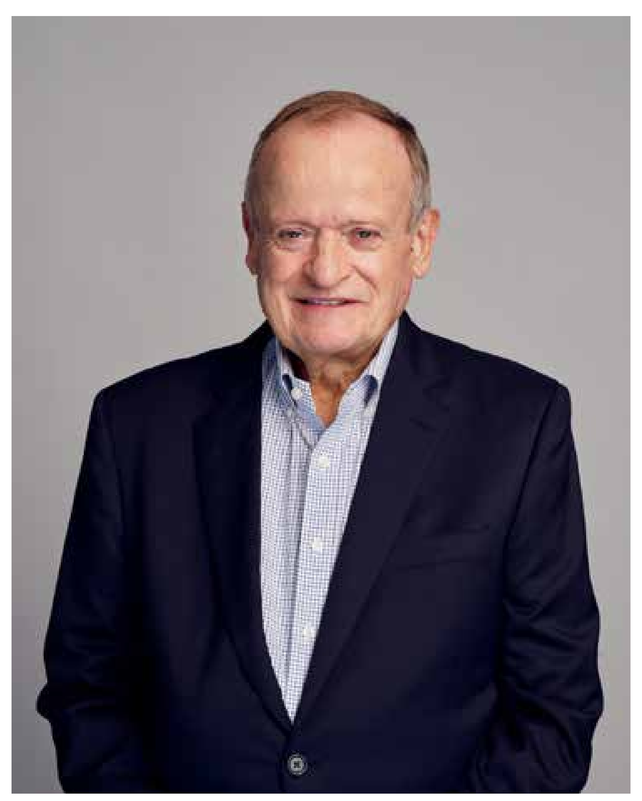
Date of first appointment:
23 October 2003
Date of last appointment: 23 August 2023
Area of expertise and contribution:
Economics, sustainability, corporate
governance and education

Key
A → Audit committee
R → Risk committee
S → Sustainability committee
P → Projects committee
N → Nominations committee
H → Human resources and remuneration committee
* → Chair
** → Subject to shareholder approval on 21 August 2024

Our board and management




Angelien Kemna
66, female, Dutch
Independent non-executive director
A R

Date of first appointment: 15 April 2021
Date of last appointment: 25 August 2021
Area of expertise and contribution: M&A, finance, risk, corporate governance

Nolo Letele
74, male, South African
Independent non-executive director
S

Date of first appointment: 22 November 2013
Date of last appointment: 25 August 2021
Area of expertise and contribution: Engineering, media

Sharmistha Dubey
53, female, American
Independent non-executive director
A

Date of first appointment: 1 April 2022
Date of last appointment: 25 August 2022
Area of expertise and contribution: Engineering, tech businesses

Roberto Oliveira de Lima
73, male, Brazilian
Independent non-executive director
H N

Date of first appointment: 16 October 2013
Date of last appointment: 23 August 2023
Area of expertise and contribution: Insights into Brazilian businesses, business management, information technology

Hendrik du Toit
62, male, South African and British
Non-executive director and lead independent director
N

Date of first appointment: 1 April 2016
Date of last appointment: 23 August 2023
Area of expertise and contribution: Investment management, sustainability and economics

Ying Xu
60, female, Chinese
Independent non-executive director
S

Date of first appointment: 26 June 2020
Date of last appointment: 23 August 2023
Area of expertise and contribution: Corporate finance, retail, ESG, online businesses, China

Cobus Stofberg
73, male, South African and British
Independent non-executive director
S

Date of first appointment: 16 October 2013
Date of last appointment: 25 August 2022
Area of expertise and contribution: M&A, corporate finance, strategy

Mark Sorour
62, male, South African
Non-executive director
P

Date of first appointment: 15 January 2015
Date of last appointment: 23 August 2023
Area of expertise and contribution: M&A, corporate finance, strategy

Key
A → Audit committee
R → Risk committee
S → Sustainability committee
P → Projects committee
N → Nominations committee
H → Human resources and remuneration committee
* → Chair

For more detailed biographies, including relevant outside positions on each director, refer to our website at **www.prosus.com**.

Interim chief executive's review

The power of technology is driving change in the world and Prosus is at the heart of this change.

Ervin Tu
Interim chief executive

Enhancing our strategy

Against the background of widespread uncertainty in recent years, and its impact on markets and valuations, we have refined our strategy to capitalise on what Prosus does best – build valuable businesses across the group. We have a long track record of being both operator and investor but elevated inflation, high interest rates, declining market multiples and geopolitical shocks have affected all companies. While these factors are outside our control, we have responded by focusing deeply on improving the performance of our consolidated businesses as we work on restoring returns across our portfolio.

At a strategic level, we believe that the most proactive approach to creating value lies in embracing our duality as operator and investor.

We have a rich heritage of building operating value through controlled businesses – payTV, ecommerce, classifieds, food delivery, and payments. In many areas, we have built great winners. The opportunity has been even greater for Prosus when there is potential to create strong ecosystems, for example iFood, eMAG, PayU India and OLX.

As investors, we look to back the next class of entrepreneurs building world-class companies.

We have tilted toward operator mode in the past 24 months as we worked to improve our execution and performance. At the same time, we embrace what we already are – a company that both operates and invests, because we believe that structure is the optimal long-term form to compete successfully in creating value in the technology industry.

To align with our refined strategy, we also simplified our operating structure as the next step in a journey to enhance our organisational effectiveness. Operators focus on operating. Investors focus on investing. While the full benefit of this will unfold in the new year, it has already enhanced morale as our people focus on doing what they do best in a truly integrated group.

Considering the evolution of technology businesses over the past two decades, we believe we are now facing a fascinating time of change, with continued opportunity in existing business models in the consumer internet arena and new opportunities, driven particularly by AI and B2B or business-to-business momentum. We are excited about the opportunity this presents for the group, given our ability to allocate capital fluidly during such transitional periods.

Performance

We detail our performance on pages 32 to 45, with our chief financial officer's review from page 14. We have come a long way since our peak losses just 12 months ago, and we aim to strengthen our execution across a number of fronts.

On an economic-interest basis, group revenue from continuing operations grew by 12% in local currency, excluding acquisitions and disposals, to US$31.7bn. This was driven by our ecommerce businesses achieving profitability six months ahead of our commitment. Consolidated revenue from continuing operations grew 11% (19%)[1] to US$5.5bn. Trading profit increased to US$5.8bn on an economic-interest basis, reflecting a higher share of profits from Tencent and lower organic investment to scale ecommerce extensions. As such, core headline earnings rose to US$5.0bn.

Within our portfolio, operations have improved meaningfully. We own a number of businesses, with long roads ahead for continued value creation, and we see great opportunity to profitably scale them further and build their growing ecosystems. Our FY24 results prove that we are making real and sustainable progress:

- We beat our target for consolidated profitability in our ecommerce businesses. Our profit trajectory has improved meaningfully, and we are outpacing peers on growth.
- We continue to invest in ourselves. The open-ended share-repurchase programme will continue at elevated discount levels and compound value over time, particularly as the portfolio reaches profitability.
- We have eliminated the crossholding and greatly simplified our operations.
- We are working to better highlight the value of our ecommerce assets through growing, listing or selling our businesses, as appropriate.
- Core to our future is building sustainable businesses, and we are making meaningful progress.

1 Percentages in brackets represent growth in local currency, excluding mergers and acquisitions (M&A).

Interim chief executive's review

To summarise our results, beginning with the components of our Ecommerce segment:

- Our **Food Delivery** segment is now profitable and growing well. iFood's core food-delivery business more than doubled its trading profit, and its strong trading profit margin is 2x the peer average. iFood continues to build new parts to its already-strong ecosystem.
- **Classifieds'** revenue again grew strongly. The OLX core classifieds business maintains its position as one of the fastest-growing of its type globally while improving its trading profit margin substantially. For the year, we have received proceeds of US$181m as we progress our exit from OLX Autos.
- In **Payments and Fintech**, healthy growth was accompanied by a meaningful improvement in profitability. The segment delivered good results in its core PSP or payment service provider business, which is profitable in aggregate, and in its credit business. Indian PSP revenue growth, although good, was impacted by restrictions on onboarding new merchants while new licence applications were processed. We are selling Global Payments Organisations (GPO) but will retain ownership of Iyzico in Turkey and Red Dot in south-east Asia.
- **Edtech** delivered poorer revenue growth. Our enterprise platforms, Stack Overflow and GoodHabitz, recorded mixed results. Stack Overflow was affected by the rise and adoption of generative AI (GenAI) and ongoing macroeconomic downturn. It is evolving its product offering for a world of GenAI and launched OverflowAI while reducing costs to improve profitability. In contrast, GoodHabitz grew revenue significantly. This growth and efficiencies improved the trading loss by >100 percentage points.
- In our **Etail** segment, eMAG returned to growth, driven by higher growth in its food and grocery extensions in Romania. The same-day delivery and locker business, now a leading player in at-home deliveries, has shown promising growth. Headwinds in Hungary and Bulgaria are being addressed.
- Our **Ventures** arm adopted a prudent approach. While again investing less capital during the year, the team has built a healthy pipeline of prospects for coming years. We are developing our investment approach across two strategies: Ventures and Growth+. Ventures will pursue early-stage deals, while Growth+ will pursue larger situations, including control transactions of interest to the group.

Improving everyday life

Our group uses technology to improve daily life for billions of people. In doing so, we create sustainable value for our customers and communities, our many stakeholders and Prosus itself as we build companies that currently serve over two billion customers.

By capitalising on our multigenerational record of innovation, adaptation and reinvention, we deeply understand the opportunity and importance of solving day-to-day problems for our customers. Equally, we understand that local entrepreneurs are often best placed to do this.

Accordingly, we continue to identify and back innovative, ambitious local entrepreneurs. We nurture and support the companies we invest in, because our experience proves this is the most effective way to build sustainable businesses. Entrepreneurs also find this long-term approach attractive, along with access to our operating experience, insight and global scale. These are important criteria in an evolving and competitive world where available funding has almost halved since the peak of September 2021.

By aligning technology and data with key customer needs, we increase convenience, frequency of use, reliability and safety. We also understand that it takes ongoing investment to build the capabilities underpinning stronger relationships with customers across the ecosystems of our core segments.

This in turn requires a disciplined approach to capital allocation, grounded in future returns. Typically, we progressively grow our capital commitments as we learn and scale. But, as illustrated by recent corporate actions, we are disciplined about divesting from assets that no longer meet our rigorous return expectations.

AI is integral to our growth, innovation and competitiveness, reflecting our unwavering focus on capturing the value of future technological change. Across Prosus, AI is employed ethically and responsibly to improve the customer experience and our operational efficiency. We have fully embraced the potential of GenAI as a technology to improve all our businesses, and as a key factor in our investment decisions. Our central AI team is instrumental in becoming a leader in this field.

Responsible operator and investor

As a global technology group, we recognise the power of technology to create solutions for some of the world's most-pressing needs. We believe technology is the cornerstone of a successful transition to a green economy – one that is inclusive and leaves no one behind.

We are creating lasting value through strategies that improve material efficiency and drive a systemic transition to a circular economy and low-carbon growth.

At the same time, we are embedding our climate transition plan by setting and achieving absolute reduction targets on our net-zero journey. In line with our decarbonisation strategy, we have set groupwide, multiyear, science-based greenhouse gas emission-reduction targets to drive our plan.

A highlight in this regard was receiving validation of our climate targets from the Science Based Targets initiative (SBTi). This milestone reaffirms our commitment to a climate journey aligned with the Paris Agreement to limit global warming to 1.5°C. In addition to action at the corporate level, we will work with our portfolio companies as they progress their climate journeys.

Looking forward

We are focused on maximising value over time by growing net asset value per share and having that reflected in our share price. There is substantial opportunity in each of our segments, and we will look to enhance our returns by further improving their operational performance. At the same time, we aim to allocate capital effectively, to back exceptional growth companies and learn from past mistakes.

We believe this era will also give well-capitalised companies like Prosus the opportunity to invest in generation-defining businesses. AI will play a large role here, and we have real institutional knowledge. We are carefully assessing how we can play a winning role both by industry vertical and by geography.

Backing exceptional technology companies, whether through controlled or minority investment, remains core to our strategy. We will invest patiently and diligently, focused on both profit and generating strong returns. Given that a healthy liquidity profile is helpful in uncertain times, our ambition remains to manage the balance sheet within our investment-grade rating.

Finally, Tencent is a substantial part of our present and our future. We are committed to remaining a large shareholder for a long time. We believe the stock is undervalued across almost all metrics, and we see a clear trajectory for renewed revenue growth, accelerated profit growth and continued capital return. We like this about Tencent in the same way we like this about Prosus.

Ervin Tu
Interim chief executive

22 June 2024

Chief financial officer's review

Decisive management actions in the previous review period led to consolidated profitability in the second half of the financial year, confirming our stated commitment to stakeholders.

Basil Sgourdos
Chief financial officer

Operational review

In presenting and discussing our performance, we use certain alternative performance measures not defined by IFRS, referred to as non-IFRS-EU financial measures, alternative performance measures or APMs. Such measures include economic-interest-basis information; trading profit; adjusted EBITDA; headline earnings; core headline earnings; and growth in local currency, excluding acquisitions and disposals. Segmental reviews in this report are prepared showing revenue on an economic-interest basis (which includes consolidated subsidiaries and a proportionate share of associated companies and joint ventures), unless otherwise stated.

Unless otherwise stated, the growth rates discussed further in this report compare FY24 to FY23. For further explanation of the use of APMs, refer to 'About this report' in the governance section.

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 consolidated annual financial statements.

We are pleased to report that the group has achieved consolidated Ecommerce profitability in the second half of the financial year and is also profitable for the full year ended 31 March 2024 (FY24). This is significantly ahead of our commitment to achieve consolidated Ecommerce profitability in the first half of the financial year ending 2025. Our work continues to focus on delivering sustained, profitable growth, which we believe will highlight the value of our businesses over time.

For the 12 months to 31 March 2024, the group intensified its focus on profitable growth in its core growth assets, and in driving improvements in underperforming investments. Consolidated revenue from continuing operations grew 11% (19%) to US$5.5bn, driven by strong performances at OLX and iFood. Ecommerce consolidated trading profit from continuing operations improved by a sizeable US$451m (US$429m) to US$38m in FY24 as growth, scale and cost reduction positively impacted results. Trading losses for the group have reduced by US$446m to US$118m in FY24, underlining our accelerating profitability path.

Core headline earnings, our measure of after-tax operating performance, were US$5.0bn – an increase of 84% (109%).

While we continue to seek long-term growth opportunities, external investment (M&A and minority investment) was limited to US$571m, meaningfully off the US$6.3bn peak in 2022 as we maintained discipline in a challenging investment landscape. Historically the group had achieved some investing success over a sustained period of time. But in the last two years, our internal rate of return (IRR) has been far below target. Steps have been taken to learn from our errors and address this underperformance, including by more actively engaging with our major operating companies and investments, flattening our overall organisation to get closer to our businesses and redesigning the investment team, investment process and incentives. Enhancing our knowledge, expertise and capability is the group's DNA, and when we have conviction in our ideas, we will increase our deployment of capital.

We have created additional value for our shareholders by continuing the open-ended share-repurchase programme. Since its inception in June 2022, this programme has reduced the free-float share count by 21% and generated US$30bn of value for shareholders. From the programme's launch to 31 March 2024, the combined holding company discount of Naspers and Prosus has reduced by some 21 percentage points. Over the same period, Prosus has repurchased 318 170 126 Prosus ordinary shares, with a total value of US$17.1bn, leading to 8.2% accretion in net asset value (NAV) per share. Naspers funds its open-ended share-repurchase programme with regular sales of Prosus shares. By 31 March 2024, Naspers had sold 113 092 796 Prosus ordinary shares N and bought back 34 793 336 Naspers N ordinary shares to the value of US$5.7bn.

In September 2023, we simplified our structure by removing the cross-holding structure, with overwhelming shareholder support. Stronger performance of our operating businesses, better investments, and our open-ended share-repurchase programme are important contributors to long-term value creation and shareholder returns. The group remains committed to these goals.

Chief financial officer's review

iFood continues to deliver strong performance which underlines its position as one of the best food-delivery businesses globally. iFood's core restaurant food-delivery businesses generated a strong increase in trading profit of US$137m year on year (YoY). Progress has been made in developing growth extensions further and the management team at iFood see significant potential in their lending, grocery and meal vouchers business. This strong ecosystem is central to iFood's long-term potential.

Our Classifieds businesses accelerated profitability markedly, driven by strong revenue growth and effective cost-control measures, particularly in OLX Europe. During the year, we concluded deals or closed most of OLX Autos, the automobile transaction business.

PayU continued to grow well in its core PSP (payment service provider) business. Strong revenue growth and improved profitability were driven by improved operating leverage and effective cost control, despite regulatory hurdles in India. The sale of GPO, announced in August 2023, is progressing and expected to close in the second half of calendar 2024.

In the Edtech segment, the broad adoption of generative artificial intelligence (GenAI) tools and challenging macroeconomic conditions have affected our businesses, particularly Stack Overflow. Revenue growth has been more modest than anticipated, and we have taken significant action to improve trading profit and free cash flow performance given this revenue base. Stack Overflow has leveraged the group's inhouse AI capabilities to improve its AI value proposition with positive early results. GoodHabitz is benefiting from its investments in product enhancements and a more measured international rollout programme.

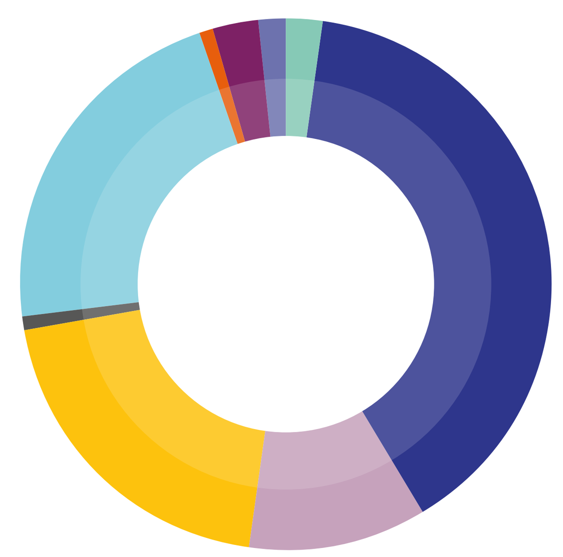
Financial revenue

Revenue

Our total revenue increased by US$520m, or 11%, from US$4 947m in the year ended 31 March 2023 to US$5 467m in the year ended 31 March 2024, primarily due to Classifieds and Food Delivery and, to a lesser extent, Payments and Fintech as well as Etail.

We operate in countries and markets across the world, resulting in significant exposure to foreign exchange volatility. This can have an impact on reported revenues and costs as they are generally denominated in local currency. The financial performance of our businesses is accounted for in the group in their respective functional currencies and translated to US dollars.

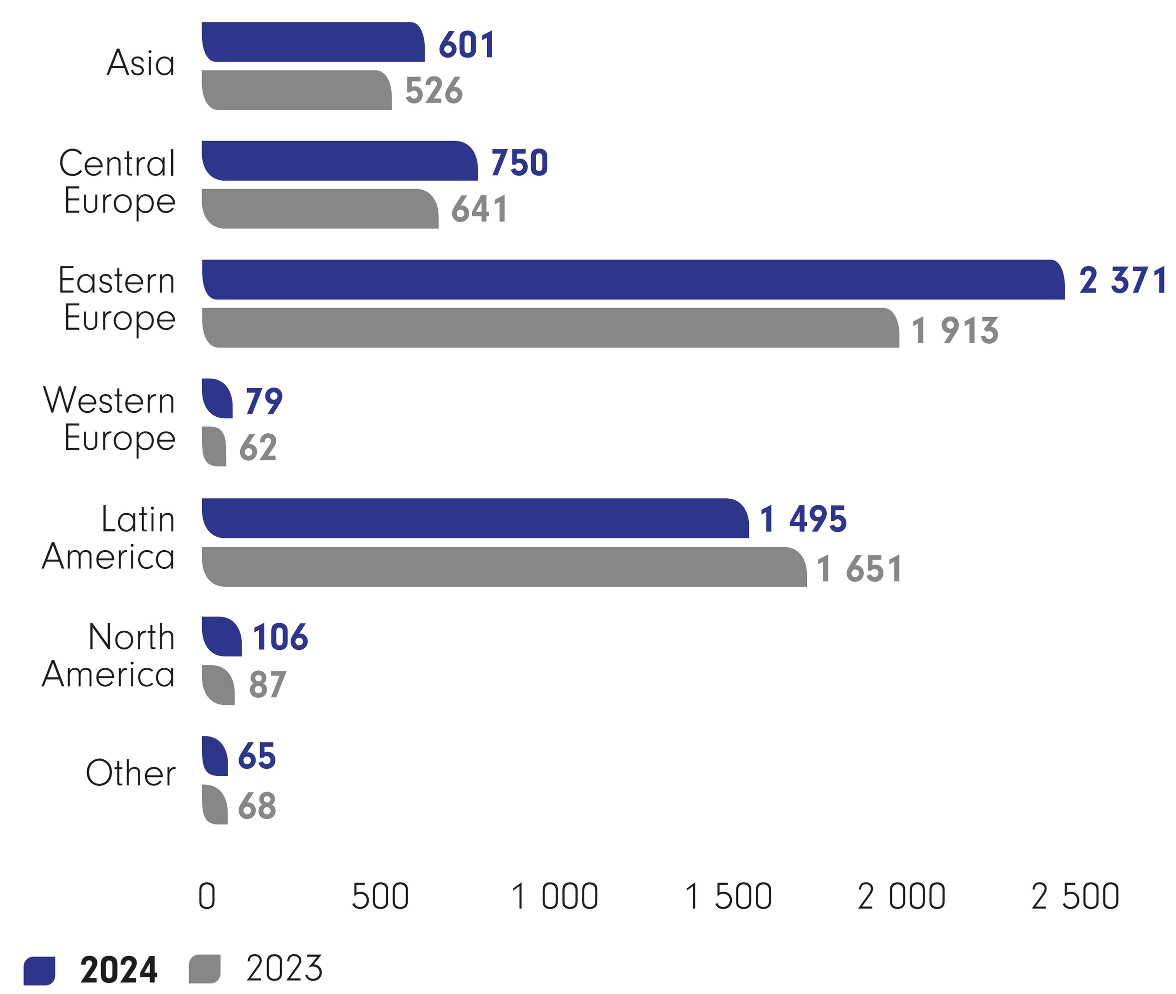
Total revenue for the year ended 31 March 2024 (US$'m)



Revenue from interest income	134
Online sale of goods revenue	2 130
Classifieds listings revenue	592
Payment transaction commissions and fees	1 098
Mobile and other content revenue	43
Food-delivery revenue	1 192
Advertising revenue	40
Educational revenue	148
Other revenue	90

Online sales of goods revenue represented 39% and 38% of our total revenue in the years ended 31 March 2024 and 31 March 2023 respectively.

Revenue by geographic market (US$'m)



Group revenue, measured on an economic-interest basis, was US$31.7bn, an improvement of 1% (12%). This was driven by a healthy 13% (17%) increase in Ecommerce segment revenues.

Costs of providing services and sale of goods

The costs of providing services and sale of goods decreased by US$65m, or 2%, from US$3 310m for the year ended 31 March 2023 to US$3 245m for the year ended 31 March 2024.

Platform/website hosting, warehousing costs and costs of goods sold on those platforms increased by US$139m, from US$1 718m in the year ended 31 March 2023 to US$1 857m in the year ended 31 March 2024.

Delivery service costs decreased from US$734m in the year ended 31 March 2023 to US$370m in the year ended 31 March 2024. This decrease primarily related to the Food Delivery business as a result of the change in business model of its logistics business.

Payment facilitation transaction costs increased by US$169m from US$693m in the year ended 31 March 2023 to US$862m in the year ended 31 March 2024. The increase primarily related to the Payments and Fintech business, particularly in India, where increased transaction volumes with merchants resulted in increased transaction processing costs. In addition, following the growth in the Food Delivery business, payments facilitation costs increased accordingly.

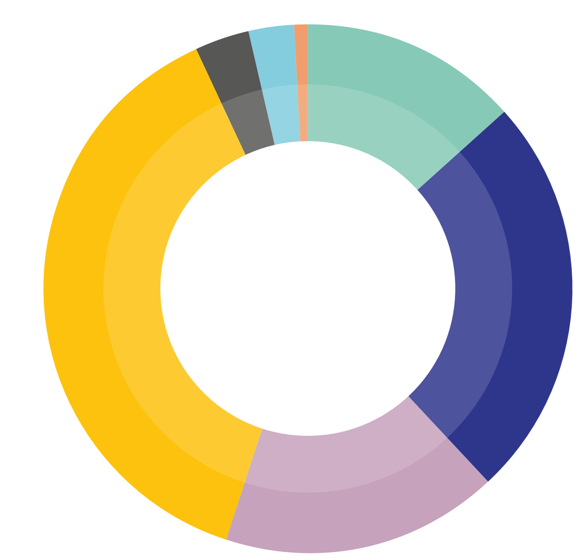
Selling, general and administrative costs

Selling, general and administrative costs increased by US$365m, or 18%, from US$2 023m in the year ended 31 March 2023 to US$2 388m in the year ended 31 March 2024.

General business administrative cost increased by US$25m from US$450m in the year ended 31 March 2023 to US$475m in the year ended 31 March 2024, primarily due to cost increases across all the segments as they scale.

Staff costs increased by US$289m, or 25%, from US$1 175m in the year ended 31 March 2023 to US$1 464m in the year ended 31 March 2024, primarily due to an increase in share-based compensation costs.

Number of employees for the year ended 31 March 2024



Classifieds	2 811
Food Delivery	5 215
Payments and Fintech	3 553
Etail	8 041
Edtech	677
Other Ecommerce	585
Corporate	166

Chief financial officer's review

Total permanent staff decreased from 22 634 at 31 March 2023 to 21 048 at 31 March 2024. Staff decreased particularly in the Payment and Fintech, Classifieds and Food Delivery segments. For further information regarding headcount, refer to the section on 'Our people' on page 54.

Share-based compensation costs increased by US$304m due to changes in valuation assumptions, including share prices and volatility, as well as the impacts of allocations made and vesting of options.

Depreciation and amortisation

Depreciation and amortisation in selling, general and administration expenses increased by US$1m, or 1%, from US$169m in the year ended 31 March 2023 to US$170m in the year ended 31 March 2024.

Finance income/(costs) – net

Net finance income increased by US$561m from a cost of US$133m in the year ended 31 March 2023 to a finance income of US$428m in the year ended 31 March 2024.

Interest expense increased by US$4m, or 1%, from US$553m in the year ended 31 March 2023 to US$557m in the year ended 31 March 2024.

Interest income increased by US$437m, or 92%, from US$475m in the year ended 31 March 2023 to US$912m in the year ended 31 March 2024, due to increased cash balances on hand.

Interest expense relates primarily to interest on the publicly traded bonds. Interest income includes interest earned on bank accounts and short-term investments.

Other finance income increased from a finance loss of US$55m for the year ended 31 March 2023 to an income of US$73m for the year ended 31 March 2024. This relates primarily to fair value gains of derivative instruments, which include forward exchange contracts offset by foreign exchange differences related to the foreign exchange impacts on the translation of assets and liabilities.

Share of equity-accounted results

Our equity-accounted results in equity-accounted companies decreased by US$2 364m, or 46%, from US$5 174m in the year ended 31 March 2023 to US$2 810m in the year ended 31 March 2024. This is driven primarily by Tencent's decreased gains on acquisitions and disposals of US$5.8bn offset by a decrease in impairment losses of US$1.3bn and increased contribution from its associates of US$638m. A further positive offset to the lower gains on asset disposals is Tencent's strong increase in profitability by US$1.1bn to US$6.2bn.

Impairments

An impairment on assets of US$645m was recognised in the year ended 31 March 2023 compared to US$374m in the year ended 31 March 2024. An impairment of US$372m was recognised on Stack Overflow in the current year.

An impairment on equity-accounted investments of US$1 742m was recognised in the year ended 31 March 2023 compared to US$483m in the year ended 31 March 2024. The current year includes the impairment of US$255m on Delivery Hero.

Gain on partial disposal and dilutions of equity-accounted investments

A gain on partial disposal of Tencent shares of US$5 053m was recognised in the year ended 31 March 2024 compared to US$7 622m in the year ended 31 March 2023.

Dilution losses of US$252m were recognised in the year ended 31 March 2023 compared to dilution losses of US$238m in the year ended 31 March 2024.

Net gains on acquisitions and disposals

Net gains on acquisitions and disposals of US$54m were recognised in the year ended 31 March 2023, compared to net losses of US$3m in the year ended 31 March 2024.

Taxation

Our tax expense increased by US$119m, or >100%, from US$42m in the year ended 31 March 2023 to a tax expense of US$161m in the year ended 31 March 2024, due to increased profits from our continuing operations.

Profit from discontinued operations

In March 2023, we announced the decision to exit the OLX Autos business unit. All the operations of this business are presented as discontinued operations as they have been disposed of, classified as held for sale or closed down by 30 September 2023. OLX Autos operations previously presented in continuing operations for 31 March 2023 have been presented in discontinued operations as of 31 March 2024.

Losses from discontinued operations during the year amounted to US$270m related to the Autos business unit. This includes impairment losses of US$137m related to the operation classified as held for sale as at 31 March 2024.

Core headline earnings

Core headline earnings from continuing operations were US$5.0bn – an increase of 84% (109%) or US$2.3bn. This was mainly driven by the improved profitability of our Ecommerce consolidated businesses and equity-accounted investments, particularly Tencent, as well as higher net interest income during the year.

Share capital

At 31 March 2024, the company had 2 577 417 975 ordinary shares N, 6 446 739 ordinary shares A1 and 2 869 537 584 ordinary shares B in issue. Details are reflected in note 23 of the consolidated financial statements and note 9 of the company financial statements.

Cash and debt position

The group's balance sheet is strong, with US$16.0bn cash on hand (including short-term investments). We remain committed to managing our balance sheet within its investment-grade rating; therefore, not all the cash on the balance sheet is available to the group. At 31 March 2024 our estimate is that US$8.0bn is available for new investment.

The group's free cash inflow was US$422m, a sizeable improvement from the prior year free cash outflow of US$382m. This was due to increased profitability in Food Delivery and Classifieds as well as better working capital management in the Etail segments and Payments and Fintech. Excluding OLX Autos, free cash inflow was US$524m. Tencent remains a meaningful contributor to our cash flow via an increasing dividend, which was US$759m for the financial year ended 2024. The group has also received its dividend for the financial year ending 2025 amounting to US$1.0bn.

Basil Sgourdos
Chief financial officer

22 June 2024

Our strategy

Our strategy for building sustainable long-term value remains relevant and differentiated – we pursue growth by building and investing in leading companies that empower people and enrich communities.

Build global technology leaders to ...

... address big societal needs ...

... in high-growth markets ...

... where we can build sustainable leading positions.

Underpinned by a rigorous process:
invest, scale, crystallise

Operating in four core segments

- Food Delivery
- Classifieds
- Edtech
- Payments and Fintech

Our approach

Active: We regard funding as the baseline. We play an active role in the growth of companies we back.

Focused: We make targeted investments across our core segments and competencies.

Long-term view: We are patient, disciplined and dispassionate: we build companies sustainably over time and exit those no longer meeting our required hurdles.

Responsible: We matter to the customers and communities we serve. We strive to maximise our positive impact on society and the planet.

Strategic priority 1: Drive profitable growth in our core businesses

We have identified opportunity in technology globally, knowing that certain markets will thrive more than others.

Backing winning segments

We will continue to focus on our core segments and drive organic growth in the underlying companies. While tech has done well across the board, we have invested in segments where we believe there is markedly more growth potential.

Targeting high-growth markets around the world

- While regulatory change has recently curbed investor enthusiasm in **China**, we believe it remains one of the most attractive internet markets, and Tencent is well positioned. We also believe that considered regulation ultimately can be healthy for any industry or market – in time, businesses will adjust and investor appetite will return.
- **India** is a priority, and we are strengthening our teams and investments there. We will focus on backing local entrepreneurs to ensure we align well with India's domestic priorities.
- We are investing more in **south-east Asia**. We see opportunity there – growth is strong and smartphone adoption is rising rapidly.
- In **Brazil**, we see strong opportunity for iFood. Again, we are focused on organic growth, particularly strengthening iFood's local ecosystem. That ecosystem is centred around a strong food-delivery core supplemented by offerings in grocery, convenience retail and fintech.
- We will continue to monitor markets for opportunities and be selective in our approach, prioritising the best opportunities.

Strategic priority 2: Expand local ecosystems

Our businesses are building ecosystems with a strong local presence.

- Our Food Delivery businesses are building on their sizeable delivery operations to extend into adjacent delivery verticals, such as convenience and grocery. This creates more value for customers and more value for our businesses.
- We are expanding our Payments and Fintech platform in India to create a broader ecosystem.
- We are building valuable local ecosystems around local market heroes, such as eMAG in Central and Eastern Europe. eMAG is building Romania's largest last-mile delivery platform, growing food delivery rapidly, and expanding into grocery delivery.

Strategic priority 3: Find new operating and investing areas for growth

Apart from our existing core segments, we aim to explore new areas with world-changing companies that can provide future growth, both from an operating and from an investing perspective. One direction to explore is segments in which GenAI may become a growth driver. The goal is to look aggressively but deploy carefully only when we find genuinely exceptional businesses.

Strategic priority 4: Be a force for good

Shareholders, regulators and many other stakeholders are increasingly interested in how seriously we take our responsibilities as a global technology group: how well we look after our people and our customers; the kind of role we play in society; and the impact of our businesses on the planet.

We have a strong heritage of acting responsibly as a group. But much of this good work has been implicit – a natural consequence of fundamentals such as being disciplined about long-term value creation, backing entrepreneurs who share our values, and focusing on improving people's everyday lives through technology.

We believe it is now essential that we do business with the stated goal of being a positive force for the world around us. We will therefore ensure we are all clear on our role in the world, and on our expectations of each other. Through our Ventures arm, we are increasing our focus on sustainable investment themes, such as agtech (agriculture technology) and healthtech.

We have also formalised our approach to responsible investment.

We are all united by our shared purpose – to improve everyday life for billions of people through technology – and our shared values.

You can find more details on page 46.

How we create value – our business model

Environmental topics

- Climate action
- Sustainable deliveries
- Water use

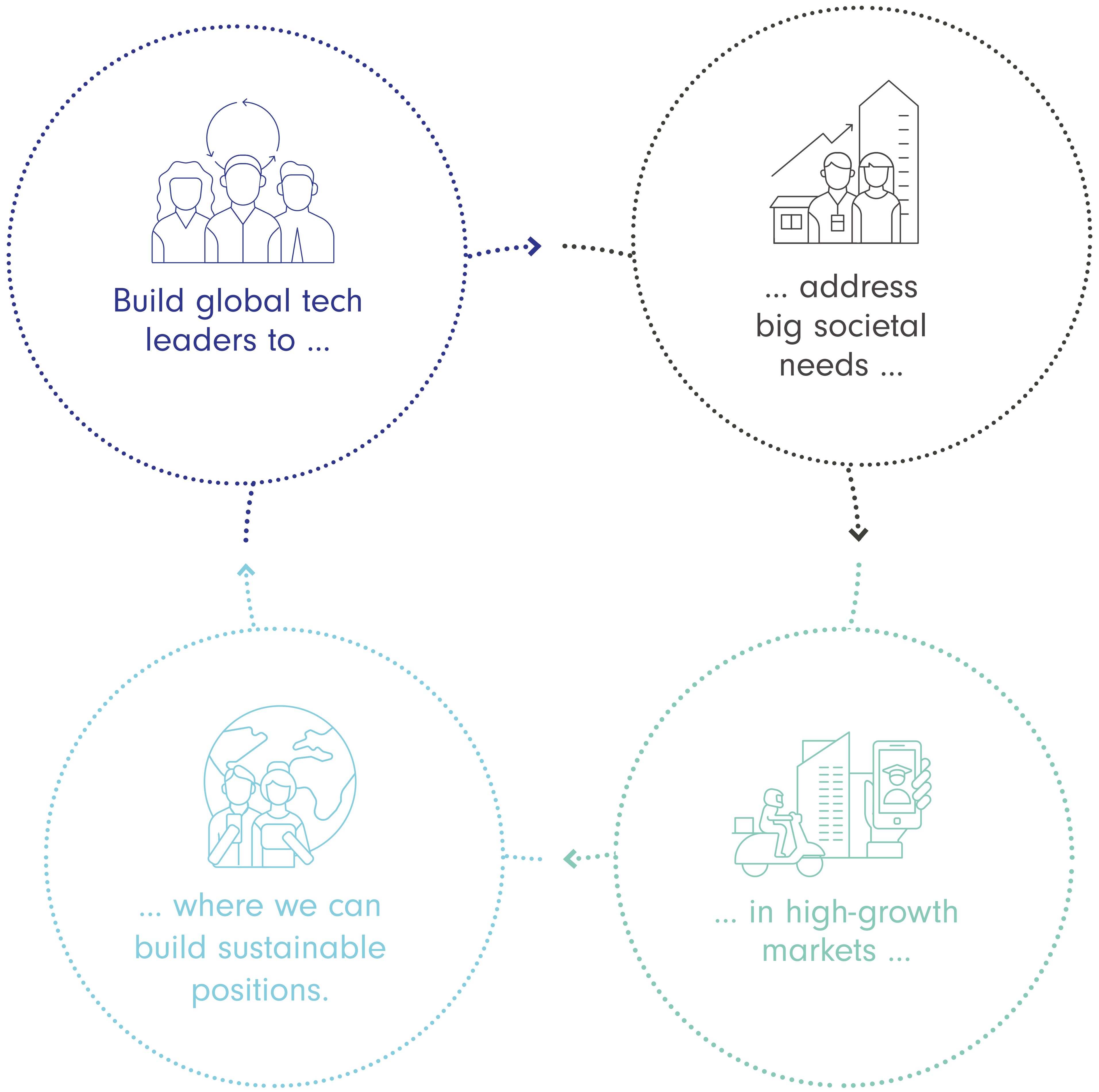
Social topics

- People (own workforce management, diversity, equity and inclusion, talent attraction and retention)
- Management of workers in value chain
- Social inclusion
- Data privacy and cyber-resilience
- Digital regulation and AI governance

Governance topics

- Business integrity
- Responsible investment
- Geopolitical stability

Business activities



Our business model is directly linked to our strategy (page 17).

Our material risks

- Capital allocation risk
- Disruptive technology
- Geopolitical and social tension
- System security breach
- Workforce or leadership shortages
- Adverse legal or regulatory developments
- Reputational damage or misconduct

See page 29.

Our stakeholders

- Customers and users
- Investors and lenders
- Industry bodies
- Media
- Employees
- Business partners
- Our planet and its people
- Government and regulators
- Workers in value chain

See page 22.

How we create value – our business model

How we measure value

We continue to deliver robust financial performance
- Achieve revenue at target
- Achieve core headline earnings at target, including Tencent
- Achieve free cash inflow to equity at target
- Achieve consolidated Ecommerce profitability by H1 FY25

We create workplaces with a fair and inclusive culture
- Diversity and inclusion is a business strategic priority and is measured
- Improve employee engagement with a positive engagement score at target
- MyAcademy is a critical element in our AI and machine learning (ML) transformation plan. We use it to train people who are not in engineering roles in AI and ML, through our AI for everyone course

Through our intellectual property, we drive change and innovation in the industry
- Throughout the investment life cycle, we strive to ensure that scientific and technical standards informing design and research in AI products and services are robust, and of high quality. We assess this continually

We recognise that privacy is an important value and an essential element of public trust. We expect each of our businesses to adhere to our group policy
- Seven key elements of a data privacy programme to ensure our core data privacy commitment and approach are followed in ways that really work for our businesses

We treat our partners fairly and drive high social value in our operations
- As part of our purpose to use technology to improve the everyday lives of billions of people, we focus 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
- Beneficiaries supported through community investment programmes

We deliver long-term shareholder value through disciplined capital allocation
- Meaningful internal rate of return (IRR) ahead of cost of capital

We are committed to investing in and scaling digital services and technologies to address global challenges at a local level

We provide innovative platforms and services to customers globally
- Continue to build our AI capabilities by increasing the number of ML modules in production
- Apply strict discipline to capital allocation, and act with integrity to promote ethical business principles

We implement and maintain strong cybersecurity and enhance resilience
- Ensure cybersecurity and technology risks are managed by our businesses
- Focus on ransomware prevention and response preparation

We are committed to conducting business in compliance with the law and behaving ethically
- Human rights statement adopted across the group and its subsidiaries
- Enhanced ethics and compliance training

The group is committed to achieving net-zero emissions which is embedded in key performance indicators
- Majority-owned businesses to measure and document material scope 3 emissions and obtain limited assurance from auditors
- Enhance ESG performance
- Implement a climate transition plan

1 Based on actual Naspers core in local currency, excluding M&A, based on budget.
2 Based on actual Naspers FCF, excluding approved adjustments.
3 Employees in group-level functions.

Outcomes | SDGs

⊕ Consolidated group revenue from continuing operations: **US$5.5bn**
⊕ Core headline earnings, including Tencent[1]: **US$5.0bn**
⊕ Free cash inflow[2]: **US$422m**, a sizeable YoY improvement
SDG 9, SDG 12

○ In the employee engagement survey, we did not improve the engagement score
⊖ MyAcademy has enabled **127** technology colleagues to earn AI nanodegrees with Udacity and **775** AI-related certifications through Coursera
SDG 5, SDG 8

⊖ The Science Based Targets initiative (SBTi) verified the group reduction targets
⊖ Two portfolio companies have verified science-based climate targets
⊖ All companies are expanding their scope of disclosures to include material areas of scope 3 emissions
SDG 13

⊖ Prosus supported Refugee Company, a non-profit organisation based in the Netherlands supporting refugees and asylum seekers, with €150 000 over three years to offer learn-work programmes
⊕ Building a partnership with ACT Capital Foundation supporting Green Startup Pledge, the world's first climate pledge designed for startups
SDG 8, SDG 10, SDG 11, SDG 17

⊖ Strong brands and solid reputation
⊖ All subsidiaries completed two cycles of assessments across **17** data privacy domains set out in the group's privacy maturity model. Each company has selected at least two specific goals to improve maturity over the year. All subsidiaries reported on maturity and progress on focus areas
SDG 17

⊕ Total consolidated ecommerce profit from continuing operations of **US$38m**
○ Total consolidated trading losses from continuing operations of **US$118m**
SDG 9, SDG 12

⊕ >550 data scientists on the team
⊕ >13 000 associates that have the Prosus AI Assistant available
⊕ Technology and process innovations across our portfolio
SDG 9

⊖ **44** advisory and assurance projects to ensure cybersecurity risk management
⊖ No cyberbreaches in subsidiaries that had a material operational or financial impact above **US$10m** in FY24
SDG 9, SDG 17

⊖ Human rights assessments across our value chain
⊖ **96%** of group[3] employees completed ethics and compliance e-learning
⊖ iFood implemented an integrated strategy orientated towards social impact focusing on earnings, social protection, safety, valorisation and respect
SDG 8, SDG 16, SDG 17

⊖ Maintained **high** standards of product quality
⊕ We offer highly specialised training on several AI themes for engineers and product managers, including model deployment, ML pipelines, ML operations and natural language processing. A new addition is a series of tutorials and practical education modules on GenAI, such as prompting or training language models
⊕ Increase of 8.2% in net asset value per share since the beginning of the year
○ Impairment on goodwill decreased from US$560m recognised in the year ended 31 March 2023 to US$374m in the year ended 31 March 2024, relating to Stack Overflow and OLX Autos in the prior year
SDG 9

⊕ Value creation ⊖ Value preservation ○ Value erosion

The world in which we operate

Amid protracted global uncertainty, technology is transforming how people everywhere live their lives and creating value for all.

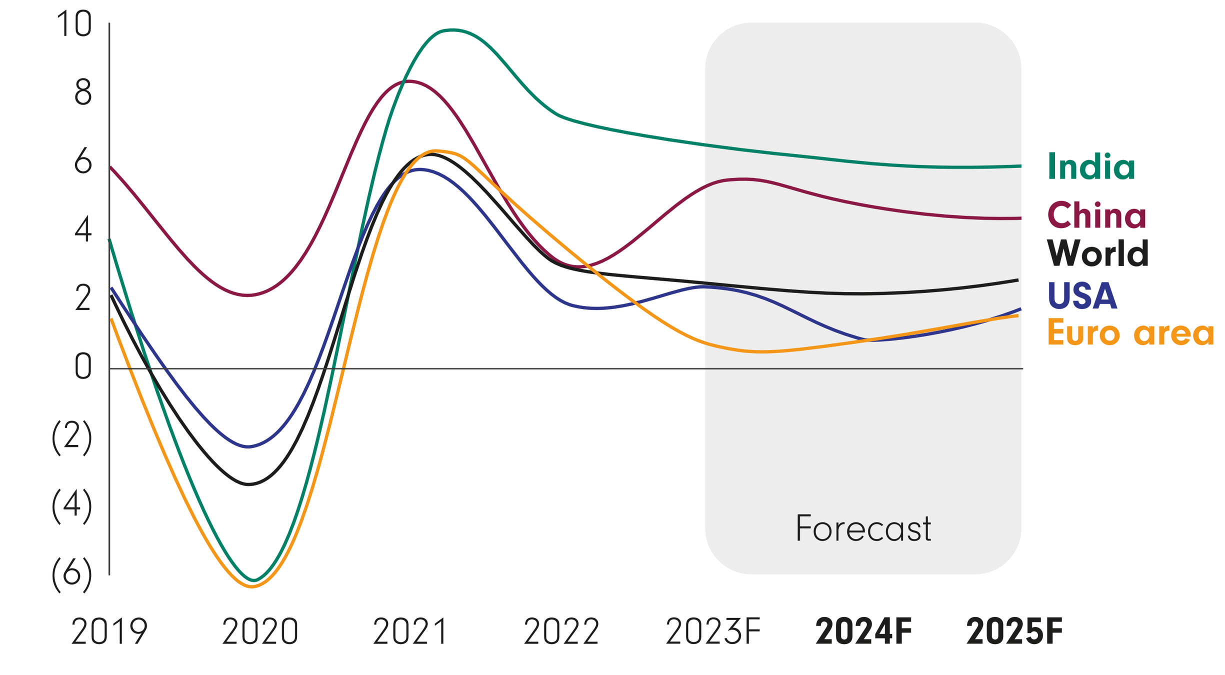
The economic cycle is distorted in the post-pandemic era, and forecasting is more difficult than usual. The complexities are multiple: inflation, although subsiding, remains above target levels; interest rates have climbed significantly with no signs of returning to the pre-2020 era; and the start-up funding scene is anaemic, with the IPO window largely shut. The geopolitical arena continues its shift towards a less stable, multipolar system, compounded by ongoing conflicts in Ukraine and Gaza and persistent US-China tensions. Yet, amid these challenges, 2023 and the beginning of 2024 saw a surprising bull run in United States public markets, fuelled by economic growth that surpassed expectations and the burgeoning promise of generative AI (GenAI).

We have identified key trends relevant to our business across the macroeconomic environment, technology and society, and investor landscape. Their implications have been distilled into four strategic priorities for the group (covered in our strategy on page 17).

Macroeconomic environment

A year ago, the global economic outlook was generally pessimistic. Different from these predictions, 2023 unfolded with a mix of positive and negative economic elements. The US defied expectations with a forecast real GDP growth rate accelerating to 2.5%[1] in 2023. India also exceeded growth forecasts, emerging as a bright light of economic optimism. Although struggling with low or negative growth in some regions like Germany, Europe successfully navigated its energy transition away from Russian gas. However, China was hindered by the property-sector crisis, elevated youth unemployment, subdued consumer confidence and challenging demographic developments.

Real GDP growth (%)



Source: EIU (Dec 2023).

Our world is changing rapidly and we have a role to play

Eight billion people and rising
Our footprint is in high-growth markets.

Global developments
The shared global challenges of climate change and rising inequalities demand action from all sections of society.

Increased pressure on natural resources
High-growth markets have the largest vulnerable populations and resource disparities.

Future of business
As a digital technology investor and operator, we have an opportunity and a responsibility.

Changes in capital markets
ESG investing is now the norm as investors demand and integrate environmental and social data into their decisions.

GenAI
We systematically explore emerging technologies and accelerate them across the group. Refer to the section on artificial intelligence on page 57.

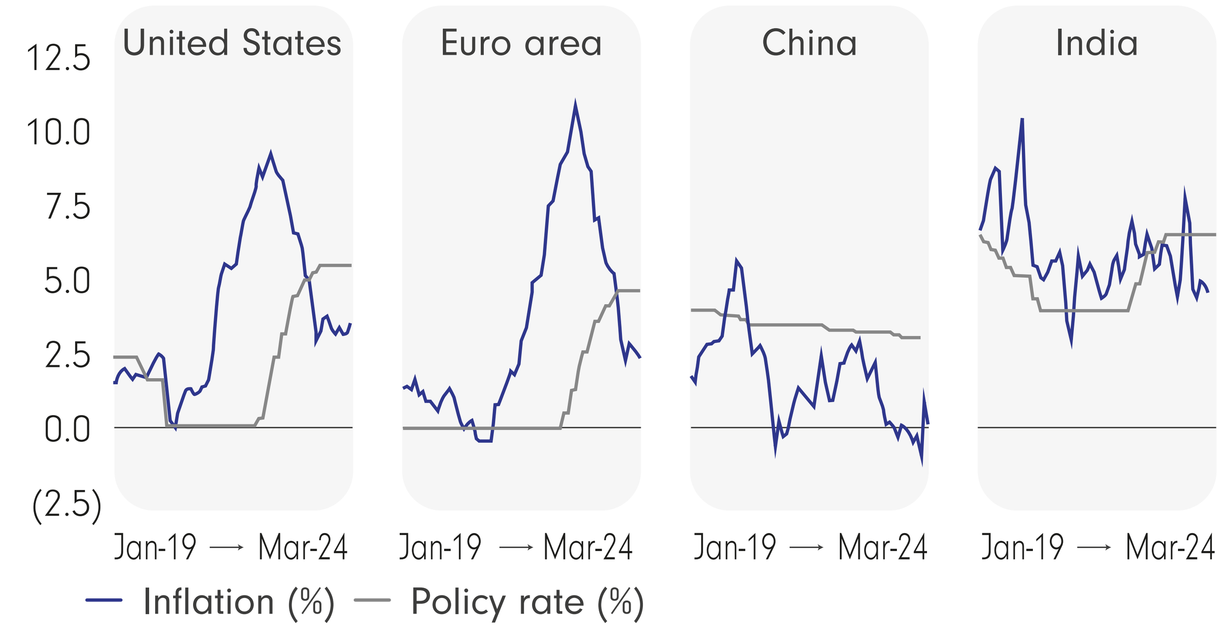
Decreasing inflation and elevated interest rates

The decrease in global inflation since its peak in 2022, achieved without surges in unemployment, has sparked cautious optimism.

However, the decrease seems to have plateaued and core inflation remains stubbornly high. Reaching the 2% US inflation target soon appears unlikely due to several factors, including the robust labour market.

Additionally, geopolitical tensions in the Middle East pose severe risks for inflation.

Inflation rates and policy rates in major economic areas (%)



Source: BIS, OECD, Trading Economics; note: for euro area, showing the main refinancing operations rate.

Major central banks have persisted in tightening monetary policies, aligning with the 'higher-for-longer' narrative. They are cautious about reducing rates too aggressively and prematurely. It is increasingly likely that interest rates will remain elevated and not revert to prior near-zero levels, as indicated by the increase in longer-term interest rates in 2023.

Public markets in 2023 and early 2024 were unexpectedly resilient. Following the challenging climate of 2022, key indexes such as the S&P 500 and Nasdaq recovered robustly to their historical peaks, driven among others by the fast development of GenAI.

The outlook is quite uncertain, if only due to geopolitical instability – undermining social cohesion, happiness and stability. Companies that address societal needs, like Prosus, have an important role in reducing inequality.

Diverging prospects across countries – India remains strong

While some macroeconomic drivers are similar across the world, there is wide variation in how economies have been performing.

China's GDP growth in calendar 2023 was 5.2%[1], driven by recovery from the zero-Covid-19 policy. A key area of concern for China is its property sector, which remains a drag on the economy. The sector's downturn has had ripple effects on overall economic growth and consumer confidence. China has been stimulating growth in new industries to reignite its economy.

In 2023, India's economy was a bright spot in the global economic landscape, with a robust GDP growth rate of 7.3%[1]. The country's outlook remains among the most promising of major economies.

Tech and society

The pandemic changed people's lives forever by accelerating the use of technology. However, the consequent growth of tech titans produced a countertrend of anti-tech sentiment and rising regulation. As a responsible tech operator and investor, we are well positioned to navigate and contribute to our changing world – creating value for our stakeholders.

1 Economist Intelligence Unit (EIU) March 2024.

The world in which we operate

Pandemic patterns changed the world

Since calendar 2020, people have redefined how they work, interact, shop and play, with much of this everyday activity moving online. As pandemic restrictions lifted, a new balance between online and offline has been established, but the shift to online is now entrenched. At the same time, sustainability has become a pressing concern given the mounting evidence of a climate crisis. In tandem with moving online, people are becoming far more climate aware and they increasingly expect companies to play their part.

The rise of a tech-enabled world

Technology is at the heart of transformation and tech titans have become the most valuable companies in the world. The changes evident in recent years are foundational and expected to endure. The way we live our lives, the way companies operate and market their products – people and businesses are relying more on technology.

Global crackdown on big tech

While the technology sector has growth potential, challenges remain given the world's increasingly critical and political view of the sector. Accordingly, regulation is growing. This is normal – historically, all new sectors have faced greater oversight as they grew. Broad technological advancements pose challenges for regulators who strive to maintain a balance between fostering innovation, protecting consumers, and addressing the unintended consequences of digital disruption at scale. Globally, regulators must balance their responsibility to protect citizens with encouraging innovation in new technologies and businesses while avoiding the risk of overregulation.

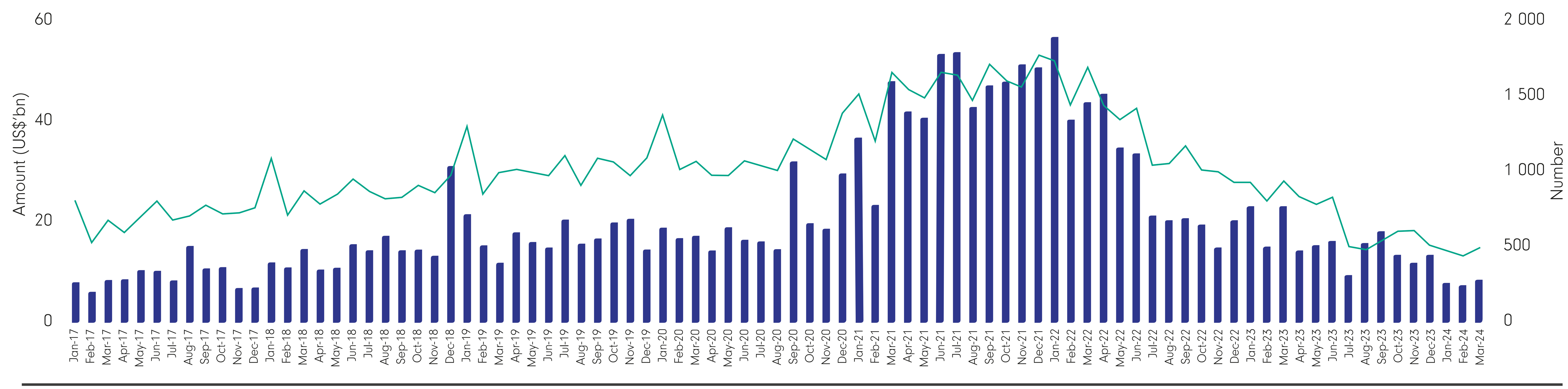
Investor landscape

Tech investment activity and valuations peaked in calendar 2021 when global capital was committed quickly on a broad range of investments. While private deal flow slowed significantly in calendar 2022 and 2023, we believe our focus remains true – we are confident that disciplined investment in exceptional entrepreneurs with outstanding tech-led businesses positions us to create long-term value.

Downturn in tech investing

According to PitchBook data and based on calendar years, global venture investment plummeted in 2022 and 2023 to the levels of 2017.

Private funding rounds* (US$'bn)



* Tech companies, excluding China, only primary funding rounds with announced amount.
Source: Prosus tech company database, PitchBook, CB Insights.

Against this background, we will remain a disciplined technology investor, creating sustainable value in our distinctive way.

Responding to the trends

In the past year, the world has been shaped by powerful macro, geopolitical, technology, regulatory and investor forces that have been challenging for all.

Despite the challenges, we remain focused on improving lives through technology and well positioned to capitalise on opportunities in this time of dislocation. We are prudent, focused and have an operator's advantage in assessing and optimising investments. Our global network is strong and our differentiation as patient, company-building capital is distinctive. We have well-established businesses in our portfolio as well as assets that can provide meaningful capital as we need it.

Momentum on ESG regulations

Globally, sustainability reporting requirements are increasing significantly and pose additional compliance challenges. In the European Union, the Corporate Sustainability Reporting Directive (CSRD) has been adopted into legislation, effective from 5 January 2023, that requires EU businesses – including qualifying EU subsidiaries of non-EU companies – to disclose their environmental and social impacts, and how their environmental, social and governance (ESG) actions affect their business. This includes large foreign multinational groups with EU subsidiaries. The cumulative effect of these expansions brings the total number of companies affected by CSRD to almost 50 000 (more than €22tn in net turnover). Non-EU companies fall under the scope of the CSRD if they meet certain criteria: (i) listed on an EU-regulated market with securities like stocks or bonds; or (ii) generate annual EU revenues surpassing €150m, with an EU branch annual net turnover of €40m (the EU turnover test). In India, Business Responsibility and Sustainability Reporting (BRSR) guidelines are a comprehensive ESG reporting framework that are mandatory for top 1 000 listed companies from 2023, with reasonable assurance required on a broad set of qualitative and quantitative disclosures. This also impacts our group significantly. Our companies are mostly private, which are at a disadvantage as they have yet to build their ESG disclosures to the level of mature European ESG counterparties, which is expected by the upcoming disclosure regulations. We have a strong commitment to transparency and to raising awareness about this deep divide between companies that have mature ESG disclosures to those starting on that journey.

Engaging with our stakeholders

To create sustainable value for our stakeholders, we actively engage to elicit their feedback. These engagements further inform our direction and strategic choices. We value their input and build constructive, long-term relationships to enable ongoing dialogue.

To support the board in fulfilling its governance role, the sustainability committee retains oversight of stakeholder management across the group. To balance the needs, interests and expectations of a diverse group of stakeholders, we take an inclusive approach.

Our key stakeholder groups:

Customers and users*
We want to help customers and users improve their everyday lives. Customers are indirectly represented through our portfolio of companies across various geographies that deliver services to their customer base.

Employees*
Our employees are the heart of our success. Their commitment and entrepreneurial drive make all the difference.

Investors and lenders^
We are a for-profit organisation committed to delivering value to shareholders and investors.

Business partners*
We work closely with our business partners, including suppliers and consultants.

Industry bodies*^
We aim to be a responsible participant in both the digital technology and investing sectors, playing an active part in our shared progress.

Our planet and its people*
We are committed to making a lasting positive impact for society and the world we live in.

Media^
We report transparently and aim to communicate to our broad stakeholder community through constructive relationships with the media.

Government and regulators^
We recognise how important it is to work with governments and regulators as our portfolio of companies has a big impact on people's lives across diverse jurisdictions.

Workers in value chain*
We create income opportunities for a broad spectrum of people who are the delivery partners for our food-delivery and etail businesses. Our portfolio companies with extended value-chain workers in their ecosystem engage in dialogue and engagement with their delivery partners.

* Affected stakeholder
^ User of information

Stakeholders

Customers and users

What matters to them
- Positive experience – safety, fast delivery, return and feedback
- Competitive pricing and range of products
- Content preference
- Trust
- Data privacy.

Material matters

How we engage
(indirectly through our portfolio companies)
- Electronic communication (email, SMS, apps, web and social media platforms)
- A/B testing of new products and services
- Call centres, showrooms and client relationship managers
- Workshops and events
- Surveys and market research.

Our response and impact
- Continuously improving our product ranges and customer experience
- Ensure our offerings are competitively priced
- Customer-focused initiatives include investing in and developing AI and ML (machine learning) to improve convenience and safety, developing new services such as home delivery of groceries.

Employees

What matters to them
(including board members and management teams)
- Providing jobs with meaning and sense of purpose
- Recruiting, retaining and developing talent
- Culture, diversity and inclusion, employee wellbeing and engagement
- Job security.

Material matters

How we engage
- Ongoing dialogue with our people embedded in our work practices
- Formal and informal channels to engage and encourage open communication, from leadership and CEO updates by email and video to face-to-face gatherings, online collaboration and content-sharing
- Continuous learning and development through our online learning platform MyAcademy, and live education programmes
- Support for retrenched employees.

Our response and impact
- Continually investing in developing our people, including creating and supporting professional development opportunities
- Recognise great work through fair and competitive rewards
- Focus on building an inclusive, empowered and supportive culture
- We care for our people through focused health and wellbeing initiatives
- On our path to profitability, cost-saving initiatives were necessary, including staff reductions.

Quality of relationship
Positive Stable Challenging

Stakeholders

Our planet and its people

What matters to them
- Minimising our environmental impact
- Social investment to support meaningful impact
- Local employment and value creation, including supporting local businesses
- Adhering to local laws and paying taxes due.

Material matters

How we engage
- Community investment programmes
- Employment offering and service providers
- Website content and public announcements on material matters.

Our response and impact
- Our businesses focus on maximising positive impact in local communities
- Our group aim is to develop products and services that meet societal needs
- Contribute to enabling and encouraging conscious consumerism
- Focus on hiring local employees and growing local talent, as well as investing in local businesses
- Safety of our employees is paramount. We offer appropriate support based on jurisdictions where we operate
- Group legal compliance programme is tailored to unique risks and local laws for each business
- Responsible approach to tax.

Media

What matters to them
- Our investment strategy and performance
- Requests for comment on rumour and speculation, notably on potential acquisitions and divestitures
- Requests for comment on reputational risk issues, such as cybersecurity and privacy
- Our focus on geographies and our view on key industry sectors
- How we work across our group companies.

Material matters

How we engage
- Press releases, editorials and articles
- Interviews and reactive comment
- Reporting through company website
- Events.

Our response and impact
- Regularly engage with key journalists and editors to build relationships and understanding
- Proactively schedule media interviews to brief on strategic updates and significant news
- Build announcement plans to maximise coverage
- Respond to requests for comment in line with communications and investor relations policies
- Quick to correct inaccurate commentary or articles, as appropriate.

Investors and lenders

What matters to them
- Holding company discount
- Path to profitability and cash flow generation
- Capital allocation: Further buybacks, investment in core assets, and responsible M&A
- Crystallising value at the right time
- Internal rates of return
- Remuneration policy and disclosure
- ESG strategy, performance and disclosures
- Strategy for core sectors, and how we are investing for growth
- Competition in various markets
- Our approach to managing geopolitical and macroeconomic risks.

Material matters

How we engage
- Investor meetings and teleconferences
- Conference participation
- Interim and annual reports
- Financial results presentations and investor days
- Business deep-dives
- Press and stock-exchange releases
- Reporting via corporate website
- Dedicated email address for inbound queries and distributing announcements
- Instructive videos.

Our response and impact
- Management engages regularly with investors
- Engagement and reporting includes focused messaging on the path to profitability, value crystallisation, open-ended repurchase programme and simplifying group structure
- Biannual updates on internal rate of return for the total portfolio and Ecommerce
- Concentrating on reducing the holding company discount
- Improved our ESG communications and disclosures.

Business partners (supplier/vendor)

What matters to them
- Continued supply of products and services
- Awareness of relevant developments in the business
- Understanding and recognising our partners' rights, specifically on changing procurement processes, pricing, content, platform use, privacy and security.

Material matters

How we engage
- Structured meetings, calls and electronic communication
- Informal day-to-day communication.

Our response and impact
- Strong relationship management systems ensure regular communication between key management and business representatives
- Structured grievance processes ensure we take timely action on any dispute to find a resolution
- Through active negotiations, we ensure mandates clearly lay out the relationship and agreement terms and requirements
- Business approaches are reviewed regularly to ensure they align with international norms.

Quality of relationship
Positive | Stable | Challenging

Stakeholders

Governments and regulators

Material matters

What matters to them
- Sustainable development
- Innovation and entrepreneurship
- Competition policy
- Taxation
- Investments and international trade
- Data protection and privacy
- AI
- Cyber-resilience
- Private-public partnerships, international and other collaborations
- Intermediary liability
- Financial services legislation
- Copyright and IP
- Tech policy, including ecommerce
- Societal contribution, including employment and social policy.

How we engage
- Direct participation in advisory committees, meetings and public consultations
- Formal one-on-one meetings and round-table discussions
- Response to sector and company-specific enquiries
- Indirectly through sector and industry associations
- Participation in international events, such as BRICS (Brazil, Russia, India, China and South Africa) summits and participation in World Economic Forum
- Site visits, including hosting official delegations
- Annual report.

Our response and impact
- We are transparent and ensure compliance with all applicable laws and regulations
- Formal representations and written submissions to express views
- Provide information to policy-makers in the form of expert advice, based on our global experience as well as technology and sector expertise.

Industry bodies

Material matters

What matters to them
- Clear communication of material matters
- Engagement on increasing meaningful and positive impact
- How to ensure a positive sector experience, for example through regulation and culture of the sectors.

How we engage
- Membership of selected and appropriate bodies
- Co-operating with selected partners on projects addressing legislative initiatives.

Our response and impact
- Take the lead in responding to industry consultations on proposed regulations and legislation
- To build understanding and engagement across the industry, we share our approach and examples of action on specific material matters, such as how we align to changing legislation
- Produce thought leadership and position papers.

Workers in value chain

Material matters

What matters to them
- Flexible working opportunities with adequate benefits
- Wellbeing
- Personal development.

How we engage
(indirectly through our portfolio companies)
- Engage our portfolio companies to ensure our principles on worker wellbeing are embedded in their approach to value-chain workers
- Portfolio companies, where possible, formal and informal channels to engage and encourage open communication.

Our response and impact
- We are transparent and ensure compliance with all local laws and regulations
- We work with our portfolio companies to ensure adoption of our principles and continuously engage and monitor across the material aspects of worker wellbeing.

Quality of relationship

Positive Stable Challenging

Our double-materiality assessment

Over 2023 and 2024, we performed a double-materiality assessment following the impact and financial materiality definitions and requirements according to the July 2023 guidance of the European Sustainability Reporting Standards (ESRS). The objective of this assessment was to determine and identify the material impacts, risks and opportunities linked to our ecosystem of business operations and activities based on evaluation of the quantitative and qualitative factors and our application of the management-determined threshold. These areas of impacts on the planet and its people and the potential financial risks and opportunities for our group will inform our strategic sustainability priorities, both in the short to medium term and consequently in the longer term. The underlying sub-objective is to guide our reporting and to meet requirements in the new Corporate Sustainability Reporting Directive (CSRD).

Though considered a reporting guideline, we have taken this opportunity and have applied the CSRD guidance to conduct a deep and extensive review of our business strategy, operations and activities, welcoming the broad and in-depth input of our stakeholders. In this assessment, we built on the approach previously taken on mapping our material areas of impact, incorporating the guidance on double materiality as per the ESRS.

The double-materiality assessment process followed a four-step approach as presented below. This process and the outcomes were presented to key internal stakeholders, including the highest level of management, functional leads and experts and the sustainability committee, for their commentary and input.

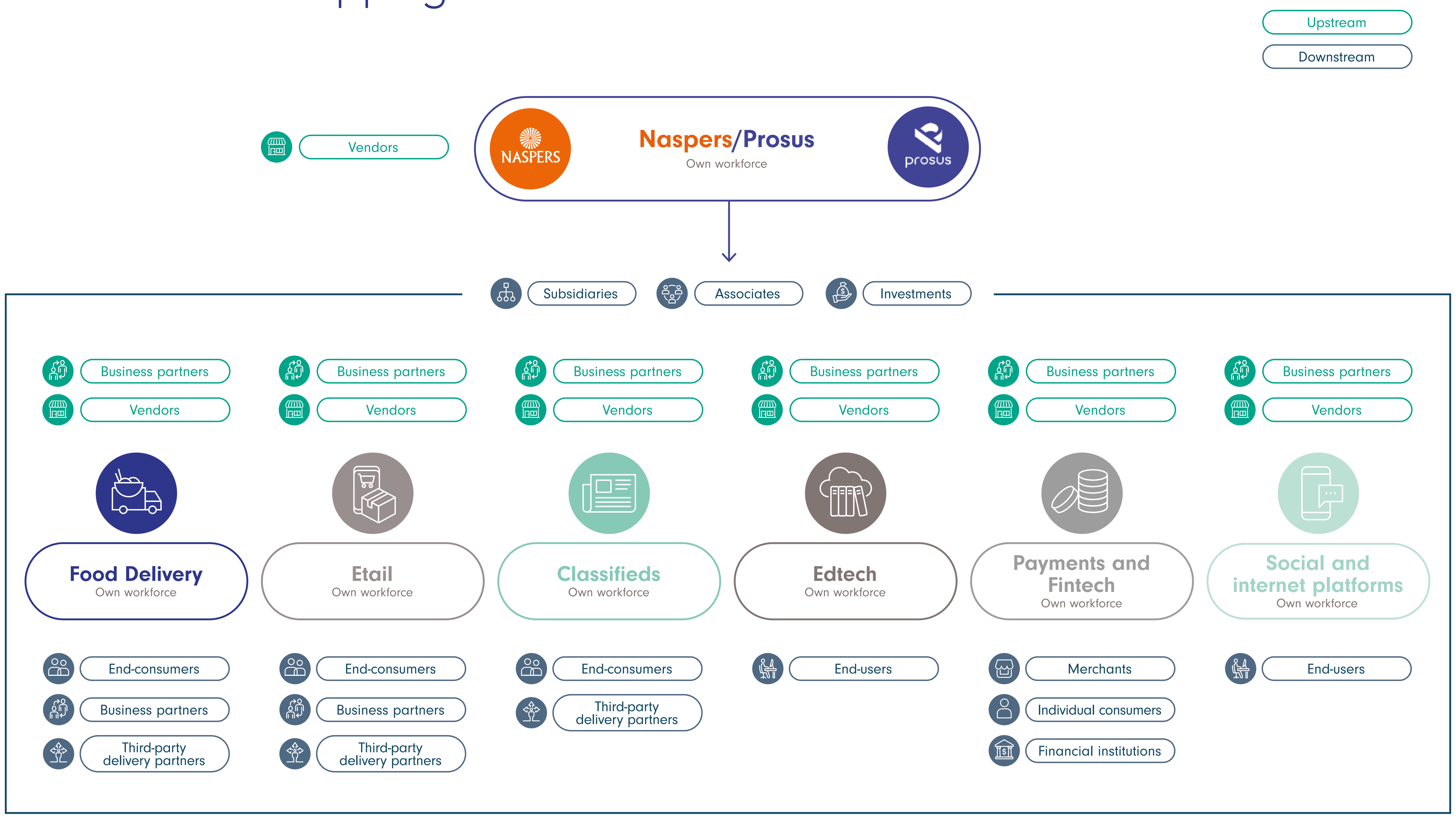
Step 1: Context and stakeholder identification

In this step, we identified the context in which we operate, specific (sector) value chain(s), main activities, affected stakeholders and users of information.

For our value-chain mapping at the holding company level, we identified our 'suppliers' as upstream, 'corporate' as own operations and our 'subsidiaries, associates and investments' (defined by the type of business activity/type of platform) as our downstream. Additionally, we mapped the extended value chain of each segment guided by the nature of their business, upstream, own operations, downstream and business partners. Furthermore, representatives of subsidiaries and significant minorities were included in the process. Our value-chain mapping is shown on page 25.

Our double-materiality assessment

Value-chain mapping



To create sustainable value for our stakeholders, we actively engage with them to elicit their feedback. These engagements further inform our direction and strategic choices. We value their input and strive to build constructive, long-term relationships to enable ongoing dialogue.

Refer to page 22 for a better understanding of how we engage with our stakeholders.

Step 2: Identify potential sustainability matters and related impacts, risks and opportunities

The next step was to identify the environmental, social and governance (ESG) matters that are material to our organisation and our stakeholders. In previous years, we have conducted a materiality assessment that was aligned with the GRI. Considering there has been no material change in our company business activities or composition, the sustainability matters already identified formed a basis for our long-list mapping. We used the ESRS sub-(sub-)topics to map this initial list of topics, complemented with additional documents, standards and frameworks such as WEF Risk Report and Sustainability Accounting Standards Board (SASB). The internal risk register, prepared as part of our regular risk management process, was used to consider the financial lens.

We then engaged our stakeholders through a survey to understand their priorities. This survey was sent to a broad group of internal and external stakeholders, out of which 80% responded, being representative of all affected stakeholders.

Following this, we mapped impacts, risks and opportunities related to the topics identified in the survey phase. This had three specific components:

1. **Selection of subject matter of experts:** Specific topic experts were identified for their input on the impacts, risks and opportunities (IROs) related to sustainability matters on which they have expertise. Some of these experts had business function and oversight on the financial implications of risks and opportunities relevant to their area of expertise. Wherever possible, this included functional leads at the corporate/group and subsidiary level.
2. **Onboarding:** Onboarding sessions were held for this diverse range of experts to familiarise them with the concept of double materiality and the inherent sub-concepts, such as impact materiality and financial materiality. We ensured they had sufficient understanding to provide meaningful input on framing and scoring the IROs.
3. **IRO mapping:** Each expert was then involved in multiple sessions of IRO mapping. These included: a review and/or update of topics and sub-topics based on the organisational context, framing of impacts, risks and opportunities and mapping of sectors and value chain applicable to each impact, risk, and opportunity.

The IROs were mapped across the value chain and disaggregated at sector/business model level. Our analysis included, where possible, significant minority investments. Disaggregating impacts, risks and opportunities at the sector level allowed us to be comprehensive in our assessment of material areas of impact (step 3). This level of disaggregation was fundamental as different IROs are relevant for the diverse business models in the group (see also our value-chain mapping for each material IRO).

Our double-materiality assessment

Step 3: Scoring process summary

Next, we assessed the materiality of identified impacts, risks and opportunities in our extended value chain at a disaggregated level. Experts on the material sustainability topic from subsidiaries participated and shared their perspective as the foundational approach to this assessment. Other than functional experts such as HR, or ethics and compliance officers, we also leveraged their proximity to customers and end-users as a proxy for their voice in this process.

Aligned with the ESRS, experts assessed impact materiality by the severity of impacts in terms of scale, scope and irremediability and the likelihood of occurrence.

- When scoring 'scale', experts assessed how grave the impact is for people or planet on a scale of 1 (minor) to 5 (significant).
- When scoring 'scope', experts assessed how widespread the impact is based on parameters such as number of people or geographical area affected. The scale varied from 1 (limited) to 5 (significant).
- When scoring 'irremediability', experts assessed whether and to what extent the impact could be remediated on a scale from 1 (easy to remedy) to 5 (non-remediable). This parameter was scored for negative impacts only.
- When scoring 'likelihood', experts assessed the likelihood of occurrence based on the context and mitigation measures in place ranged from highly unlikely to highly likely on a 5-point scale, which was translated into a multiplier factor (0.8 to 1.2). The likelihood dimension is used to adjust the severity of impacts. We believe assigning a higher likelihood to potential impacts helps us identify and keep track of impacts that could be of lower magnitude (but highly likely). Actual impacts are also multiplied by 1.2 to make sure these are not overlooked.

For financial materiality, experts scored the magnitude of financial effect and the likelihood of occurrence.

- When scoring the magnitude of the financial effect, experts assessed the potential impact on the business model which was rolled up to the group's cash flows, development, performance, position, cost of capital or access to finance on a scale from 1 (minor) to 5 (significant).
- The guidance to the experts for scoring of 'likelihood' of occurrence of risks that may have financial implications was to consider the residual risk despite the remaining programmes and actions in place specific to the risk that is being considered. The allocation range was from highly unlikely to highly likely on a 5-point scale, which was translated into a multiplier factor (0.8 to 1.2). This was the same principle applied for scoring opportunities. Unlike impact likelihood, it was now based on the number of years in which the risk/opportunity will materialise (for example, 10 to 30 years from now or within the next year).

For the impacts, risks and opportunities scoring, a threshold was set to qualify those that would be deemed material by the core group of internal sustainability experts. With the range of minimum to maximum score for an impact, risk or opportunity being 0.8 to 6.2, the score of 3 and above qualified the related IRO, and therefore the associated topic, as material. These material IROs were then mapped to associated disclosure requirements that will form the basis of a CSRD-aligned report in the next financial year. It is important to note that relevant disclosures will be specifically mapped to the value-chain location at a disaggregated level, in line with mapping IROs.

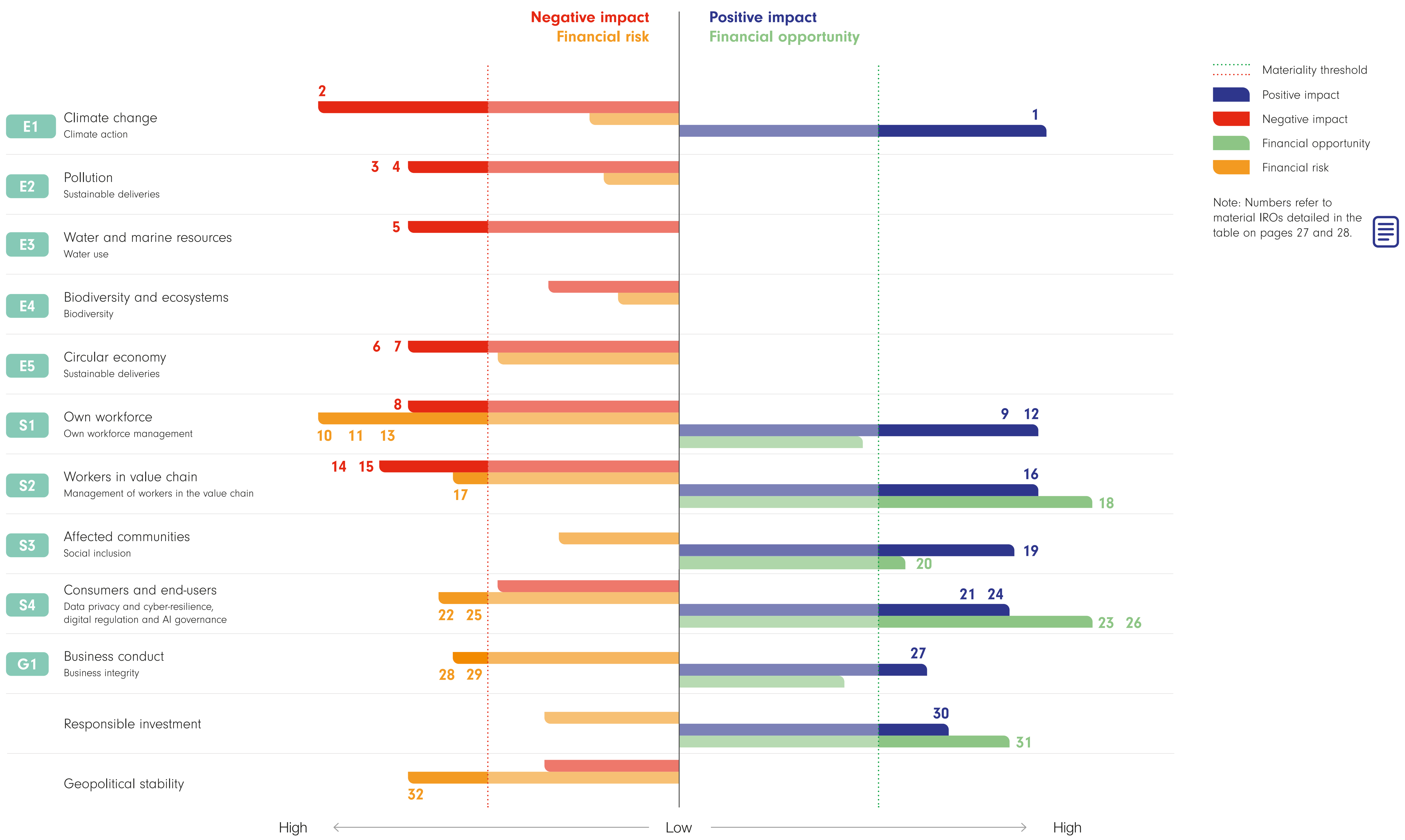
The outcomes of this assessment are in the adjacent table.

Step 4: Validation of material matters for (future) reporting

The first draft of material matters, and associated impacts, risks and opportunities, identified was discussed in a round-table session with internal functional leads along with the global head of sustainability and global head of risk. Following feedback from participants, the scores and their position in the value chain were further refined with subject-matter experts. This resulted in adjusting some descriptions, sub-topics or scores. The adjustments have all been captured and approved by the experts. As a result, the finalised list of material IROs that will guide our disclosures on material matters appears on pages 27 and 28. These final outcomes of the double-materiality assessment were presented to the sustainability committee for consideration and sign-off.

In our FY25 annual report, we will report on our impacts, risks and opportunities, where relevant, at a disaggregated level.

Double-materiality outcomes



Our double-materiality assessment

↑ Upstream ↓ Downstream →← Own operations

#	Topic standards	Prosus topic and sub-topics	Impact/risk/ opportunity	Description	Value-chain boundaries
1	E1 Climate change	Climate action › Climate change mitigation	Impact › Actual › Positive	Impact on climate mitigation by investing in low carbon intense digital platforms through our investment thesis. These platforms offer their consumers solutions to enable responsible consumption that helps reduce emissions.	**Corporate own operations** **Corporate downstream** › Classifieds ↓ › Payments and Fintech ↓ › Edtech ↓
2	E1 Climate change	Climate action › Climate change mitigation › Energy consumption and mix	Impact › Actual › Negative	Impact on climate change and global warming by emitting greenhouse gases in our business activities and operations across our portfolio of companies in diverse regions.	**Corporate upstream** **Corporate own operations** **Corporate downstream** › Food Delivery →← › Classifieds →← › Payments and Fintech →← › Edtech →← › Etail →← › Ventures →← › Social and internet platforms →←
3	E2 Pollution	Sustainable deliveries › Air pollution	Impact › Actual › Negative	Impact on air pollution through tail pipe emissions of our business relationships' food-delivery vehicles.	**Corporate downstream** › Food Delivery ↓
4	E2 Pollution	Sustainable deliveries › Air pollution	Impact › Actual › Negative	Impact on air pollution through tail pipe emissions of our delivery vehicles for Etail.	**Corporate downstream** › Etail ↓
5	E3 Water and marine resources	Water use › Water use	Impact › Actual › Negative	Impact on fresh water availability due to water consumption in cooling of data centers and cloud services.	**Corporate upstream** **Corporate downstream** › Food Delivery ↑ › Classifieds ↑ › Payments and Fintech ↑ › Edtech ↑ › Etail ↑ › Ventures ↑ › Social and internet platforms ↑
6	E5 Circular economy	Sustainable deliveries › Resource inflow › Resource outflow › Waste	Impact › Actual › Negative	Impact on the environment through the packaged goods delivered by our Etail platforms.	**Corporate downstream** › Etail ↓
7	E5 Circular economy	Sustainable deliveries › Resource inflow › Resource outflow › Waste	Impact › Actual › Negative	Impact on the environment through the delivery of packaged food by our food-delivery platforms.	**Corporate downstream** › Food Delivery ↓
8	S1 Own workforce	Own workforce management › Health and safety	Impact › Actual › Negative	Impact on workforce due to inadequate health and safety controls and measures leading to workplace incidents. (location in value chain: warehouses)	**Corporate downstream** › Etail →←
9	S1 Own workforce	Diversity, equity and inclusion › Diversity (encompasses all the ways in which people differ – race, religion, age, gender, (dis)ability) › Equitable pay for work of equal value › Equal treatment (this involves processes and policies in place to ensure fair treatment, access, opportunity and advancement for all › Non-discrimination › Inclusive culture (a culture in which a variety of people have power, a voice and decision-making authority)	Impact › Actual › Positive	Impact on diversity, equity and inclusion within our workforce by promoting a workforce that addresses current societal inequities throughout the employee life cycle.	**Corporate own operations** **Corporate downstream** › Food Delivery →← › Classifieds →← › Payments and Fintech →← › Edtech →← › Etail →← › Ventures →← › Social and internet platforms →←
10	S1 Own workforce	Diversity, equity and inclusion › Diversity (encompasses all the ways in which people differ – race, religion, age, gender, (dis)ability) › Equitable pay for work of equal value › Equal treatment (this involves processes and policies in place to ensure fair treatment, access, opportunity and advancement for all › Non-discrimination › Inclusive culture (a culture in which a variety of people have power, a voice and decision-making authority)	Risk › Medium	Risk of non-compliance with current and upcoming regulations/laws such as the EU Pay Transparency Directive, BBBEE in South Africa or legislation on 'Diversity at the top' across the globe.	**Corporate own operations** **Corporate downstream** › Food Delivery →← › Classifieds →← › Payments and Fintech →← › Edtech →← › Etail →← › Ventures →← › Social and internet platforms →←
11	S1 Own workforce	Diversity, equity and inclusion › Diversity (encompasses all the ways in which people differ – race, religion, age, gender, (dis)ability) › Equitable pay for work of equal value › Equal treatment (this involves processes and policies in place to ensure fair treatment, access, opportunity and advancement for all › Non-discrimination › Inclusive culture (a culture in which a variety of people have power, a voice and decision-making authority)	Risk › Short	Risk of creating a culture that is not equally inclusive for all employee groups will result in decreased employee engagement. Employees who feel excluded or marginalised are less likely to be engaged in their work which can lead to decreased productivity and an increase in attrition.	**Corporate own operations** **Corporate downstream** › Food Delivery →← › Classifieds →← › Payments and Fintech →← › Edtech →← › Etail →← › Ventures →← › Social and internet platforms →←
12	S1 Own workforce	Talent attraction and retention › Talent attraction and retention › Employee development	Impact › Potential › Positive	Impact on the skills, performance and career development of our employees by providing equal and advanced learning opportunities to all employees.	**Corporate own operations** **Corporate downstream** › Food Delivery →← › Classifieds →← › Payments and Fintech →← › Edtech →← › Etail →← › Ventures →← › Social and internet platforms →←
13	S1 Own workforce	Talent attraction and retention › Talent attraction and retention › Employee development	Risk › Medium	Risk of high employee turnover and/or not being able to source and recruit qualified employees for business delivery due to the shortage in technically skilled employees, which has created intense competition to acquire highly skilled employees.	**Corporate own operations** **Corporate downstream** › Food Delivery →← › Classifieds →← › Payments and Fintech →← › Edtech →← › Etail →← › Ventures →← › Social and internet platforms →←
14	S2 Workers in value chain	Management of workers in value chain › Secure employment › Working time › Social dialogue › Measures against violence and harassment in workplace › Other worker related rights (child labour, forced labour, privacy)	Impact › Potential › Negative	Impact on the working conditions and rights of gig workers, as some attributes of other employment contracts may not be available to them.	**Corporate downstream** › Food Delivery ↓ › Etail ↓
15	S2 Workers in value chain	Management of workers in value chain › Health and safety (including accidents)	Impact › Potential › Negative	Impact on the health and well-being of workers in the value chain who use two wheelers (motorcycles and bicycles) as the main modes of delivery which makes them more vulnerable to injuries from accidents.	**Corporate downstream** › Food Delivery ↓ › Etail ↓
16	S2 Workers in value chain	Management of workers in value chain › Secure employment (flexible working opportunities) › Training and skills development › Social inclusion	Impact › Actual › Positive	Impact on the financial situation of a broader spectrum of the population by creating income opportunities through flexible and easy-to-access workforce paradigm.	**Corporate downstream** › Food Delivery ↓ › Etail ↓ › Ventures ↓ › Social and internet platforms ↓
17	S2 Workers in value chain	Management of workers in value chain › Secure employment › Working time › Social dialogue › Measures against violence and harassment in workplace › Other worker related rights (child labour, forced labour, privacy)	Risk › Medium	Risk of non-compliance with regulations stipulating minimum wage/ social security contributions/reporting on data. These (potential) regulations can also pose a risk of increased operational costs that could make the business model unsustainable.	**Corporate downstream** › Food Delivery ↓ › Etail ↓

Our double-materiality assessment

↑ Upstream ↓ Downstream →← Own operations

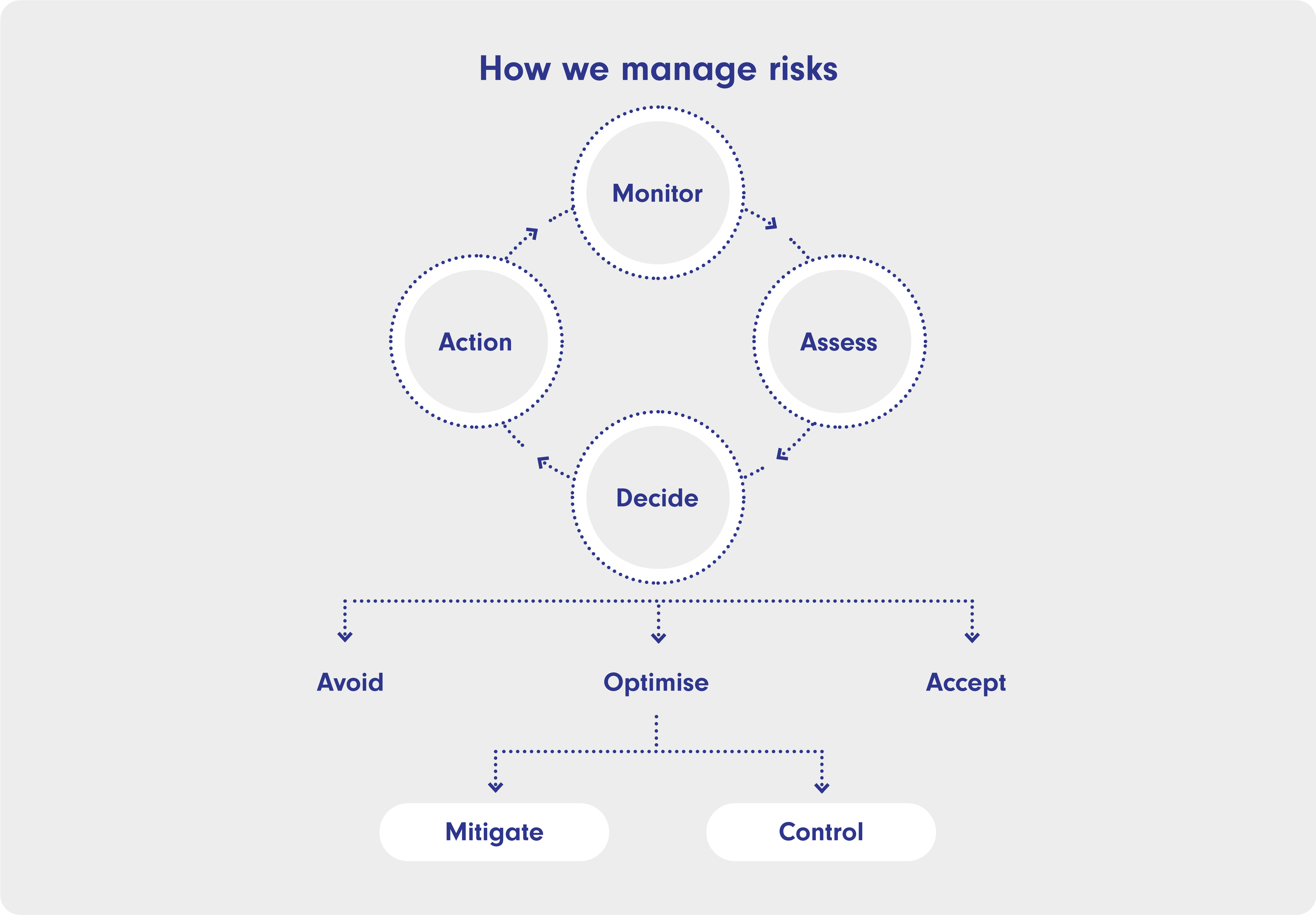
#	Topic standards	Prosus topic and sub-topics	Impact/risk/ opportunity	Description	Value-chain boundaries
18	S2 Workers in value chain	Management of workers in value chain › Secure employment (flexible working opportunities) › Training and skills development › Social inclusion	Opportunity › Short	Opportunity to build business models that leverage on-demand platform workers.	**Corporate downstream** › Food Delivery ↓ › Etail ↓
19	S3 Affected communities	Social inclusion › Digital inclusion › Financial inclusion › Enabling livelihoods › Inclusive development	Impact › Potential › Positive	Impact on the local communities where we operate as a consequence of our commercial activities and a deliberate objective of community development through philanthropy.	**Corporate downstream** › Food Delivery ↓ › Payments and Fintech ↓ › Edtech ↓ › Etail ↓ › Ventures ↓
20	S3 Affected communities	Social inclusion › Digital inclusion › Financial inclusion › Enabling livelihoods › Inclusive development	Opportunity › Medium	Opportunity to realise growth by empowering and enabling lower income groups to be able to access our digital platforms, for learning opportunities, access to finance (lending), while also building livelihoods and income opportunities for micro entrepreneurs and flexible workers. This (indirectly) increases the size of our addressable markets.	**Corporate downstream** › Food Delivery ↓ › Payments and Fintech ↓ › Edtech ↓ › Etail ↓ › Ventures ↓
21	S4 Consumers and end-users	Data privacy and cyber-resilience › Fundamental right to privacy	Impact › Potential › Positive	Impact on the privacy rights of the end-users of our digital platforms by bringing best practice data privacy and cybersecurity programmes, especially in regions that are still to mature and do not have policy driven initiatives protecting people data.	**Corporate upstream** **Corporate own operations** **Corporate downstream** › Food Delivery ↓ › Classifieds ↓ › Payments and Fintech ↓ › Edtech ↓ › Etail ↓ › Ventures ↓ › Social and internet platforms ↓
22	S4 Consumers and end-users	Data privacy and cyber-resilience › Fundamental right to privacy › Cybersecurity › Consumer trust	Risk › Short	Risk to business and operational continuity due to unavailability of our platforms and systems as a result of a material data breach or cybersecurity incident. This may also lead to loss of consumer trust, leading them to switch to alternatives in the market. A material ransomware incident could also lead to hackers destroying or encrypting our platforms and negotiating a ransom or disclosing sensitive investment/company information.	**Corporate upstream** **Corporate own operations** **Corporate downstream** › Food Delivery ↓ › Classifieds ↓ › Payments and Fintech ↓ › Edtech ↓ › Etail ↓ › Ventures ↓ › Social and internet platforms ↓
23	S4 Consumers and end-users	Data privacy and cyber-resilience › Fundamental right to privacy	Opportunity › Medium	Opportunity to build a business on the foundation of innovative digital services (financial, education, trade – circular economy with a low emissions pathway) that improve end-users and/or consumers lives and their access to services in a digital environment (including broader access and lower costs). This opportunity is specifically pertinent for some of the geographies we choose to invest in where there is inequitable access to services.	**Corporate upstream** **Corporate own operations** **Corporate downstream** › Food Delivery ↓ › Classifieds ↓ › Payments and Fintech ↓ › Edtech ↓ › Etail ↓ › Ventures ↓ › Social and internet platforms ↓
24	S4 Consumers and end-users	Digital regulation and AI governance › Digital regulations linked to the deployment of AI in ecommerce › Ethical AI (including applications/use-cases of Generative AI)	Impact › Potential › Positive	Impact on employees and end-users of our portfolio companies that are deploying AI models under the guidance and supervision of the central AI team. By transferring knowledge and training these companies on best practice AI deployment, we potentially enable business efficiencies and innovation.	**Corporate downstream** › Food Delivery →← ↓ › Classifieds →← ↓ › Payments and Fintech →← ↓ › Edtech →← ↓ › Etail →← ↓
25	S4 Consumers and end-users	Digital regulation and AI governance › Digital regulations linked to the deployment of AI in ecommerce › Ethical AI (including applications/use-cases of Generative AI)	Risk › Short	Risk of non-adherence to mandatory regulations applicable to the development and deployment of AI models, such as the EU AI Act. Legislation can potentially restrict business growth or place inordinate costs on portfolio companies to be able to comply, therefore requiring structural adaptations of their business models leading to impact on valuations. Consequently, some of the legislations may require additional oversight on corporate governance and consumer welfare behaviour as investors.	**Corporate own operations** **Corporate downstream** › Food Delivery →← ↓ › Classifieds →← ↓ › Payments and Fintech →← ↓ › Edtech →← ↓ › Etail →← ↓
26	S4 Consumers and end-users	Digital regulation and AI governance › Digital regulations linked to the deployment of AI in ecommerce › Ethical AI (including applications/use-cases of Generative AI)	Opportunity › Medium	Opportunity to deploy the power of data science to build a competitive advantage at every stage of the business cycle, from investment decisions to operations and societal impact. Opportunity to innovate in digital business models, increasing efficiencies and improving access to innovative services, for instance, in the context of marketplaces, fintech and edtech.	**Corporate own operations** **Corporate downstream** › Food Delivery →← ↓ › Classifieds →← ↓ › Payments and Fintech →← ↓ › Edtech →← ↓ › Etail →← ↓
27	G1 Business conduct	Business integrity › Protection of whistle-blowers (speak up) › Corporate culture (code of conduct) › Corruption and bribery	Impact › Potential › Positive	Encouraging good business conduct and governance in operating ecosystem. This can be particularly impactful in regions that see a higher cost of capital due to historical poor governance. This may also drive fair market conditions benefitting consumers and businesses.	**Corporate own operations** **Corporate downstream** › Food Delivery ↑ →← ↓ › Payments and Fintech ↑ →← ↓ › Edtech ↑ →← ↓ › Etail ↑ →← ↓ › Ventures ↑ →← ↓
28	G1 Business conduct	Business integrity › Protection of whistle-blowers (speak up) › Corporate culture (code of conduct) › Corruption and bribery	Risk › Short	Risk of non-compliance by the Company, or anyone acting on the Company's behalf, with laws and regulations in the countries or jurisdictions where we operate.	**Corporate upstream** **Corporate own operations** **Corporate downstream**
29	G1 Business conduct	Business integrity › Protection of whistle-blowers (speak up) › Corporate culture (code of conduct) › Corruption and bribery	Risk › Medium	Risk of a (toxic) work culture with respect to compliance and business integrity resulting in incidents of misconduct/non-compliance and inefficiencies due to low levels of trust, as well as potential damage to our brand as an employer and loss of customer/stakeholder goodwill.	**Corporate upstream** **Corporate own operations** **Corporate downstream**
30	Responsible investment	Responsible investment › Mitigating harm by limiting exposure to non-sustainable sectors and activities › Engagement for high ESG performance › Investments in sustainability-native business models	Impact › Actual › Positive	Impact on people and planet by allocating capital towards innovative, sustainable and inclusive business models.	**Corporate own operations** **Corporate downstream** › Food Delivery ↑ →← ↓ › Payments and Fintech ↑ →← ↓ › Edtech ↑ →← ↓ › Etail ↑ →← ↓ › Ventures ↑ →← ↓
31	Responsible investment	Responsible investment › Mitigating harm by limiting exposure to non-sustainable sectors and activities › Engagement for high ESG performance › Investments in sustainability-native business models	Opportunity › Medium	Opportunity to attract a broader range of ESG mandated active and passive investors by establishing a distinctive position in the capital market ecosystem through our responsible investment thesis. Higher ESG ratings can also translate to inclusion in sustainability indices attracting not just active but also passive capital. We do this by applying ESG criteria in our capital allocation by supporting economic progress in emerging markets and by our sustainability driven engagement with our portfolio companies.	**Corporate own operations** **Corporate downstream** › Food Delivery ↑ →← ↓ › Payments and Fintech ↑ →← ↓ › Edtech ↑ →← ↓ › Etail ↑ →← ↓ › Ventures ↑ →← ↓
32	Geopolitical stability	Geopolitical stability › Geoeconomic confrontation (sanctions -business; tariffs; investment screening) › Political risks (societal polarisation) and/or social unrest (incl. restrictions on movement)	Risk › Medium	Risk of forced/compelled divestitures due to escalation of geopolitical confrontation.	**Corporate own operations** **Corporate downstream** › Food Delivery ↑ →← ↓ › Payments and Fintech ↑ →← ↓ › Edtech ↑ →← ↓ › Etail ↑ →← ↓ › Ventures ↑ →← ↓

Creating value through intelligent risk management

To deliver value to our stakeholders, we must take on risk, and we recognise the importance of doing so responsibly. Our strategies may present both familiar and new exposures that could affect our success. Our aim therefore is to balance risk and reward intelligently, so that we maximise our opportunities for success while minimising potential setbacks. Through appropriate oversight, accountability structures and processes, we continuously monitor and evaluate the risks we choose to avoid, accept, and optimise for, so we can adapt as circumstances change.

Continuous evaluation process: Our governance processes and operating procedures ensure a structured and systematic approach to assess and prioritise identified opportunities and risks, decide on an appropriate risk treatment response, operationalise our decisions, then monitor and re-evaluate risks and opportunities continuously. This iterative process enables us to make informed decisions to allocate resources effectively, continuously evaluate appropriateness of decisions, and ensures we are well prepared to navigate the evolving business landscape.

Experienced, diverse leadership: Our board, committees and management team have extensive experience and expertise in different industries, enabling them to make well-informed decisions and effectively manage risks. Their diverse backgrounds and perspectives contribute to a comprehensive understanding of the risks and opportunities we face, ensuring we remain agile and responsive to the changing business environment.



Adaptability and resilience: We have proven our ability to adapt to changing circumstances and capitalise on emerging opportunities. Our organisational structures enable a proactive approach to risk management, allowing local businesses to respond quickly to unexpected opportunities as well as risks, ensuring we remain resilient and well positioned for growth.

Board oversight: The group risk register reflects our risk profile and is updated twice each year for consideration by the audit and risk committees before being presented to the board. The risks we assume and our response to these are discussed regularly at board level. This aligns with generally accepted frameworks and good practice, as well as the Dutch and King IV corporate governance codes.

Dedicated risk and audit function: As set out in our formal policy, risk management is the responsibility of executive management, supported by second-line risk functions, where needed. Annually, through a groupwide CEO-CFO certification process, management attests to the effectiveness of their risk management and internal controls. Our central group risk and audit function is responsible for independently assessing our system of governance, risk management and internal controls. The team performs regular internal audits and selected risk support work, as directed by the audit committee, in line with the International Professional Practices Framework of the Institute of Internal Auditors. To ensure independence, the head of risk and audit reports functionally to the chair of the board's audit committee.

Risk management philosophy: A one-size-fits-all approach to risk management is not appropriate for our group as we have businesses of varying sizes, levels of complexity, stages of maturity and inherent risk profiles. While we define principles and best practices, the way these are applied can and should vary depending on the circumstances of each business. Depending on the type of risk (strategic, internal operational and external), our philosophy is broadly outlined as:

- **Strategic risks** – that hinder the successful delivery of our strategic priorities and realising the desired return on allocated capital – we may accept as we are confident that we understand and stay close to our markets, regulatory changes and the global economic and geopolitical landscape. This allows us to react rapidly if needed. Our primary focus remains on anticipating and serving the needs of our customers in chosen markets as well as we can, and keeping our services relevant to their daily lives. In addition, we pay close attention to our stakeholders' needs and expectations by incorporating sustainability considerations in our decisions and having open conversations with shareholders, regulators and other internal and external stakeholders. We are improving on how we organise ourselves internally to be even more agile and responsive to unexpected developments, emerging risks and opportunities, and to promote the same in our businesses. We have large stakes in businesses and listed entities that, due to their size, are major contributors to our results and net assets, but which we do not control. However, we stay close to these assets, supporting our continued belief in their potential and management. We are confident that our combined team is strong and well equipped to deliver and deal with challenges on the way.

Creating value through intelligent risk management

- **Internal operational risks** – that would cause avoidable (opportunity) cost or threats to the value of our reputation and brands, including failures to comply with laws and regulation, and unethical behaviour (including fraud) – we **reduce and control** to acceptable levels by:
  - upholding our code of business ethics and conduct
  - implementing organisational structures with clear roles and responsibilities
  - maintaining policies and standard operating procedures
  - implementing the right support systems
  - effective operational, financial and IT (cyber) controls
  - applying suitable reporting and processes that allow us to monitor risks and respond swiftly, and
  - relying on our people to behave responsibly and deliver what is expected from them. In managing and developing our diverse talent pool, we keep that front of mind. We promote a healthy culture that encourages and rewards good performance and in which people feel safe and are encouraged to speak up.
- **External risks** – that may cause harm by events beyond our control, including natural or manmade disasters, pandemics, social unrest and (cyber-) crime, as well as counterparty and capital markets risks – we **reduce and mitigate** by:
  - continuously scanning the digital and regulatory landscape for developments that could impact our business operations in future
  - implementing protective measures (eg restricting physical and logistical access)
  - transferring and reducing risk through contractual arrangements
  - managing our balance sheet well
  - as far as economically sensible, procuring financial products that provide loss protection (eg forward contracts and insurance), and
  - managing credit and counterparty risk closely to be able to accept the right level of risk for our business. The latter is accomplished by strict policies on risk acceptance and budgetary controls, due-diligence processes in onboarding customers and suppliers, risk spreading, and close monitoring.

Key topical risks and opportunities

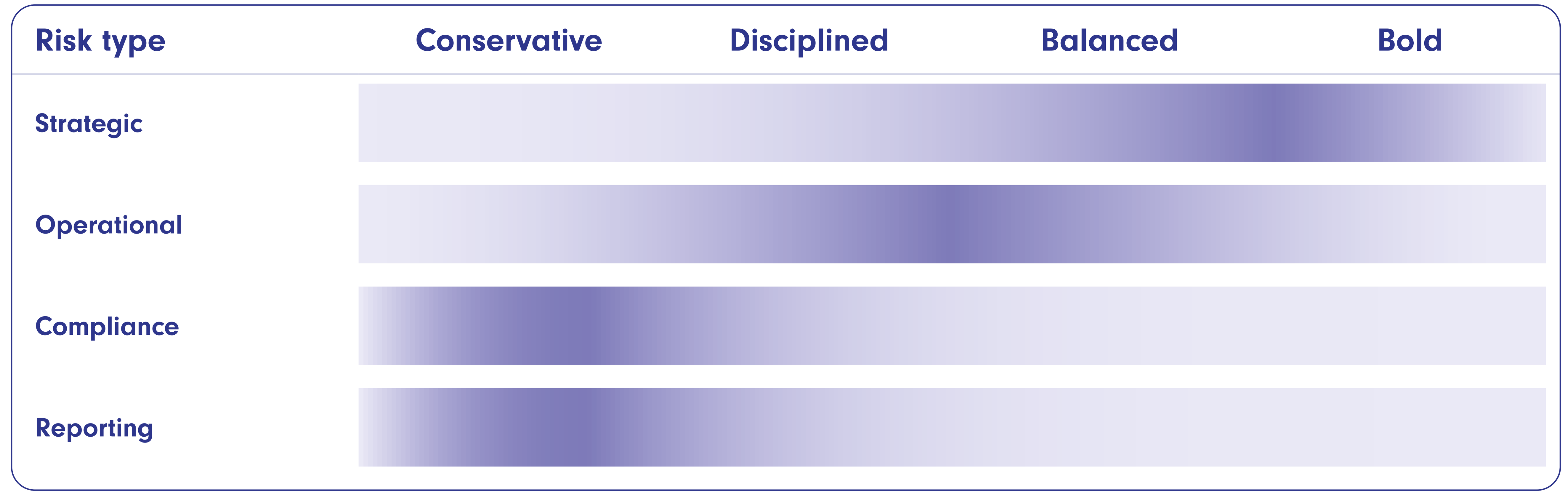
Protracted geopolitical tension continues to stress global economy, businesses and capital markets. Further escalations cannot be ruled out. We cannot control these risks, so we monitor developments closely to be able to respond to material changes as they happen. In the current environment, we are prioritising profitable growth and making organisational and operational changes to develop and build new opportunities. Our strong balance sheet and cash balance position us well to navigate current volatility.

Globally, **technology developments** continue apace. We stay on top of these, such as in data and GenAI, to identify emerging risks early. How we employ new technologies in our businesses and seek new investment areas will directly impact the value we can build.

We have had a number of changes to the leadership team this past year (including the departure of the then chief executive in September 2023). We are using this as an opportunity to strengthen our teams and improve how we organise and work to be more effective to deliver value for our stakeholders. Our **people, engagement, diversity, equity and inclusion, and culture** will be critical to our success.

Cyber- and information security and privacy remain key aspects and focus areas.

Risk appetite



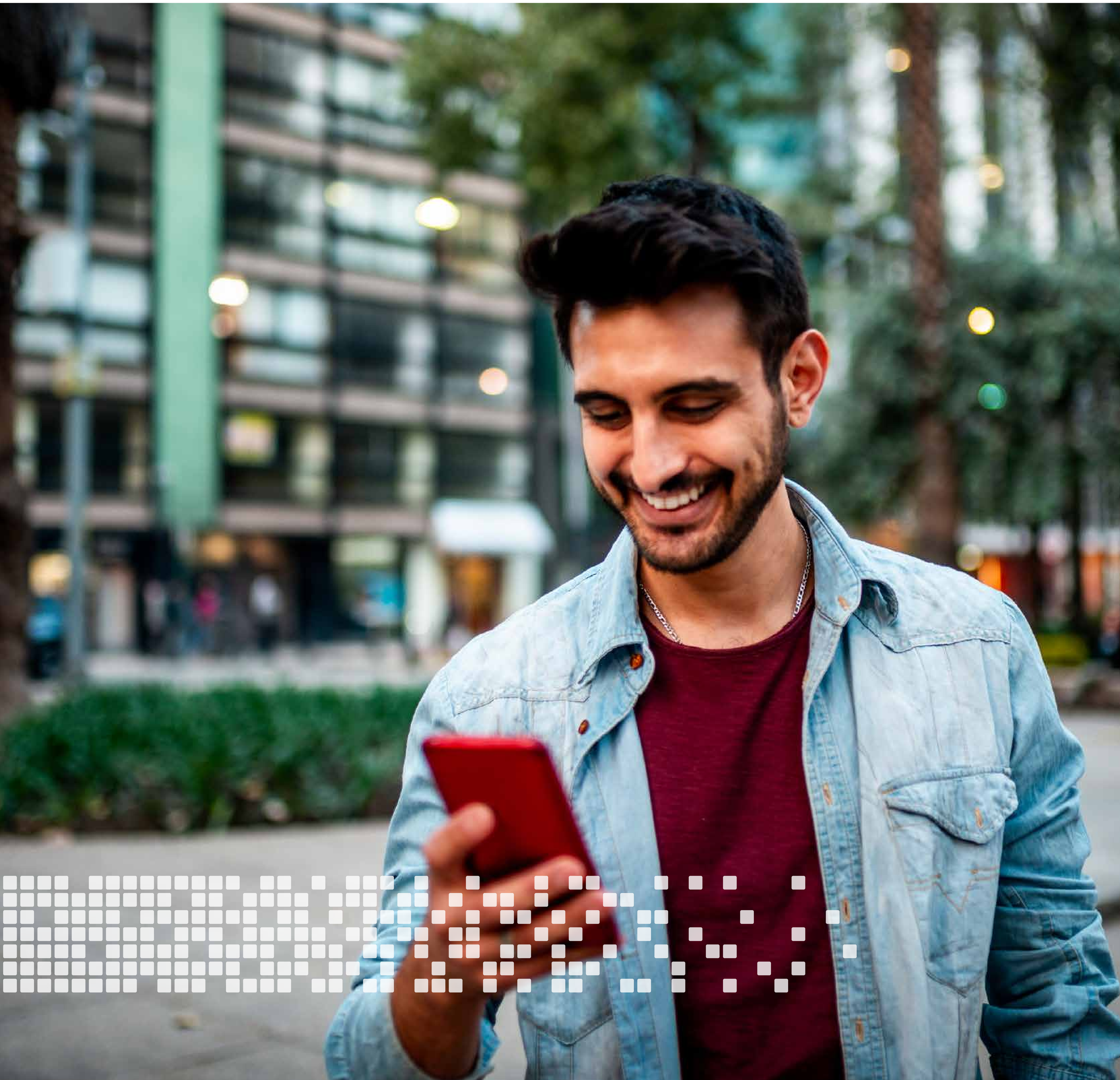
Creating value through intelligent risk management

Material risks	Associated risk
Capital allocation risk	Our capital-allocation disciplines underlying our investment strategy may not deliver the (above-average) sustainable return our investors seek for the risk they perceive. We may not find investment opportunities that fit our strategy and deliver an expected return above our cost of capital. Portfolio risk may prove higher than we assumed to accept, which could negatively impact the internal rate of return and lead to a decline in the valuation of Prosus. **How we respond this risk:** We strengthened our processes and controls over capital allocation, investment decisions and portfolio management. We aligned performance targets with those of our shareholders and maintain active operational oversight of controlled businesses to monitor performance. For non-controlled businesses, we play a leading role with fellow shareholders to hold leadership accountable for strong governance and strong performance.
Disruptive technology	Technology is integral to our operations and competitive advantage. We may be caught off guard by new technology developments or start-ups. We may fail to innovate which could cause our product or services to become irrelevant, or deploy tech too slowly to capture opportunities, or too fast, causing technical debt that slows us in future. We may fail to detect social, consumer or tech shifts before our competitors. We may face competition from unexpected competitors. **How we respond to this risk:** We foster a culture of innovation and creativity, continuous learning and proactively invest in developing strategically important IP assets. Through the latest agile development methods and levering cloud technologies we can move fast to take advantage of technological shifts and emerging technologies. Our dedicated Prosus AI team, with deep expertise in AI and strong academic partnerships, leads our work to stay at the cutting edge of this new technology, co-ordinating the deployment of disruptive GenAI projects in our businesses, and conducting strategic reviews to swiftly identify and address business model threats and opportunities.
Geopolitical and social tension	We may be forced or compelled to divest consequent to geopolitical events in regions where we may have a presence through a portfolio company. Instability or changes in the geopolitical landscape could also result in lost opportunity due to inability to conduct or invest in businesses. Such disruptions could lead to financial losses linked to stranded and trapped assets and/or devaluation of assets. **How we respond to this risk:** We maintain a diversified portfolio across multiple regions, complemented by comprehensive country and business evaluations, close operational and performance monitoring, and strategic financial and treasury planning and oversight. Given the various and increasing sanctions regimes, we engage with external advisers and have increased our sanctions-screening compliance efforts. We closely monitor our Ukraine and Israel operations, and business continuity plans are in place if needed to ensure continued operations.
System security breach	Our operations face continuously evolving technology security threats that may exploit security vulnerabilities, for example by way of cyber-attacks, ransomware, social engineering, or malicious code that can jeopardise the integrity, continuity and confidentiality of our data and services. Unauthorised access to consumer or employee information could lead to data misuse or fraudulent communications or actions. Such breaches would undermine user privacy rights and erode customer trust, potentially damaging our reputation and brand value. There are also financial repercussions including regulatory fines or loss of revenue if customers move to alternative platforms. **How we respond to this risk:** We follow a layered approach that integrates individual business-unit initiatives with group-level oversight. Each business, guided by its designated technology and information security officer, implements a tailored cyberprogramme in line with the group's risk management and cybersecurity policies, as well as local laws and regulations. The group cyber function conducts regular security assessments and red team exercises to continuously strengthen portfolio companies' cybercapabilities. We also take out cyber-insurance and implement and test business continuity, disaster recovery and crisis plans regularly.

Material risks	Associated risk
Workforce or leadership shortages	Shortage of, and strong competition for, high-calibre leadership talent may cause prolonged recruitment and delayed appointments that can impact execution, strain resources, or reduce morale. **How we respond to this risk:** Our people are key to our success. To retain and attract top talent, we drive initiatives that cultivate strong culture centred around trust and open communication, diversity and inclusion, empowered decision-making, and high performance. We offer learning and growth opportunities and competitive remuneration for employees with high potential and high performance. Our global talent acquisition team helps maintain a recruitment pipeline for scarce talent and partners with market-leading agencies to source top calibre talent when key vacancies arise.
Adverse legal or regulatory developments	We operate in rapidly evolving digital and technology sectors that are receiving increasing attention of regulators worldwide. New legislation and regulatory requirements can have an impact on business strategies, growth opportunities, operational flexibility, costs and valuations. **How we respond to this risk:** We participate constructively through public consultations and forums to support informed policy-making that cultivates innovation, economic growth and responsible corporate citizenship. We monitor global and local public policy trends to understand potential impacts of legal and regulatory developments early on. This allows us to adapt our strategies and operations proactively to safeguard financial performance as well as valuations.
Reputational damage or misconduct	**Culture, business ethics and integrity** Failure to act in line with our code of business ethics and conduct, or actions misaligned with our values, could tarnish our reputation and ethical standing and destroy business value. This could be caused by a range of potential missteps, including: non-compliance with international or local legal and regulatory requirements across jurisdictions we operate in (eg anti-money-laundering, anti-bribery, consumer protection, data privacy, licence requirements), failing to uphold our service commitments, or failing to implement appropriate governance or accountability mechanisms across our portfolio. **How we respond to this risk:** Refer to page 64 for the business culture, ethics and integrity section and page 62 for the data privacy section. **Responsible business practices** As a publicly traded entity with a global footprint, we recognise that we have an important role in the communities where we operate. We are subject to scrutiny by various stakeholder groups if we fail to adopt responsible business practices that reflect our influence on, and susceptibility to, societal issues. Insufficient transparency or failure to proactively provide information on matters that are important to our stakeholders could undermine trust. **How we respond to this risk:** Refer to pages 46 to 74 for the sustainability review.

Performance review

In this section we provide details on the performance of our individual segments and outlook for FY25.



Backing local, building globally, forging long-term partnerships

‘At heart, we are entrepreneurs who want to make a positive impact on the world.’

– Koos Bekker, chair

>2 billion
users globally

We know that good ideas can be found all over the world, so we search globally for local entrepreneurs using technology to make everyday life better for the people and communities they understand best. We believe people’s everyday needs are often universal and our global reach means we can spot opportunities for local companies we partner with to fast-track their expansion to other markets.

Investing and operating in around **80 countries** enables us to facilitate global collaboration and share ideas between our partner companies. Our global perspective is reinforced with teams on the ground in all our key regions: Latin America, Asia and Europe.

We build long-term partnerships with the companies we invest in, to help them reach their potential and to create the most value for our stakeholders. We pick our partners carefully and spend a lot of time and energy making sure we’re right for each other. When we decide to invest, we do so strategically and energetically – bringing much more than just money to the companies we invest in. Our partnership approach fosters long-term relationships and responsible growth. We have a long horizon for our investments: we invest off our balance sheet rather than via a fund, so we are not limited by exit deadlines and we are not short-term profit seekers.

We have the financial capacity to invest across the life cycle of the companies we partner with, so we can fully support them from early stage through to maturity and scale. We are disciplined in how we allocate capital and we do so based on growth plans and progress against those plans which we review together regularly.

We are both an operator and an investor

Operator
- Benefit from operations in local markets
- Empower entrepreneurial and seasoned talent
- Ability to drive organic and inorganic growth
- Early views on new emerging models

Investor
- Access to investment opportunities
- Positioned for global buy-and-builds
- Ability to fund at every stage with long-term horizon
- Proprietary insights on value-creation opportunities

We work in partnership with our founders and their teams, providing advice and expert resources to help them successfully scale their business for long-term growth. All our partner companies have access to the wider group resources and teams with expertise in key areas such as AI, talent acquisition, intellectual property (IP) protection, legal and regulatory matters, finance, communications and product marketing.

Food Delivery[1]

Operational performance

ifood | Delivery Hero | SWIGGY

Key statistics

Revenue
US$4.9bn
(FY23: US$4.2bn)
(16% YoY growth in US$)
(19% YoY growth in local currency, excluding M&A)

Number of **employees**
5 215

Trading **loss**
US$158m
(FY23: -US$649m)
(-3% trading profit margin)

Adjusted **EBITDA**
-US$35m
(FY23: -US$545m)
(-1% EBITDA margin)

Stakeholder material matters

Employees
- Career development, business performance.

Drivers
Job opportunities
- Looking after our drivers.

Skills development
- Education.

Customers (restaurants):
Converting consumers to online food delivery
- Economic growth.

Consumers
Additional and affordable convenience, eg grocery delivery
- The opportunity – user experience.

Strategic focus

Expand the total addressable market while increasing profitability. We are applying the successful full-service (1p) model to other verticals:
- Unlock addressable market by developing capabilities for adjacencies
- Drive higher engagement
- Ability to reinvest profits
- Improve unit economics.

Value drivers

- Increase order frequency through loyalty
- Expansion to mass market
- Organically grow monthly unique buyers
- Additional adjacencies (grocery delivery, logistics services, fintech (restaurant financial solutions and meal vouchers and etail)
- AI and data science
- Managing costs and delivering efficiencies.

Risks

- Unfavourable economic conditions
- Regulatory changes
- Cyber-resilience
- Increased competition.

1 In presenting and discussing our performance, we use certain alternative performance measures not defined by IFRS, referred to as non-IFRS-EU financial measures, alternative performance measures or APMs. Such measures include economic-interest-basis information; trading profit; adjusted EBITDA; headline earnings; core headline earnings; and growth in local currency, excluding acquisitions and disposals. Segment reviews in this report are prepared showing revenue on an economic-interest basis (which includes consolidated subsidiaries and a proportionate share of associated companies and joint ventures), unless otherwise stated. Numbers included in brackets represent the equivalent measure on the basis of growth in local currency, excluding acquisitions and disposals. For further explanation of the use of APMs, refer to 'About this report' in the governance section.

SDG 4 | SDG 9 | SDG 12 | SDG 13 | SDG 17

Expanding the food opportunity

The Food Delivery segment has built its portfolio around online food-delivery platforms such as iFood, Swiggy and Delivery Hero that serve a large and growing market. iFood is Prosus' only consolidated food-delivery business. In addition, Prosus has several associates, most notably Delivery Hero and Swiggy. Globally, this market is expected to grow revenue from US$122bn in 2023 to US$171bn in 2027[2].

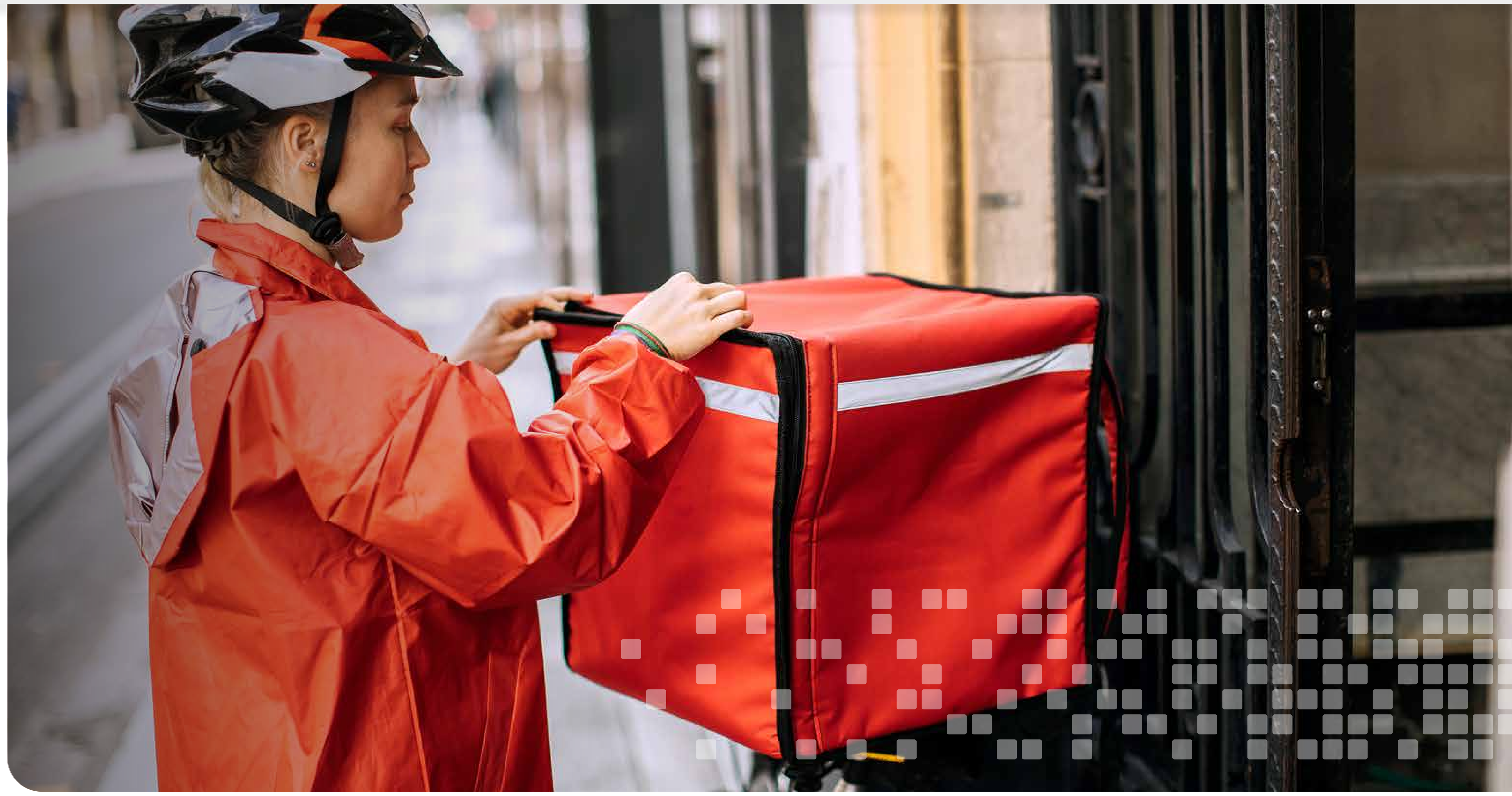
These platforms offer consumers fast delivery of high-quality food at affordable prices, either through their own drivers (first-party or 1p) or through drivers employed by restaurants (third-party or 3p). Both the 1p and 3p business models have proven profitable, with all three businesses recording profitability in their core food-delivery operations.

In addition to operating successful core businesses, our food-delivery platforms have extended into new business lines by leveraging their large customer bases, deep relationships with restaurants and delivery capabilities. One of the most natural business extensions is online grocery delivery. Adding grocery sales to food delivery expands the global total addressable market (TAM) in 2027 from US$171bn to US$250bn[1].

Although seemingly small today, the online food-delivery portion will continue expanding on the back of several tailwinds, including rising smartphone penetration, urbanisation, increasing disposable incomes, and the shift to outsourcing everyday services. Over time, we believe our food-delivery platforms have the potential to extend their offering even further and provide on-demand etail to consumers and logistics services to merchants.

As in FY23, our focus and strategy in FY24 centred on improving profitability. To expand the TAM while increasing profitability, our platforms continued to strategically pursue adjacencies to foster growth. As a result, the segment's trading losses improved from US$649m in FY23 to US$158m in FY24 on an economic-interest basis. We are confident that our food businesses will be significantly profitable and continue to offer long-term growth.

2 Numbers refer to online revenue total addressable markets (TAMs), assuming 17.5% and 15% take rate for online food delivery and online grocery delivery respectively; online food-delivery TAM includes orders from prepaid online restaurant reservations; all numbers rounded.
Source: Euromonitor, Prosus analyses.



Building a global leader in food delivery

A leading position in **55** markets
Covering **>70** countries
>US$9bn invested

Source: Company information – based on direct investments: Delivery Hero (54 markets), iFood (Brazil).

We are building a global leader in on-demand food delivery. We are present in over 70 countries through three core platforms – iFood, Swiggy and Delivery Hero – as well as several smaller investments in earlier-stage opportunities.

Economic-interest revenue for the Food Delivery segment grew by 16% (19%) to US$4.9bn, with trading losses reducing US$491m (US$466m) to US$158m.

iFood

iFood delivered a strong performance in FY24, accelerating sales at its core food-delivery business in the second half of the year.

iFood grew its gross merchandise value (GMV) by 20% in local currency, excluding M&A (in line with FY23), with 2H24 growth 10 percentage points higher than 1H24. Order growth remained strong (+18%), 4 percentage points ahead of 1H24 growth of 14%. iFood recorded nearly 56 million active users annually (over 22 million monthly unique buyers) who connect to over 350 000 merchants and 313 000 drivers operating in more than 1 530 cities in Brazil.

Revenue grew 22% in local currency excluding M&A to US$1.2bn, driven by strong performance from its core business. iFood grew trading profit 248% (249%) to US$96m, led by the core food-delivery business which grew by US$137m in local currency, excluding M&A. Improved trading profit was largely due to gross profit margin expansion on the back of more efficient marketing investment and increased cost control. iFood Pago* grew its credit portfolio by 62% YoY, with over US$110m in assets under management by March 2024. This conservatively managed credit portfolio is funded largely by debt secured from external participants and offered to restaurants based on a credit-scoring model.

* iFood Pago refers to meal voucher (B2C) and credit (B2B) businesses.

Food Delivery

The core food-delivery business grew revenue 24% to US$1 089m in local currency, excluding M&A. GMV grew by 23%, an acceleration of 5 percentage points from 1H24, driven by increased order volume (21%) and higher average order value (3%). This growth was supported by several initiatives including Clube and AnotaAI. In March 2024, 41% of core business orders originated from these initiatives. Clube is a loyalty membership programme with over 5 million subscribers by the end of March 2024, and increases user frequency and retention by offering personalised deals. AnotaAI is a chatbot designed to facilitate restaurants' sales through WhatsApp.

Revenue from extensions[3] grew by 25% without incorporating the effect of converting dark stores to a marketplace model grocery business. Including that effect, on an as-reported basis, extensions only grew 3% or US$4m in local currency, excluding M&A. Overall grocery marketplace GMV grew 18% during the year; in 2H24 growth accelerated to 35%, 33 percentage points ahead of 1H24 growth. Extensions trading losses reduced by US$15m to US$164m in local currency, excluding M&A.

iFood's strategy remains building on its ecosystem elements and assets to deliver differential products and services to its customers. Beyond scaling its grocery-delivery business, iFood is building a fintech environment around its platform to expand its goods and services, including meal vouchers and credit for restaurant partners.

In pursuing this strategy, iFood is harnessing the power of AI through several projects across its businesses:

- Streamlining order prioritisation, delivery-partner dispatching and routing in logistics
- Improving user experience in the app, including personalised recommendations
- Reduced costs by focusing on AI-driven models for fraud detection
- Modelling credits scores assertively.

3 *Extensions refer to grocery, meal voucher, credit business and corporate costs, including share-based compensation.*

Four-year snapshot of growth: 2020 to 2024

Trading loss improved to trading profit of **US$96m**

Total orders for Brazil for FY24 **>980 million**

As the most-loved brand in Brazil for the second year, iFood also keenly understands the importance of earning its so-called licence to operate in the local social context. Aligned to its purpose to feed the future of the world, key initiatives underpinning the iFood approach are summarised in the sustainability review.

More than **1 530** Brazilian cities covered

Around **97 million** orders in March 2024, including restaurant and grocery

35% own-delivery orders
>350 000 merchant partners

18% iFood order growth

Swiggy

Swiggy's revenue on a local reporting basis grew 24% in local currency, excluding M&A. In its tenth year of operations, Swiggy's GOV[4] grew 26% YoY[5], and its ever-transacted user base reached the milestone of 104 million at the end of December 2023; supported by a fleet of around 387 000 active delivery partners. Prosus held 32.6%* of Swiggy at the end of the reporting period.

Swiggy's core food-delivery business, GOV, grew by double digits on healthy order growth and higher average order value.

Operating leverage improved as the business added revenue streams like restaurant advertising and introduced nominal platform fees which supported improved operational profitability.

The quick-commerce business, GOV, grew much ahead of the ecommerce industry, led by geographical penetration (now 487 active dark stores across 26 cities) and stock-keeping unit (SKU) expansion (over 9 500 unique items now listed on the platform). Unit economics continued to improve as a result of larger basket sizes, expanded user base and improved operational efficiency.

Swiggy has confidentially filed a pre-draft red herring prospectus (DRHP) with India's market regulator, Securities and Exchange Board, and the stock exchanges on 26 April 2024, in relation to the proposed initial public offering of its equity shares.

4 *GOV stands for gross order value, previously referred to as GMV.*
5 *Year in Swiggy section refers to January – December 2023.*
* *Outstanding shareholding, excluding ESOPs.*

Delivery Hero

Delivery Hero grew GMV 6% for the year ended 31 December 2023 and revenue grew 16% to €9.9bn, both in constant currency. Delivery Hero reported adjusted EBITDA of €254m for FY23 (from -€467m in FY22) and provided the following guidance for FY24: a positive adjusted EBITDA between €725m and €775m, and positive free cash flow. Prosus held 29.3% of Delivery Hero at the end of the reporting period.

More information on Delivery Hero is available at ir.deliveryhero.com.

Looking forward

iFood, Swiggy and Delivery Hero – our core food-delivery assets – are leading businesses in their regions with plenty of room to grow profitably, both in scale and in the breadth and depth of their ecosystems. We will continue to invest organically, while remaining focused on profitability, to improve the core restaurant food-delivery offering and expand the total opportunity by building scaled capabilities in quick commerce and grocery, as well as additional adjacencies in the food-delivery ecosystem.

We aim to play an ever-increasing part in leading the food-delivery revolution for consumers, restaurants and delivery partners around the world.

Classifieds[1]

Operational performance

OLX

Key statistics

Revenue
US$951m
(FY23: US$755m)
(26% YoY growth in US$)
(19% YoY growth in local currency, excluding M&A)

Number of **employees**
2 811

Trading **profit**
US$187m
(FY23: US$47m)
(20% trading profit margin)

Adjusted **EBITDA**
US$211m
(FY23: US$74m)
(22% EBITDA margin)

Stakeholder material matters

Employees
- Job security, career development, and competitive benefits.

Customers
- Trust, safety and convenience.

Risks
- Disruptive technology such as AI and GenAI
- Legislative changes derived from stricter enforcement of consumer protection laws and competition regulations
- Geopolitical risks from the conflict in Ukraine
- Macroeconomic uncertainty.

Strategic focus
- Investments in AI and ML
- Differentiating through category-specific user experience and services
- Accelerate profitability to reach best-in-class industry margins
- Leveraging services to capture monetisation upsides
- Scaling pay-and-ship capabilities to enhance and expand goods category
- Enabling faster innovation through technology and data.

Value drivers
- Continuous improvement of toolkit for professional listers across motors and real estate categories to improve the visibility and effectiveness of their listings
- Tech unification programmes enhancing agility, innovation capabilities and go-to-market speed
- Extension of pay-and-ship to more categories and expanded shipping options to improve conversion.

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Profitable growth and scaling new capabilities

The OLX classifieds business continued to accelerate growth, margin expansion and cash flow generation.

Classifieds consolidated revenue grew 36% (27%) to US$707m. The strong performance was mainly driven by OLX Europe, where the motors category grew 45% across both horizontal and vertical platforms, and OLX Ukraine's marketplace activities recovered to pre-conflict levels. Additionally, pay-and-ship revenue grew 73% (69%) to US$45m, driven by improved monetisation and product optimisation. Despite the impact of high interest rates on property transactions across our markets, the real estate category experienced growth, with a solid 25% increase in revenue, reaching US$96m. South Africa continued to grow both its vertical platforms and sustained its profitability, delivering revenue of US$46m for the year.

Trading profit more than tripled to US$172m from US$56m, with margins expanding sharply to 24% from the previous year's 11%. This improvement was driven by strong revenue growth, balanced investment and optimisations across technology hubs to leverage costs through scale. Additionally, the business restructured headcount to streamline operations and optimise resource allocation.

As noted, we exited OLX Autos, our automobile transaction business, by selling businesses during the year in India, Indonesia, Chile and Turkey, and closing operations in Mexico, Colombia and Argentina. We continue to explore options for our WeBuyAnyCar business in the US.

After a successful year, we are optimistic about the future business opportunities and plans of OLX. We expect the strong value proposition of its platforms to continue to drive further profitable growth and cash generation.

On an economic-interest basis, Classifieds grew revenue by 26% (19%) to US$951m and more than tripled trading profits to US$187m, from US$47m.

OLX Europe

Building an ecosystem

OLX Europe is a leading classifieds ecosystem, operating online marketplaces in eight countries in Europe and Central Asia with 11 brands. It attracts over 14 million daily active users and exposes them to 62 million daily active listings on average.

The OLX vision is to build leading marketplace ecosystems, enabled by tech, powered by trust and loved by customers. Core to achieving this vision is facilitating the easiest access to great deals for buyers and providing the best liquidity for sellers in multiple ways:

- Under the OLX brand, we operate horizontal marketplaces for a broad range of categories, catering to both private and professional sellers
- Specialised verticals in motors and real estate offer richer experiences that target predominantly professional sellers, including car dealers and real estate agents
- OLX also manages smaller marketplaces such as Fixly for home repairs, Carsmile for car subscriptions, and Obido for new developments in real estate.

In combination, these horizontal and vertical marketplaces operate as a strong traffic and inventory-sharing ecosystem. The horizontals are the main traffic drivers, with the goods category (including pay-and-ship) attracting the most users – 1.8 million out of 4.7 million daily active users in Poland, for example. The motors and real estate verticals serve as sources of high-quality inventory for OLX.

To illustrate, 4.4 million listings are cross-listed from Otomoto to OLX in Poland, while OLX generates 23% of Otomoto's traffic with a 1.9x higher conversion than the latter's native traffic. The verticals are also our key monetisation engine with ARPU (average revenue per user) >4x higher than for our horizontals.

Performance

OLX Europe forms the bulk of the OLX Group and delivered another strong performance in the review period, with sustained growth and improved profitability. It is well placed for further growth and margin expansion and will remain a key focus for Classifieds.

OLX Europe is evolving from traditional classifieds to transactions and adjacent services to expand along the value chain. In addition, we are building central platform capabilities that serve our categories in a scalable manner:

- In goods, we facilitate over 2.5 million pay-and-ship transactions per month on average
- In jobs, we offer adjacent services including a candidates database for employers and transactions in the form of an 'apply' button for job seekers
- In services, we are enhancing our online booking functionality with a calendar showing the service provider's availability
- In motors, we are providing transparency beyond traditional classifieds by offering car history reports, inspection services and dealer ratings
- In motors, we also expanded to car loans to provide a one-stop-shop for buyers
- In real estate, we offer tenant verification, virtual tours, mortgage brokerage and data services for agents and developers.

Classifieds

Trust and safety remains critical. A series of product improvements led to 835 000 fewer malicious views, and a reduction of around 9% bad ads per month. We have also made progress in complying with the Digital Services Act regulation that became effective in Europe in February 2024. The aim here is to create a safer digital space where the fundamental rights of users are protected and to establish a level playing field for businesses. Our investments in AI and GenAI are improving trust and safety significantly.

OLX Brasil

OLX Brasil, our 50% joint venture with Adevinta, is navigating a weak macroeconomic environment and focusing on cost optimisation, mainly through headcount restructuring. Revenue and trading profit increased 1% and 79%, to BRL887m and BRL243m, respectively. Our local management team is committed to reinvigorating growth in this very important ecommerce market with balanced investments.

Continuing to rebuild our Ukrainian business

The ongoing war in Ukraine is having a massive impact on its society and economy, including high inflation, currency devaluation and a contraction of the economy. Despite this, our Ukrainian team has demonstrated exceptional resilience. After an initial drop in all metrics in the early months of the war, the platform is recovering, with daily active users back to 94% of pre-war levels. Revenue has recovered similarly, growing 88% YoY and delivering positive trading profits.

Our ESG priorities

The OLX Group and its users contribute to building a more sustainable world through trade. In FY24, OLX invested in developing an ESG strategy to fulfil its purpose, and comply with upcoming EU ESG regulations.

As part of our ESG strategy, we focused on promoting thought leadership in the circular economy, particularly in our largest market, Poland. We launched a campaign involving various stakeholders to discuss the benefits of recommerce and secondhand trading. OLX actively participates in the Ellen MacArthur Foundation, the largest global circular economy NGO, and the Coalition of Marketplaces Europe to advocate for circular economy and reuse in the EU sustainability agenda.

In the year ahead, we will expand our thought-leadership programme by releasing the fourth edition of our annual circular impact report **www.olxgroup.com/impact/impact-report-series/**. Our operational environmental footprint is relatively small due to our low-carbon platforms and use of renewable energy in our offices and data centres. We have been measuring our scope 1, 2 and 3 emissions for the past four years and have a robust carbon-accounting process.

Our focus next year is to fully prepare for CSRD compliance and enhance our public-reporting maturity on ESG-related topics. We have conducted a gap analysis, and a roadmap towards CSRD compliance by FY26, and our double-materiality assessment will serve as the foundation for our ESG programmes from FY25 to FY27.

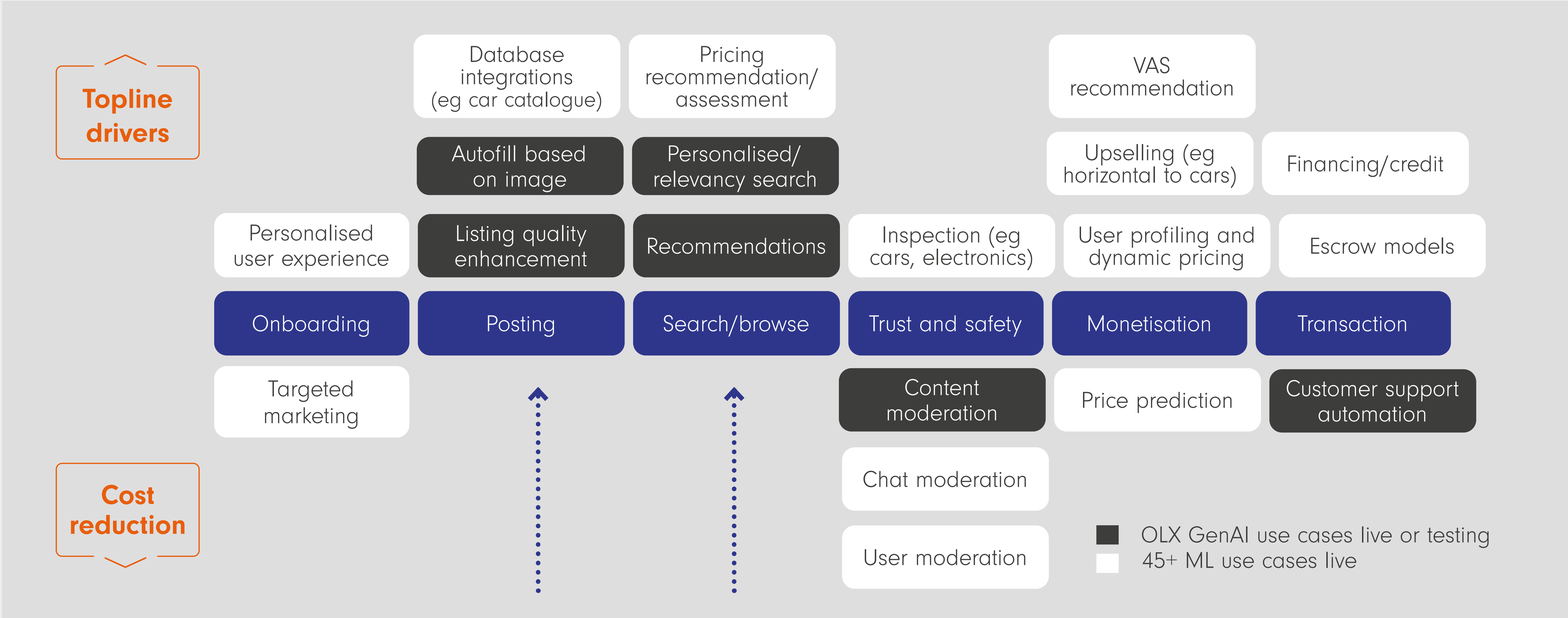
Looking forward

OLX Europe has three key strategic priorities for FY25:

- Accelerate the development of a transactional marketplace in goods, focusing on pay-and-ship development
- Increase user growth by improving search engine optimisation, customer relationship management and mobile app engagement
- Strengthen common tech-platform capabilities, particularly by developing a unified ad domain service.

Our investments in AI and ML

We created a dedicated AI team in early FY19/20 and have invested in building AI and ML capabilities for some years. We deployed more than 45 use cases across every part of the customer journey that drive topline growth and/or reduce costs, as illustrated below.



In FY24, GenAI has been a key investment area, given its potential to significantly improve the user experience in classifieds. Its immediate impact is on search, where it allows users to express their needs in natural language and fine-tune their queries for more precise results. GenAI can also assist sellers in writing better product descriptions, monitoring and detecting fraud, enhancing product photos and suggesting prices.

GenAI is particularly impactful in sectors that offer unique, personalised services, with much unstructured data such as real estate and jobs. These unstructured data categories are those where the respective goods or services are not directly replaceable and selection towards a specific desirable subset requires more work compared to a typical ecommerce experience. In real estate, GenAI can process a shopper's natural language search based on available listings and additional web information, such as home locations and local amenities. In jobs, GenAI can be highly beneficial due to the complexity of job descriptions and candidate profiles.

We have dedicated investments and a concrete roadmap for GenAI, including some major use cases:

- **Enriching job ads:** Better titles, keywords and other details (already live, resulting in better quality ads and increased conversion)
- **Trust and safety:** Using embeddings (vector descriptions of images) created by GenAI in a joined representation of image and text (already live, resulting in improved accuracy and 15% reduction to the cost of detecting bad content)
- **Improved content exploration via chat (A/B test is running). Posting flow enhancements (starting with motors):** Provide suggestions for autocompleting ad fields. The initial result in horizontals reduced the manual effort to post an ad for some categories by 40% (with the same or better quality)
- **Real estate virtual assistant chatbot:** Improved content exploration via chat. A/B test is running.

Payments and Fintech[1]

Operational performance

PayU | wibmo | LAZYPAY | PaySense

Key statistics

Revenue
US$1.3bn
(FY23: US$1.1bn)
(24% YoY growth in US$)
(39% YoY growth in local currency, excluding M&A)

Number of **employees**
3 553

Trading **loss**
US$59m
(FY23: US$116m)
(-5% trading profit margin)

Adjusted **EBITDA**
-US$49m
(FY23: -US$108m)
(-4% EBITDA margin)

Stakeholder material matters

Employees
- Job security, career development and competitive benefits.

Consumers
- Optionality, convenience, trust and security.

Strategic focus

- Supporting India's growth: Building a financial ecosystem around merchants, consumers and banks by accelerating the payments and credit offering
- Focus on profitable growth in core payments and credit.

Risks

- Macroeconomic pressure, with rising inflation and interest rates leading to slowing consumption
- Increasing volume and complexity of regulatory requirements
- Cybersecurity and fraud over the platforms
- Counterparty risks (increased credit portfolio).

Value drivers

- Diversifying revenue base in payments through value-added services
- Scaling consumer credit and diversifying into merchant lending with strong governance and risk management framework
- Driving synergies between existing business to improve revenue and optimise costs.

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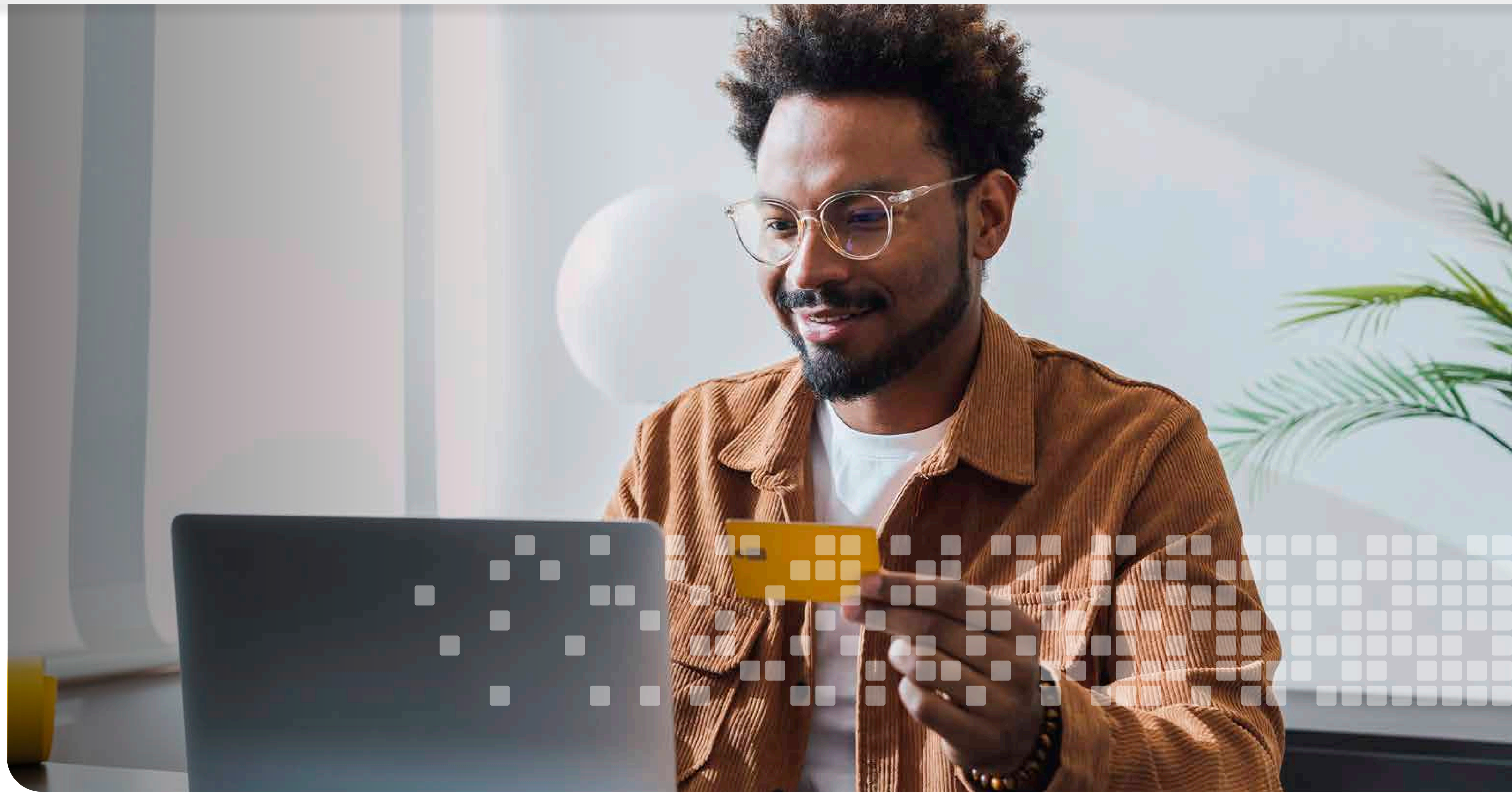
Scaling credit in India

PayU's core PSP and credit businesses delivered strong revenue and increased scale. Notably, this was achieved despite pending regulatory approvals in the Indian PSP business and new regulation impacting our Indian credit business. After an embargo of 15 months, we received in-principle authorisation by the Reserve Bank of India on 23 April to operate as a payment aggregator, allowing PayU India to onboard new merchants.

PayU grew consolidated revenue 22% (38%) to US$1.1bn in FY24, driven by the PSP businesses in Turkey (Iyzico) and India, as well as India credit. Consolidated trading losses improved by US$67m in local currency, excluding M&A, to US$31m. Profitability improvements were driven by GPO, partly relating to the once-off loss provision in FY23, closure of the loss-making digital bank offering in India and cost optimisation.

Core PSP, which accounts for 88% of the segment's revenue, primarily comprises payments operations in PayU India and PayU GPO. Core PSP grew revenue by 23% (41%) to US$975m as total payments volume (TPV) grew 22% (25%). Core PSP trading profit improved to US$19m, a margin of 2% (1 percentage point decrease excluding once-off loss provision in FY23), as GPO and Iyzico's performance was partly offset by losses in India.

India, the largest market in PayU's PSP business, accounted for 46% of core PSP revenues and 60% of TPV. India grew revenue 11% (14%) to US$444m, despite being unable to onboard new merchants due to the noted embargo during the year. Revenue growth was driven by increasing volumes from existing merchants and growing value-added services such as affordability. India grew TPV 22% (25%), ahead of revenue growth on the back of strong growth in ecommerce, financial services and government segments. While our payments business in India achieved a 3% trading profit margin in FY23, this worsened to -3% in FY24 due to the change in merchant and payment method mix (predominantly driven by the embargo).



India credit offers buy-now/pay-later (BNPL) and personal loans to consumers in India. India credit has also started a pilot to diversify its portfolio by providing loans to small and medium businesses this year. Our credit business grew revenue 29% (31%) to US$107m, despite a slowdown in loan issuances as part of a response to evaluate new regulations shared by the Reserve Bank of India. India credit widened trading losses from US$10m to US$20m, driven by continuous investment in building the merchant lending portfolio and relatively stable loss ratio[2] from 2.5% in FY23 to 3.1%. India credit issued US$873m in loans and grew its loan book to US$468m in FY24.

In August 2023, PayU announced the sale of GPO, excluding Iyzico (Turkey) and Red Dot Payments (south-east Asia), to Rapyd. The process is ongoing and expected to close in the second quarter of calendar 2024. GPO, including Iyzico and Red Dot Payments, grew revenue 36% (69%), an acceleration from FY23 to US$533m. GPO's 6% trading profit margin improved from -4% in FY23, driven by the once-off loss provision in FY23 (2% excluding once-off provision), operating leverage from enhanced scale and cost optimisation.

2 *Loss ratio – implies expected credit loss provision for loans outstanding in current bucket.*

Iyzico remained PayU's fastest-growing PSP business, with revenues growing 119% (238%) to US$186m, driven by new and existing merchants. The trading profit margin was 9%, on par with FY23, as marketing in 2H24 offset a better customer and model mix. Iyzico grew TPV 23% (85%) on an improved and expanded service offering.

Remitly, PayU's largest associate, maintained strong revenue growth of 44% to US$944m for the year ended 31 December 2023. This was driven by 38% growth in send volume as the active customer base increased from 4.2 million at the end of 2022 to 5.9 million. Increased scale and focus on improving platform economics supported Remitly's improvement to a positive adjusted EBITDA margin of 5% from -2% in 2022. Prosus held 19.8% of Remitly at the end of the reporting period.

More information on Remitly is available at ir.remitly.com.

On an economic-interest basis, the Payment and Fintech segment grew revenue by 24% (39%) to US$1 305m and trading losses improved from US$116m to US$59m.

Payments and Fintech

The opportunity

Payments and fintech remains one of the fastest-growing segments worldwide, with rapidly evolving technology, digital innovation and increased financial inclusion accelerated by the move online post pandemic.

We identified three key trends in payments and fintech, which all play to our strengths:

- Continued acceleration of digital payments in India
- Continued strong demand for credit in India
- Regulatory changes shaping the fintech segment in India.

India is our largest market for digital payments. The country recorded an increase of 44% YoY[4] in total number of retail digital transactions in FY24, while payment volume increased 20%.

The future for digital payments in India remains positive as peer-to-merchant digital payments volume is expected to grow over US$3tn by FY30[5]; 4x FY23.

Our credit business is also poised to benefit from growing demand for credit in India. Digital personal and consumer credit is expected to grow to US$130bn by FY30; 7x FY23[5].

Strategic priorities

Supporting India's growth

In India, PayU has built a strong position in digital payments processing for merchants, building scalable technology for banks, and is rapidly scaling its credit franchise for consumers and merchants, morphing into a holistic financial service provider.

For merchants, PayU has built a diversified product suite offering value-added services beyond core payments for the different sectors. In FY24, we processed over US$71bn in total payments volume, up 22% (24%) on last year. PayU has been scaling partnerships with banks and other financial institutions through Wibmo. Wibmo was acquired in 2019 and has strengthened the PayU platform for both banks and merchants by providing payment authentication, merchant acquiring and risk management services.

For consumers, PayU offers solutions for transactional credit to facilitate online commerce and cross-sells personal loans, successfully scaling the loan book. In FY24, issuances expanded 18% and assets under management increased 83% over last year. This scale has been achieved on the back of effective capital and risk management.

PayU also started a pilot in the current fiscal year to manage risk and diversify its loan portfolio by providing loans to small and medium merchants. The business also aims to leverage synergies with the existing payment aggregator business to enhance revenue.

India remains a highly attractive strategic market for PayU, given that it is expected to become the third-largest economy by nominal GDP within the next decade.

Focus on profitable growth in core payments and credit

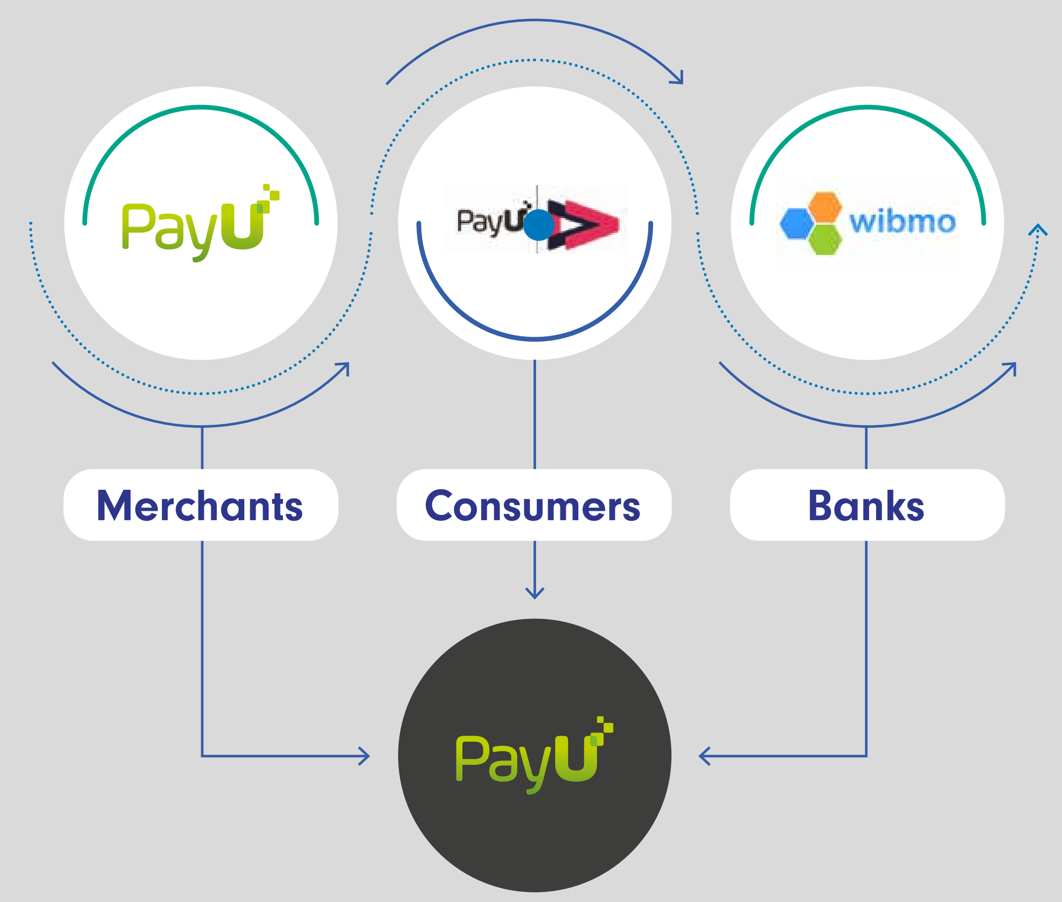
The business processed US$119bn in payments volume in FY24. It has continued investing and building new opportunities such as credit in India. The credit business revenue has grown 12x since FY21, translating into a revenue CAGR of over 128%. This growth has been coupled with cost reductions, ensuring that the trading-loss margin continued to improve YoY.

Our sustainability priorities

Sustainability is a key element of our positioning as a fintech leader in high-growth markets. Our ESG transformation roadmap is guided by our aspirational target to enable expanding circles of positive impact around PayU. While we have focused on the inner impact circles in FY24, we are building momentum to drive broader societal impact in the new year and beyond. In FY24, PayU India strengthened the board by appointing independent directors. The new PayU payments board will comprise 10 directors: five independent directors, three non-independent non-executive directors and two executive directors. The independent directors come with vast experience in the fields of business, finance, regulatory, technology, people and will help PayU scale into its next phase of growth.

As one of the world's top investors and a leader in payments and fintech in high-growth markets, we contribute to a more inclusive future for finance. By building customer-focused products and services, we enable sustainable prosperity in our markets and communities and broaden access to finance. This includes equipping merchants and their customers with the latest payments solutions.

We build an ecosystem around our platform



Looking forward

We will continue to scale our fintech ecosystem across merchants, consumers and banks.

We are present in high-growth markets and we will continue to emphasise India. With the in-principal authorisation by Reserve Bank of India to operate as a payment aggregator and on-board new merchants, India is expected to demonstrate strong growth in payments. The credit business is also likely to benefit from increasing demand for credit in India. PayU is well placed to benefit from this growth by maintaining its market position and improving profitability.

The formation of an ESG subcommittee reinforces the importance of responsible business practices, developing and maintaining global disclosure standards. Led by the diversity and inclusion council, PayU is committed to fostering an environment where every employee feels they belong, are listened to and empowered to speak up.

4 Source: RBI Payment system indicators. Retail transactions, excluding cheque-based. As of March 2024.
5 Source: Bain e-Conomy India 2023 Report.

Edtech[1]

Operational performance

Workforce/higher education

stackoverflow, goodhabitz, skillsoft, Eruditus, Platzi, eduMe, sololearn

K–12 education

Brainly, GoStudent

Key statistics

Revenue
US$444m
(FY23: -US$545m)
(19% YoY decline in US$)
(7% YoY growth in local currency, excluding M&A)

Number of **employees**
677

Trading **loss**
US$80m
(FY23: US$258m)
(-18% trading profit margin)

Adjusted **EBITDA**
-US$68m
(FY23: -US$239m)
(-15% EBITDA margin)

Stakeholder material matters

Employees
- Talent retention. Employee wellbeing. Company culture.

Regulators
- Timely reporting.

Investee/portfolio companies and associates[2]
- ESG. Business performance. Efficient growth.

Workers, learners, educators
- Data privacy. Community development.

Strategic focus

- Workforce/higher education models
- K–12 education
- US/India
- AI advancements and AI-driven opportunities in the segment.

Value drivers

- Demand for continuous learning and higher levels of education
- Demand for faster upskilling
- Constraints facing traditional brick-and-mortar education systems.

Risks

- Macroeconomic downturn and higher interest rates
- New forms of competition for existing edtech providers
- Disruption from enhancements and increased availability and functionalities of GenAI
- Limitations in software development, research and product capabilities
- Education is a highly regulated sector, and non-compliance can lead to penalties.

1 *In presenting and discussing our performance, we use certain alternative performance measures not defined by IFRS, referred to as non-IFRS-EU financial measures, alternative performance measures or APMs. Such measures include economic-interest-basis information; trading profit; adjusted EBITDA; headline earnings; core headline earnings; and growth in local currency, excluding acquisitions and disposals. Segment reviews in this report are prepared showing revenue on an economic-interest basis (which includes consolidated subsidiaries and a proportionate share of associated companies and joint ventures), unless otherwise stated. Numbers included in brackets represent the equivalent measure on the basis of growth in local currency, excluding acquisitions and disposals. For further explanation of the use of APMs, refer to 'About this report' in the governance section.*

2 ***Associates:*** *Prosus holds 10-50% with a board seat, meaning it has significant influence.*

SDG 9 SDG 17

Transforming education through technology

In the Edtech segment, the broad adoption of GenAI tools and challenging macroeconomic conditions have affected our businesses, particularly Stack Overflow. Revenue growth has been more modest than anticipated, and we have taken action to improve trading profit and free cash flow performance given this revenue base.

The consolidated Edtech businesses grew revenue 10% (9%) to US$148m while trading losses decreased by US$33m to US$98m.

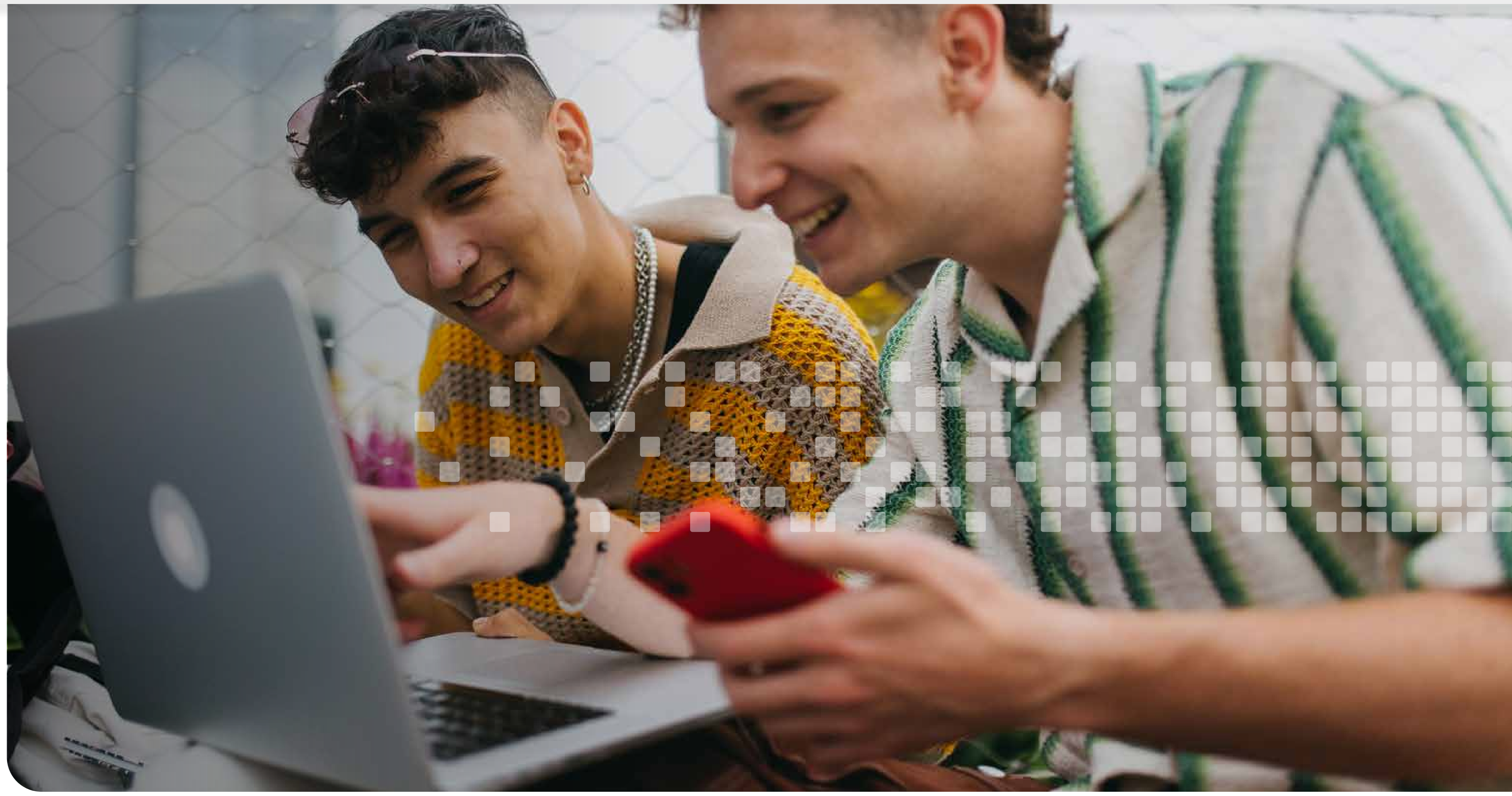
On an economic-interest basis, Edtech segment revenues grew 7% in local currency, excluding M&A, to US$444m and trading losses reduced by US$67m to -US$80m.

The opportunity

Education accounts for 6% of global GDP. It is anticipated there will be 2 billion new learners by 2030, fuelled by:

- The surge in the youth demographic in emerging markets like India and Brazil
- A global commitment to elevate educational benchmarks
- The urgent need to reconcile workforce competencies with the evolving prerequisites of a digital-centric economy.

At the same time, supply is contracting, driven by a teacher shortage and affordability gap, particularly in emerging markets. Digital offers a means to bridge the demand-supply gap and expand access to quality education. As technology advances, and new business models emerge, the barriers to edtech adoption will subside. For example, GenAI could cause a paradigm shift triggered by personalised learning pathways, real-time language translation and automated content generation.



Our portfolio

To date, we have invested over US$3.9bn in 12 businesses. Our track record has been mixed, reflecting the impacts of GenAI, operational execution in some businesses, and investment selection. We are addressing this where possible, and have learnt valuable lessons along the way. The global edtech segment has performed reasonably and there is opportunity due to the impact that technology and changing needs will have. Selection and execution need to improve if we want to continue to invest in this segment.

Our strategy will focus on investing in edtech innovators that leverage AI to make quality education accessible and personalised, aligning with financial and social impact potential. With Prosus' commitment to AI, a specialised team and extensive experience, we aim to benefit from the edtech evolution.

We will focus on large addressable markets with favourable unit economics to address a problem and fill a need not supplied by traditional education offerings.

AI

With the introduction of GenAI, a set of capabilities in the making since 2017, interest in AI has accelerated. The large underlying opportunity for edtech is in personal tutors (also called assistants or co-pilots), digital agents that can enhance personalised learning, taking learners from starting point to the desired learning outcome in the style, speed, form and sequence most effective for each learner.

While this has been a stated goal of edtech for some time, the technology has matured sufficiently to be useful only in recent months. Tutors/co-pilots are a foundational challenge for edtech companies. With tutors, the education experience changes (1-on-1 short interaction with a virtual tutor instead of a video-based course). The implications are vast: technology platforms need to be redesigned, education material needs to be repurposed, courses can be of any length and are unique for every learner, etc. Here the main risk is disruption from new AI-natives that think of learning as an AI problem from day one, without any of the baggage of content, tools and organisations of the era of massive open online courses.

Edtech

The technology landscape is currently dominated by large traditional tech companies, which are both providers of GenAI core building blocks (eg training and hosting large language models or LLMs) and suppliers of an increasing number of applications based on GenAI, such as co-pilots embedded in regular applications. While they are not direct competitors to edtech, they are lowering the barriers for creating sophisticated applications for education, indirectly fostering a range of new entrants to the field.

Many of our edtech companies, some in partnership with the Prosus AI team, have already launched or are soon deploying GenAI technologies in their platforms to enhance the learning experience for their users. This includes exploring GenAI applications in K–12 education, such as AI tutors and personalised learning paths and recognising the shift in workforce skilling platforms. There is a burgeoning need to reskill the workforce with AI-ready skills and leverage AI to improve learning experiences. Our portfolio businesses are actively working on enabling these capabilities, aiming to equip individuals and organisations with the necessary tools and knowledge to thrive in an AI-integrated future. For Stack Overflow, we believe GenAI will be an important evolution in how developers will work and learn in future, enabling them to be more efficient and better maintain their 'flow state'. The developer community can play a crucial role in how AI accelerates, ultimately helping with the quality of GenAI offerings.

Stack Overflow

Stack Overflow's mission is to empower the world to develop technology through collective knowledge.

Stack Overflow grew revenue 4% (4%) to US$98m, driven by growth in the Teams product. The growing adoption of GenAI, which impacts user behaviour, along with continued lower marketing spend, negatively impacted the business. Total bookings grew 7%, driven by new offerings such as OverflowAPI.

OverflowAPI enables AI/LLM providers to leverage Stack Overflow's public data asset into their AI capabilities. In March, Stack Overflow announced its first API partnership with Google Cloud, which will deliver new GenAI-powered capabilities to developers through Stack Overflow's platform and Google products. Recently, the company signed a similar partnership with OpenAI. It also launched OverflowAI in May 2024, which consists of an 'add-on' bundle of AI-assisted features that target longstanding pain points for Teams customers. The company has focused on reducing costs across all areas of the business and progressing towards profitability, leading to a reduction of US$28m in trading losses to US$57m.

GoodHabitz

GoodHabitz is a fast-growing European provider of online training for corporates and small and medium-sized enterprises, offering over 2 000 courses in 22 languages to more than 2 700 enterprise customers. It continues to expand beyond its home market of the Netherlands and is now operational in 15 countries.

GoodHabitz grew revenue 25% (20%) to US$50m. This was driven by growth in new business and upselling across its core markets, particularly in the Netherlands, with annual recurring revenue growing 15% to US$55m. Trading losses improved to US$8m, driven by cost-reduction initiatives.

Focusing on workforce skilling

stack overflow	skillsoft	goodhabitz online training
Around **660 million** pageviews monthly	Around **+90 million** learners across the world	**+2 700** enterprise customers

Skillsoft

Skillsoft is a global leader in digital workplace learning that listed on the New York Stock Exchange in 2021 (SKIL.N).

Skillsoft offers extensive cloud-based content spanning leadership, business, technology and compliance. Its client base is centred on large, blue-chip enterprises, representing some 60% of Fortune 1000 companies and its services are used by a community of over 90 million learners globally across +150 countries.

Skillsoft's revenue remained largely flat while its adjusted EBITDA margin improved by 1 percentage point to 19%. The company recorded a 2% decline in bookings, primarily from instructor-led training, and partially offset by content and platform sector growth of 2% YoY. Prosus holds 37.9% of Skillsoft at the end of the reporting period.

More information on Skillsoft is available at investor.skillsoft.com.

Eruditus

Eruditus provides executive education and short, private online courses partnering with over 80 leading universities across the globe. It makes high-quality education more accessible by offering over 700 programmes to global audience covering the US, Latin America, Asia, the Middle East/North Africa region, and Europe.

Brainly

Brainly is one of the world's leading AI learning platforms, with around 15 million daily users, including students, parents and teachers across the world. Students use Brainly to strengthen their skills in core subjects such as math, history, science and social studies. The platform allows them to interact with an AI tutor and live subject-matter experts, and create AI-generated test-prep study sessions.

BYJU'S

In the current financial year, the group wrote off the fair value of its 9.6% effective interest in BYJU'S, due to the decrease in value for equity investors. A fair value loss of US$493m was recognised in other comprehensive income in the current year.

Looking forward

We will continue to play an active role in helping our portfolio businesses grow and innovate so that more people around the world can enjoy the benefits of tech-enabled learning. We will also look for additional opportunities to expand and strengthen our Edtech segment.

In Edtech, as in all our core segments, we are interested in real improvement for people's everyday lives, long-term impact and sustainable value creation – fundamentally changing the world of learning for the better.

Etail – eMAG[1]

Operational performance

Key statistics

Revenue
US$2.2bn
(FY23: US$2.0bn)
(14% YoY growth in US$)
(8% YoY growth in local currency, excluding M&A)

Number of **employees**
8 041

Trading **loss**
US$36m
(FY23: -US$61m)
(-2% trading profit margin)

Adjusted **EBITDA**
US$21m
(FY23: -US$10m)
(1% EBITDA margin)

Stakeholder material matters

Employees

› Job opportunities. Skills development. Company culture.

Regulators

› Compliance across all regulatory areas (fiscal, financial, environment and competition).

Merchants

› Growth and cross-border initiatives.

Consumers

› User experience, including fast delivery. Range of products. Quality, efficiency and reliable service at the right price.

Strategic focus

› Marketplace growth
› Category expansion and product selection
› Accelerating core etail services: Genius and Wallet
› Increasing delivery speed at affordable prices
› Develop the consumer financing product (HeyBlu)
› Focus on monetisation.

Value drivers

› Enhanced value, convenience, and pricing with Genius loyalty programme for frequent users
› Affordability through HeyBlu/wallet
› Wider selection (1p and 3p, better price index, lower average selling prices, quicker delivery)
› Convenience/delivery experience through out-of-home network
› Continue to develop advertisings and fulfilment services for the marketplace sellers.

Risks

› Macroeconomic downturn and higher interest rates
› Competition from specialists in verticals, and entry of regional players in the market
› Availability and cost of labour.

1 In presenting and discussing our performance, we use certain alternative performance measures not defined by IFRS, referred to as non-IFRS-EU financial measures, alternative performance measures or APMs. Such measures include economic-interest-basis information; trading profit; adjusted EBITDA; headline earnings; core headline earnings; and growth in local currency, excluding acquisitions and disposals. Segment reviews in this report are prepared showing revenue on an economic-interest basis (which includes consolidated subsidiaries and a proportionate share of associated companies and joint ventures), unless otherwise stated. Numbers included in brackets represent the equivalent measure on the basis of growth in local currency, excluding acquisitions and disposals. For further explanation of the use of APMs, refer to 'About this report' in the governance section.

SDG 12 SDG 13 SDG 17

Building a leading ecommerce ecosystem across Central and Eastern Europe

eMAG grew consolidated revenue 14% (8%) to US$2.2bn, driven by robust growth in the Romanian etail business, as well as in emerging businesses such as logistics (courier and lockers) and grocery. Trading losses improved by US$27m to US$26m, as the business progressed to profitability. The group's GMV grew 9% (in local currency) in FY24, led by Romania (11% in 4p[2] which also generated trading profit of US$40m for the first time and partially offset by Bulgaria and Hungary. Both Bulgaria and Hungary are now managed by the Romanian team, acting as a single organisation across all three territories.

eMAG's Sameday courier business increased revenue by 32% (32%) and halved trading losses while expanding in Hungary and Bulgaria.

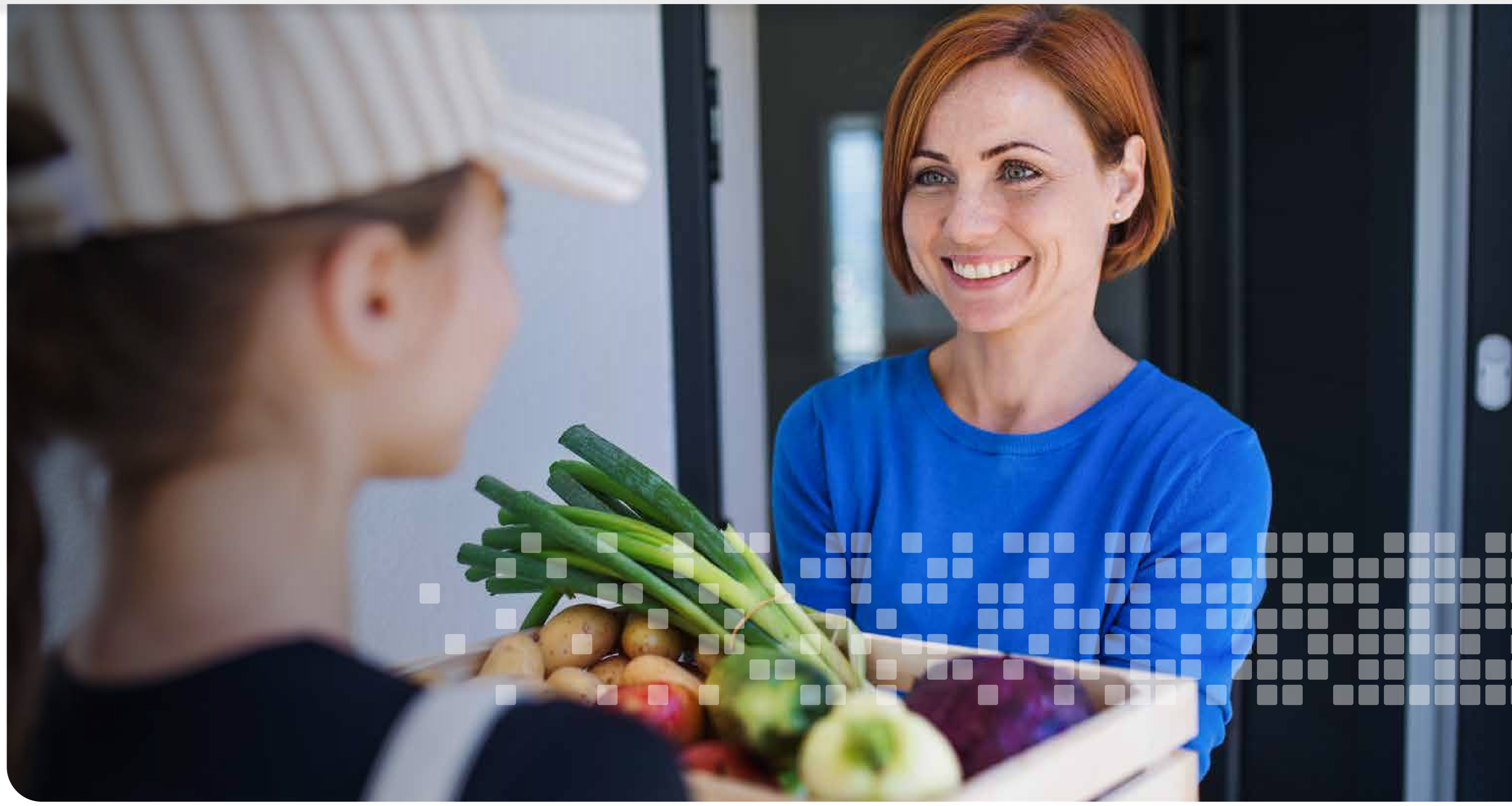
This group's growth extensions recorded strong growth. Revenue grew 57% (19%) driven by its food extensions: Freshful and Tazz. Freshful increased revenue 86%, reflecting order growth and an expanded customer base (79%). Tazz's revenue grew 18%, on increased average order value and extended geographical footprint. Tazz has made satisfactory progress in improving its order economics, contributing to a US$7m reduction in trading losses while Freshful maintained the same trading loss level for a business almost double the size. Overall, the trading losses for its food extensions improved from US$62m to US$50m.

The opportunity

eMAG is our leading ecommerce platform in Central and Eastern Europe. Over the years, it has built an ecosystem of complementary businesses on top of its vibrant eMAG Romania platform. From this 1p/3p business-to-consumer or B2C marketplace core, eMAG extended into other categories:

› Fashion through Fashion Days
› Food delivery through Tazz
› Grocery delivery through Freshful

2 4p – total of 1p, 2p and 3p.



› Logistics infrastructure across the group through Sameday
› Credit through HeyBlu
› Recommerce through Flip
› eMAG's unique customer account and Genius loyalty programme that unites the customer experiences of these businesses
› To maintain its status as a preferred one-stop regional ecommerce platform, it also operates PC Garage (specialised online gaming retailer) Depanero (repairs appliances and electronic devices) and Conversion Marketing (performance marketing).

eMAG maintains its position as a leading ecommerce platform in Central and Eastern Europe (CEE). Beyond Romania, eMAG has implemented similar strategies in Hungary and Bulgaria. These three territories have a combined population of over 36 million and a combined GDP of over €600bn[3]. Romania and Hungary's nominal GDP per capita CAGR forecast for 2024–2027 is around 11%, the highest growth among CEE countries.

In contrast, personal disposable income for Romania, Hungary and Bulgaria is among the lowest in the EU, representing about half the EU average. Accordingly, over 2023–2027, disposable income growth is expected to exceed CEE and EU averages with sustained economic development being the main driver for private consumption.

A strong growth driver for the Ecommerce segment in Romania, Hungary and Bulgaria would be the successful conversion of internet users to online shopping, to reach levels similar to other CEE countries.

One out of three **internet users** in Romania is an eMAG client, while two out of three **online shoppers** in the country are eMAG clients.

By upscaling eMAG's digital solutions in its regional network, and replicating the Romanian success story, similar penetration levels could be reached in Hungary and Bulgaria.

eMAG is the ecommerce flagship in three countries, driving ecommerce penetration since 2001 in Romania, 2011 in Bulgaria and 2013 in Hungary. The business model originated from 1p electronics and evolved into a marketplace that blends both 3p and a fast-accelerating 2p business, from the Bucharest warehouse. Currently, over 50 000 sellers, domestic and international, offer their extended selection of products in all categories through eMAG's platform. All product listings are offered under a unified front-end catalogue for a seamless user experience.

3 Source: Economist Intelligence Unit (EIU) March 2024.

Etail – eMAG

The first pillar of eMAG's strategy for its core business is **marketplace acceleration** in the region. The marketplace business extends eMAG's selection beyond what 1p can offer and generates profits that support the larger business. eMAG Romania's 3p business has grown its share of GMV, with the goal to reach 46% by FY29. eMAG has grown its 3p business by focusing on the fundamentals: selection, pricing and convenience.

The second pillar is **category expansion** and **increased selection** to enlarge the total addressable market, improve customer engagement, and bring economies of scale and scope. Selection is being increased from the current 20 million to 50 million offers through strong international resourcing, technological upgrades of the marketplace platform and developments in listing processes with AI tools.

A foundational step in realising the benefits of eMAG's ecosystem was to enable customers to navigate freely across its platforms. Customers can now access eMAG, Fashion Days, Tazz and Freshful through a single account. The convenience of a single log-in raises customer engagement, which leads to higher conversion rates for eMAG.

eMAG's top priorities in FY24 were delivering trading profit and improving revenue. Revenue improvement was achieved through 3p acceleration, developing non-electronic categories, Genius, ramped-up campaigns, selection and pricing policies. During the year, eMAG Romania, Hungary and Bulgaria were integrated, creating a full regional organisation covering all functions. Trading profit delivery was also in focus through cost-saving initiatives as well as better monetisation of rendered services.

Giving customers the best etail experience

To fulfil its mission of giving customers the best etail experience, eMAG focuses on four key pillars: enhancing convenience; helping customers make the right decisions; delivering on its promise; and making the difference in society while engaging customers on this journey.

Integral to reaching its goals is increasing customer engagement. The largest business, eMAG Romania, increased orders 11.3% YoY. While purchases of higher-priced items were lower amid protracted economic uncertainty, engagement on the platform continued to increase. This is a key positive long-term trend for eMAG, given its commitment to play an ever-bigger role in meeting people's everyday needs across Central and Eastern Europe.

Key strategic initiatives supporting this commitment are summarised below:

Growing Genius

Genius, eMAG's subscription programme, is the flagship proprietary service offering, providing free priority delivery and extended return to over 716 000 eMAG users in Romania. It fuels the group's ecosystem by expanding its benefits to the other group businesses (Tazz, Fashion Days and Freshful). It is the top driver in retention and growing 3p and 2p, as it removes the barriers of delivery costs and delivery time. In the next three years, Genius aims to reach 1 million clients in Romania and will be launched in Hungary and Bulgaria in the first quarter of FY25.

Growing Sameday

eMAG continued to strengthen its Sameday courier business, which aims for a 99% on-time delivery rate. In FY24, Sameday grew revenue 28%, meeting increased demand for deliveries from eMAG and other businesses in Romania and Hungary, while growing its business in Bulgaria. Within these countries, Sameday is already addressing a population of 36 million consumers. The borderless courier ecosystem will become an enabler for the online ecommerce sector in the region, by offering consumers a large selection of products, high delivery speed (24–48 hours) and affordable prices (instead of expensive international fees). Sameday's value proposition for the ecommerce sector is the opportunity to increase sales by accessing an extended pool of consumers without the need for sellers to store inventory in each country, with marginal delivery costs and using only one courier network across the three countries.

Expanding easybox network and increasing delivery speed

The popularity of Sameday's automated easybox lockers continues to grow – 81% of Genius orders are delivered via easybox, for example. These lockers give customers 24/7 service, pickup flexibility and over 99% on-time delivery rates. They are also cost-effective to operate and more environmentally friendly as they reduce the need to deliver to multiple individual addresses.

Sameday continued to expand the easybox network. In FY24, 5 000 lockers were available across the region, with plans to double the number by FY27.

The easybox service offers added convenience. Next-day delivery is a gold standard that Sameday plans to extend, on the back of increased out-of-home network in all three countries. Customers can return items when it suits them via the lockers, with an instant electronic refund once they close the door. Called 'magic return', this method is quicker, safer and greener – and a good example of improving everyday life.

In addition, 37 lockers now have their own solar panels – making the service even more environmentally friendly. The plan is to roll out more solar-powered lockers.

Fulfilling orders for third-party partners

The company continues to invest in and grow its Fulfilment by eMAG programme, where it manages delivery logistics for 3p partners. This enables eMAG to ensure delivery quality for customers and deepen relationships with merchants.

Added convenience from food delivery

eMAG's food-delivery service, Tazz, is now one of the top participants in the highly competitive Romanian market, growing GMV by 16% from a year ago. Capitalising on investments to build the brand and customer base, Tazz is focused on growing its order volumes and improving quality of service, while continuing to address profitability targets.

Added value from grocery delivery

Freshful, the leading e-grocery player in Romania, offers a comprehensive range of 17 600 items, focused on local producers for truly fresh food. Setting it apart in the market, Freshful has a dedicated warehouse and refrigerated delivery fleet to ensure customers get exactly what they want, quickly and conveniently.

After operating for only two years, from 75 000 orders per month in FY23, Freshful grew to 95 000 monthly orders delivered in March 2024. High customer satisfaction reflects the range and quality of groceries on offer, coupled with the reliable ordering and delivery service.

Expanding to financial services

eMAG's HeyBlu vision is to become a leading player by offering financing products to ecommerce sector merchants and consumers, to empower them in financing tools that extend purchasing power, in an easy and convenient way based on fair and transparent lending rules.

Etail – eMAG

1. **eMAG Genius**
Loyalty programme
2. **eMAG easybox**
Automated lockers
3. **Sameday**
Inhouse courier service
4. **Fulfilment by eMAG**
Fulfilment for 3p merchants
5. **Tazz by eMAG**
Food and multivertical delivery
6. **Fintech solutions**
Consumer credit solutions
7. **Advertising solutions**
Sponsored merchant listings
8. **Freshful by eMAG**
Large-basket grocery delivery

The short-term business goal is to offer simple, easy-to-access credit solutions to eMAG users, based on unique scoring capabilities developed by eMAG. The programme started by offering eMAG's customers two products: buy-now/pay-later (BNPL) with 30 days' grace period; and Slice4 (three-month instalments with upfront downpayment). In FY24, the product portfolio was supplemented by Slice12 (11-month instalment offer with upfront downpayment).

Sustainability – promoting a circular economy

eMAG continued to develop its initiatives to promote a circular economy. For instance, it encourages customers to select returned and resealed 'second-chance' products. Currently, 95% of eligible returned products are being resealed and reintroduced to the market with a discounted price through this initiative. The adoption rate for this product category remains high, with over 410 000 resealed products sold in FY24.

Another initiative is the eMAG buyback programme that helps customers dispose of old home appliances in exchange for a voucher to buy a new energy-efficient appliance. eMAG picks up the old appliance for free and takes care of recovery through an authorised recycling partner. In FY24, over 96 000 appliances were purchased by our customers through this programme.

Flip refurbishes and sells secondhand mobile phones and tablets, preventing quantities of electronic devices going to landfill. It expanded into Bulgaria and Hungary in FY23, and to Greece in FY24, increasing sales by 53%.

The newest programme developed in FY24 by eMAG and Flip is Flip Buyback. Customers can sell their old mobile phones to Flip in any eMAG showroom and receive an eMAG voucher reflecting the value of the device after an evaluation that only takes minutes. Flip then refurbishes the devices and resells them on its platform. The main goal of the programme is to transform used mobile phones into a financial resource, while prolonging the life cycle of the devices.

The Depanero repair service is a circular service that repairs appliances and electronic devices sold by eMAG. This prolongs the life cycle of the appliances, lowering their environmental impact. In FY24, almost 247 000 appliances were repaired for customers in Romania, Hungary, and Bulgaria. In FY25, Depanero will expand its activities to installing solar panels and charging stations for electric vehicles.

Looking forward

eMAG will continue to grow by extending the Genius loyalty programme, expanding financial services, expanding the out-of-home network, repairing more products, increasing the delivery of food and groceries, and doing more to support the circular economy. Building on its mission to give customers across Central and Eastern Europe the best retail experience, the group is set to broaden and deepen this experience and provide it in ever-more sustainable ways.

Other Ecommerce: Ventures[1]

Operational performance

Ventures

Meesho

Meesho is among India's top three online marketplaces, connecting underserved small sellers with millions of consumers across India. Leveraging tech innovations, seller-friendly policies and an asset-light structure, Meesho is now the platform of choice for India's price-conscious customers.

- Facilitated transactions for **140 million** customers in 2023
- **1.5 million** sellers on the platform; 5x user growth on platform since 2022
- World's fastest shopping app to cross **500 million** cumulative downloads (as per Sensor Tower data).

Corti

Corti's medical AI co-pilot, rooted in extensive peer-reviewed research, offers real-time guidance during patient interactions and emergency calls, supporting documentation, coding, triaging, and quality assurance.

- Collaborates with some of the **biggest healthcare** providers, public safety agencies and health insurers in Europe and the United States
- Currently covers around **100 million patients** a year.

Neara

Neara builds 3D interactive models of critical infrastructure networks and assets. This AI-driven proprietary modelling and simulation technology helps run real-world scenarios, assess current and future risk, and prioritise maintenance and disaster response.

- Customers currently span a combined territory of 1 million+ square miles and **7.9 million** assets across **9 countries**
- It can identify and reduce risks **9x faster** than traditional methods.

Urban Company

Asia's largest home services company, UrbanCompany, is building a fulfilment-led services platform to reimagine and organise the key verticals of the home services industry. It offers services such as cleaning, plumbing, carpentry, painting, beauty and spa.

- A presence in **50+ cities** across **7 international markets**
- **+19 million services** delivered in calendar 2023.

Oxford Ionics

Oxford Ionics is a high-performance quantum computing company, delivering world-leading innovations to create powerful, accurate and reliable quantum computers to solve the world's most pressing problems

- Oxford Ionics achieves the **highest performance ever demonstrated** while using chips manufactured on a semiconductor production line
- The team has over **100 years** of expertise in this space; **10** PhDs and **130+** peer-reviewed scientific publications.

DeHaat Seeds to Market

DeHaat is India's largest full-stack, technology-based business-to-farmers (B2F) platform that offers a complete range of agricultural services to farmers, including high-quality agricultural inputs, access to financial services and market linkages for selling their produce.

- Aggregates and processes **6 000 million tonnes' produce** every day, delivered across 34 countries
- Empowers **2.5+ million farmers** by offering seamless access to over **5 000** agricultural inputs
- Last-mile supply network across **120 000 villages** in more than **150 districts** of India.

1 *In presenting and discussing our performance, we use certain alternative performance measures not defined by IFRS, referred to as non-IFRS-EU financial measures, alternative performance measures or APMs. Such measures include economic-interest-basis information; trading profit; adjusted EBITDA; headline earnings; core headline earnings; and growth in local currency, excluding acquisitions and disposals. Segment reviews in this report are prepared showing revenue on an economic-interest basis (which includes consolidated subsidiaries and a proportionate share of associated companies and joint ventures), unless otherwise stated. Numbers included in brackets represent the equivalent measure on the basis of growth in local currency, excluding acquisitions and disposals. For further explanation of the use of APMs, refer to 'About this report' in the governance section.*

SDG 10 SDG 12 SDG 13 SDG 17

Identifying and investing in the next wave of group growth

Continuing to explore new investment themes

The past few years have witnessed increasing geopolitical instability and economic shifts across the globe. As a long-term investor, we have invested over decades across several high-growth sectors and regions and are prepared for fluctuations in the market.

Prosus Ventures remains confident about its operational framework. Our investment strategy, like that of the wider group, remains centred on supporting businesses that focus on large total addressable markets, enabled by software.

We are optimistic about investing in high-quality companies with a strong plan for driving unit economics. We expect many of these companies will emerge from economic downturns as stronger and more sustainable businesses.

Our bar for deploying capital in new investments remained high this year due to continued market uncertainties. While this led to a reduction in total funds deployed, we are confident in our thesis and continue to focus on earlier-stage investments and supporting our portfolio companies. Across regions, we have helped our founders and their teams manage challenges brought on by macroeconomic impact.

Riding the next wave of growth

Prosus Ventures collaborates with inventive entrepreneurs across the world to help them establish tech-enabled businesses in high-growth markets. We serve as the group's pioneer for exploring new investment domains. Our commitment to this approach remains steadfast, along with our focus on sectors where technology can bring a step change in consumer and business behaviour and economics.

In FY24, we invested and committed over US$140m in more than 20 closed transactions. In line with our approach in recent years, we will continue investing in businesses chasing a sizeable market across domains being disrupted by software. We are great believers in the opportunity accorded by software to transform and scale businesses across sectors. GenAI is just one incarnation of this, and we will focus on unlocking other step-change opportunities.

Our geographical footprint will also stay in line with previous years. We have expanded our investments and coverage in India, along with greater engagement in south-east Asia, Australia and New Zealand, Europe, MENA (Middle East/North Africa) and the Americas.

Despite uncertain market conditions, we are excited about the opportunities where technology can enable transformation across regions and sectors. We have made seven investments in the AI space, including investees building at the intersection of B2B and AI, across verticals such as health, climate and legal tech.

We are continually scouting for the next wave of entrepreneurs who show both high potential and the determination to grow their business.

B2B as the growth engine

In recent years, Prosus Ventures has expanded its investment horizons beyond business-to-consumer (B2C) to identify investments in the business-to-business (B2B) sector. We have covered the end-to-end spectrum of the B2B space (from commerce to vertical SaaS or software-as-a-service) based on the opportunity set in markets in which we operate.

- In developing markets such as Indonesia, the B2B focus has been on companies that leverage technology to solve for traditional issues around logistics, supply chain and agriculture
- In developed markets such as Singapore, Australia, Europe and the US, the opportunity set has been predicated on software-led companies with a global-first approach across horizontal and vertical themes such as cybersecurity, healthcare, data privacy and energy infrastructure.

elasticrun SPOTDRAFT DETECT TECHNOLOGIES

India, a prime investment destination

India remains a key area of interest due to its potential for growth across consumer and enterprise sectors. Prosus started as a consumer tech growth-stage investor in India. In recent years, Prosus Ventures expanded its horizon to early-stage companies across a variety of domains, including SaaS, B2B marketplaces, B2C and new-age tech.

We see two themes unfolding in India:

- Building in India for India: local expertise for local problems
- Building in India for the world: using a relatively low-cost, high-quality resource environment to solve for location-agnostic problems.

Today, we are an end-to-end, multistage, multisector investment platform in India and a preferred choice for founders.

VEGROW captain fresh DeHaat Seeds to Market

AI

AI enhances efficiency and reduces costs by automating processes that traditionally require human labour. The technology's ability to quickly generate high-quality outputs accelerates time-to-market and ensures consistency across various applications. AI is a focus area for Ventures and we expect further capital deployment in this domain over the long term. Our key focus here is vertical applications of AI/GenAI and tooling and infrastructure.

corti Ema BandLab

Sustainability and synbio

Two emerging sectors that have caught our interest are sustainability and synthetic biology or synbio, due to their step-change potential and strong tailwinds. Within the realm of climate tech, we are looking for promising opportunities driven by increasing and favourable regulatory focus, dedicated funds, and growing market interest in adopting climate solutions. Our interest in synbio stems from the ongoing substantial reduction in gene-editing costs and the sector's expansion into diverse verticals like food, agriculture, cosmetics and industrials, reflecting a broader scope beyond just pharmaceuticals.

Our new investments in this space include a utilities software, Neara, and a next-generation biomanufacturing company, Tierra Biosciences.

TIERRA EVERY BIOME MAKERS

Looking forward

We believe calendar 2024 will be a juncture for the young companies in our portfolio, as they aim to prove their ability to generate strong unit economics. We remain committed to supporting our remarkable founders and their ventures, while seeking new investment opportunities. As we are flexible investors per our investment thesis and invest when we see an opportunity, this enables us to support ideas and companies that will be part of the next wave of growth for Prosus and high-growth sectors all over the world.

Social and internet platforms[1]

SDG 9 SDG 12 SDG 13 SDG 17

Tencent

In 2023, Tencent made breakthroughs in a number of products and services, summarised below. These developments drove high-quality revenue streams that fuelled strong gross profit growth, record profit and free cash flow, and supported its plan to step up capital returns to shareholders.

For the year ended 31 December 2023, Tencent reported revenues of RMB609bn, up 10% from last year. Non-IFRS profit attributable to shareholders (Tencent's measure of core earnings by excluding certain non-cash items and certain impact of investment-related transactions) increased 36% to RMB158bn.

The opportunity

China remains the world's largest consumer internet market, with around 1.09 billion internet users in December 2023 (up 2.3% YoY), 99.9% of whom were mobile users[2]. With a highly mobile-penetrated population, growing middle class and increased investment in digitally transforming industries, the opportunity in this internet industry remains massive.

Continuing to grow

Tencent is a global internet and technology company that develops innovative products and services to enrich the lives of users. Its communication and social services connect over 1.34 billion people worldwide, enabling them to stay in touch with friends and family, access transportation, pay for daily necessities and be entertained.

Tencent publishes some of the world's most popular games and other high-quality digital content, enriching interactive entertainment experiences for people around the globe. It also offers a range of business services such as cloud computing, advertising, fintech and other enterprise services to support its clients' digital transformation and business growth.

In 2023, Tencent further enhanced its business efficiency and focused on core activities while developing new services and revenue lines to support sustainable and high-quality growth. During the year, it launched its proprietary foundation model, Tencent Hunyuan. This is now among the top tier of large language models in China, with notable strength in advanced logical reasoning.

Monthly active users of Weixin and WeChat reached 1.34 billion, up 2% YoY. User time spent on Weixin continued to grow as it expanded its content, service offerings and short-form video capability. Time spent on Video Accounts more than doubled in 2023, reflecting the benefits of enhanced recommendation algorithms. Video Accounts is now entrenched as a major short-form video and live-streaming platform in China, while Mini Games is regarded as the leading casual game platform in China.

The number of Tencent mobile and PC major hit games in China (defined as games with average quarterly daily active users exceeding 5 million for mobile or 2 million for PC and generating over RMB4bn annual gross receipts) increased from six in 2022 to eight in 2023. International contribution to Tencent's games revenue reached a record 30%.

Tencent Video and Tencent Music Entertainment extended their important presence in the long-form video and music-streaming industries, with 117 million video subscriptions and 107 million music subscriptions. Tencent upgraded its AI-powered advertising technology platform, which significantly enhanced targeting accuracy and therefore, revenue growth. It also strengthened its payment compliance capabilities, enhanced mini program-based transaction tools and upgraded the cross-border payment experience.

Tencent continues to actively leverage its technology and platform to create value for society through initiatives such as its digital philanthropy platform, one of the largest of its kind in the world. In 2023, the 99 Giving Day event raised a record RMB3.8bn in public donations. The company made progress in its decarbonisation journey by applying its fourth-generation data centre technology to reduce emissions and increase the adoption of renewable energy. In August 2023, Tencent joined the United Nations Global Compact (UNGC), demonstrating its commitment to integrating UNGC's principles into its strategy, culture and day-to-day operations, while supporting the UN's Sustainable Development Goals.

In 2023, it returned substantial capital to shareholders through payment of cash dividend, share repurchases, and settlement of distribution in specie.

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2 *Per latest CNNIC report issued on 22 March 2024.*

Looking forward

In 2023, Tencent made notable progress in core technologies, especially those involving AI that will serve as its growth multiplier going forward. The deployment of AI technology in its existing businesses has begun to deliver revenue benefits, particularly for its advertising business. Tencent is increasingly integrating Hunyuan to provide co-pilot services for its enterprise SaaS products, including Tencent Meeting and Tencent Docs, and it is developing new GenAI tools for effective content production internally. It has identified earlier-stage business opportunities from providing AI services to Tencent Cloud customers.

Tencent's management team remains committed to streamlining business operations and managing costs to reinforce product leadership and expand key strategic growth areas.

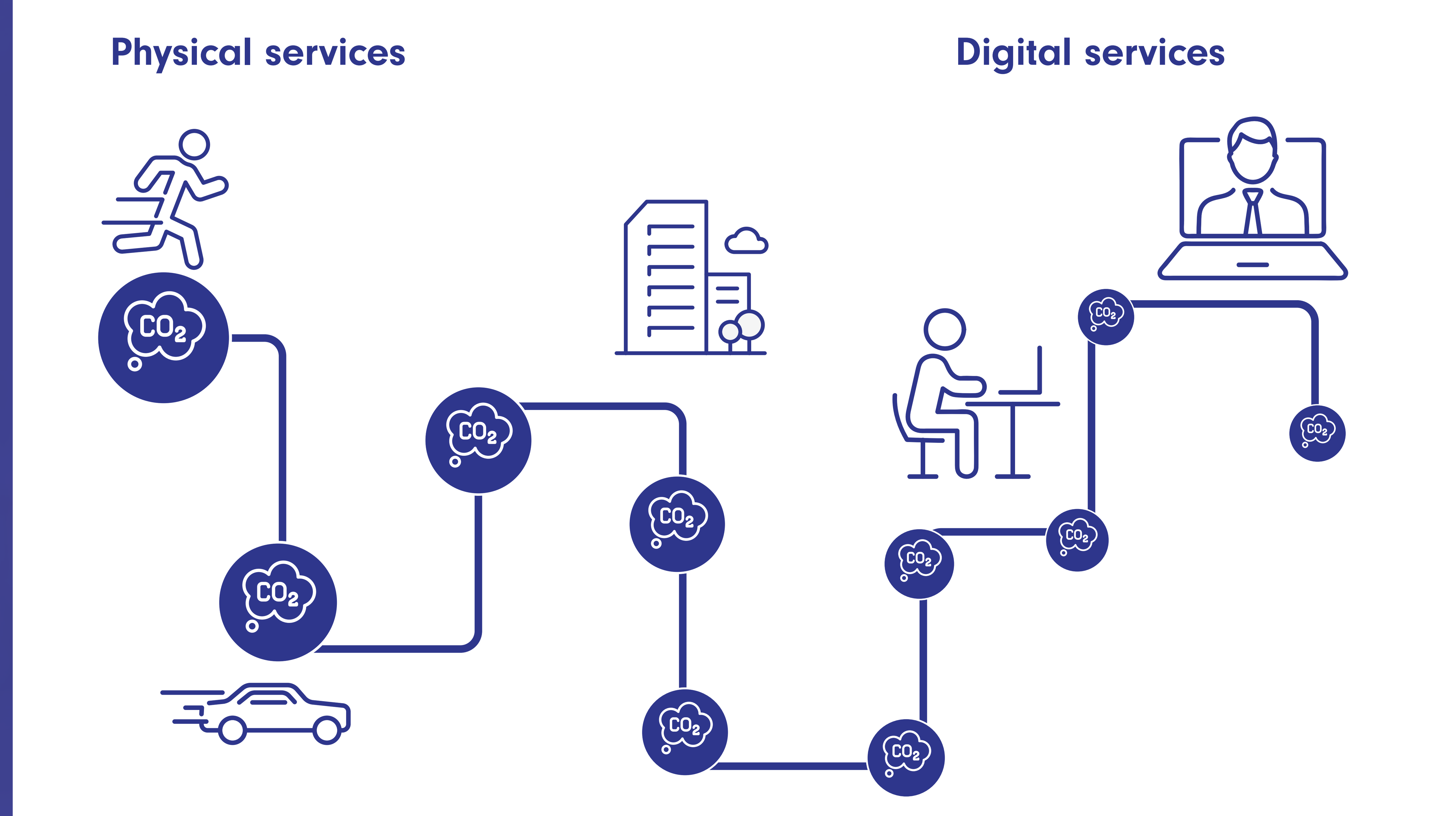
The group's commitment to the principle of 'value for users, tech for good' is unwavering. Harnessing its investment in technology, it will continue to create value for its shareholders and the community, and strive to foster innovations, address societal needs and contribute to a sustainable future for all stakeholders.

Sustainability review

As an established participant in high-growth markets, we are committed to discovering and scaling digital services and technologies that help address shared global challenges.

Sustainability – journey to CSRD

We're responsible – this is a core value in the Prosus group, from the way we transact with billions of customers, to our business and partner relationships, and to honouring our obligations to the governments and regulatory systems of countries in which we operate.



Payments and Fintech
Financial inclusion

Etail
Access to livelihoods

Edtech
Learning for all

Food Delivery
Access to livelihoods

Classifieds
Circular economy

Ventures
Inclusive and sustainable business

For more on Sustainability – journey to CSRD, see page 47.

Creating sustainable value

Our approach

We create sustainable value for key stakeholders through our business model and in line with the United Nations Sustainable Development Goals (UN SDGs). Below is an overview of the nine SDGs that our business, companies and people contribute to in a significant and material sense. See our website for more details.

As an established participant in high-growth markets, we are committed to discovering and scaling digital services and technologies that help address shared global challenges. Through our diverse portfolio of digital companies, we are invested in a world of exponential opportunity. Accelerating transitions to more responsible consumption and shifting the economy as a whole to greener business models is critical for individual economies to move towards a resource-efficient and low-carbon growth path.

Sustainable development is contingent on economic growth. Our locally built businesses in Brazil, India and South Africa are driving this growth by not only innovating in key areas of life – from finance to education – but by creating jobs and livelihood opportunities while promoting responsible consumption.

We continue to seek opportunities where technology is driving a systemic transition towards low-carbon growth and sustainable business models.

Responsible investment

Our capital-allocation strategy reflects this opportunity as we continue increasing our exposure to revenues from a diversified portfolio of asset-light and low-carbon digital services. Every investment we make has the potential to reduce inequalities and drive innovation. By investing in local entrepreneurs 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.

As one of the world's largest technology investors, creating sustainable value lies at the core of everything we do. The companies we invest in are visionary entrepreneurs, rooted in their local communities, building online businesses with a lower carbon footprint than their old-economy offline counterparts.

Digital financial services, for example, reach people previously underserved by traditional banks with concentrated brick-and-mortar infrastructure. Our portfolio of edtech platforms is enabling businesses using an increasingly diverse user group to access online learning anytime, anywhere without the environmental footprint of a physical learning institution. Similarly, grocery-delivery and etail platforms have the potential to combine convenience with a lower carbon footprint from shopping while our best-in-class food-delivery businesses are creating livelihood opportunities in countries where there is high youth unemployment.

The criteria for our investment decisions are clearly defined and exclude or limit our exposure to revenue from business models that conflict with our sustainability-driven approach. Our approach is characterised by the overarching objectives to mitigate risk, manage performance and create sustainable value.

Firstly, we mitigate risks to people and to our planet. We proactively exclude investments in a defined set of controversial activities such as pornography, tobacco, weapons, carbon-intense activities and others.

Secondly, we manage for performance. Once an investment decision is made, we continue to apply an ESG lens to track performance and gauge the progress of companies in which we acquire a controlling interest. While the nature and definition of material impacts may vary between companies, we apply consistent ESG principles and systemically cascade our sustainability agenda to our subsidiaries. These include data privacy and cybersecurity, human rights, business ethics and compliance, and climate action.

Thirdly, we are increasing exposure to sustainability-driven business models across our portfolio. Our Ventures team is exploring potential new sectors from carbon reduction to smart mobility. For example, we invested in companies such as DeHaat and Vegrow that apply sustainable digital solutions in agtech by using soil-biology analytics and AI-based tools to determine the most sustainable solutions for crops and address specific climate and societal challenges.

Creating sustainable value

Responsible business

Our group is well diversified by sector and geography, which is both a strength and a differentiator. While the experience of doing business in difficult contexts is a competitive advantage, it also presents challenges. Our assets span an array of political and social contexts, along with significant variances in the maturity of these companies in addressing ESG topics. Most of the companies are privately held, building technology-based commercial strategies in tough markets. We believe that by securing leading positions in fast-growing markets, our businesses can create the opportunities and connectivity that are preconditions for societal development and environmental protection.

While the principles we bring to our portfolio companies are consistent (as set out in our sustainability policy and environmental programme), we apply a differentiated approach to engaging with them, defined by our shareholding in the company, which is also an indicator of our ability to influence.

In our corporate operations, we control our sustainability strategy. Where we have controlling interests, we work closely with the companies to ensure management embeds our principles for all material matters, adapted for factors such as business model, operations, employees and geography, resources and the complexity of their activities. Where we have significant minority investments, we share our sustainability agenda and ESG principles. The demographics of companies where we hold minority investments are vastly different, ranging from very mature listed entities to companies in their early growth stages. The resource allocation for engagement and monitoring their ESG performance will remain nuanced, based on the type of company and its materiality on our balance sheet. Across all these companies, however, if we have a non-controlling interest, we can be relatively limited in our ability to influence their strategy and activities.

Our engagement considers the position and role of the private sector in the larger country-level operating context of each group company. This includes local regulatory requirements, making a one-size-fits-all approach highly impractical. In the rare situation that national law conflicts with international standards, we expect compliance with national law and seek ways to respect the principles of internationally recognised standards and best practice.

Our sustainability accelerators network (SAN) is an engagement opportunity that we offer to all group companies, regardless of control and ownership levels. This is a forum for sustainability leaders and experts across the group to convene each quarter to share updates and exchange best practices. We encourage open learning across the group. Our sector-specific forums enable our family of businesses to share expertise and best practice on topics such as emissions, plastics, e-waste and electric vehicles. These groups enable the transfer of innovations and best practices between sectors, supported by a network of sustainability champions across Prosus.

Managing our environmental impact

Managing the environmental impact of our businesses is central to our intention to create sustainable value. How we manage our environmental footprint can affect our reputation, regulatory compliance, operational efficiency and therefore our financial performance. The nature of material environmental impacts, and how to define them, can vary between companies. On indicators such as waste and water, we review portfolio companies' activities on a case-by-case basis for issues and potential remedies relevant to their specific business model and operating context.

In our environment programme, available on our website, we have detailed all facets of our environmental impact management. This gives our stakeholders a comprehensive view of material impacts on the planet and how we address the resulting risks and opportunities.

Over the past five years, we have been developing environmental impact reporting across the group. Following the same principles that we apply to our financial reporting, we measure and report on the GHG emissions of our subsidiaries. The scope of our emissions reporting is significant, with added complexity because the entities on which we report represent diverse business models, geographies and operating contexts. Most of our subsidiaries are private and in the process of scaling up and delivering profitable growth. Despite the additional pressure on internal resources to meet the ever-expanding reporting and disclosure requirements on their non-financial performance, we believe their dedication to report on their environmental footprint illustrates their commitment to sustainable value creation.

This year, we have taken another step: all companies are expanding their scope of disclosures to include material areas of their indirect GHG emissions footprint, represented by material categories of scope 3 emissions. To support our progress, this ambition was included as a key performance indicator linked to the short-term incentives of our group CEO and CFO. This year, 100% of our subsidiaries achieved limited assurance on their GHG footprint, including scope 1, scope 2 and material scope 3 categories.

Climate action

Our climate-action approach is defined in three key steps:

- Initially, we onboard all controlled portfolio companies on a carbon-data management tool
- Then, our businesses use this data-driven analysis to define a baseline and set company-specific reduction roadmaps towards net-zero targets
- Finally, we support the companies in their journey to reach these targets by identifying scalable technology and partnerships to enable low-carbon growth and material efficiency.

As of FY24, two portfolio companies have verified science-based climate targets.

The concept of a just transition emerged as a key pillar of the global climate strategy at the 2022 COP27 climate summit. This is particularly relevant given that a majority of our businesses are located in the global south and often operate in communities that are most vulnerable to climate change.

While countries of the industrialised north are responsible for emitting most of the historical GHG emissions, which cause global warming, impacts are felt most strongly in parts of the world with limited resources to tackle the problem. For example, a company seeking to decarbonise its fleet of delivery vehicles in Germany benefits from lower costs of capital and more enabling policies, incentives and infrastructure than comparable businesses in India or South Africa.

This reality is core to any concept of climate justice – and recognised in article 2.2 of the Paris Climate Agreement by an explicit commitment to 'the principle of common but differentiated responsibilities and respective capabilities'. Deploying available technologies to curb emissions is often more difficult, disruptive and expensive in those economies least responsible for global warming.

Climate goals are global, but operating environments and the costs of transition are influenced by the available energy mix, local economy, governments' varying net-zero commitments, policies and regulation. Each company's operating country context is critical to its decarbonisation pathway.

As examples, Brazil has set a goal of achieving its net-zero target by 2050. In contrast, India has set a date of 2070 to achieve the same target. Our food-delivery subsidiary iFood benefits more from Brazil's enabling ecosystem than its peer Swiggy in India.

Our commitment to a fair and just transition underpins our approach to creating sustainable value. Most of our businesses operate in communities that are particularly vulnerable to the impacts of climate change. We believe that a commercial strategy anchored in the climate agenda will contribute to reducing systemic risk, enhancing human capital, and securing our societal licence to operate. Our governance and management framework is in place, ready to support all our

Creating sustainable value

businesses, operations and subsidiaries and associates to meet global climate targets aligned to the Paris Agreement goal of net-zero emissions.

Our science-based targets

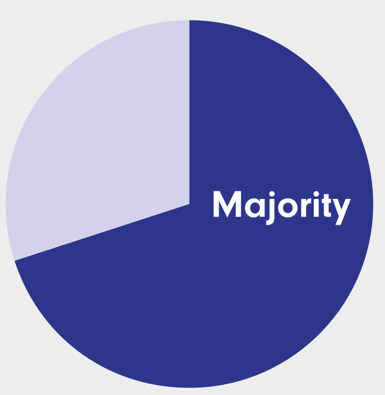
The Science Based Targets initiative (SBTi) has verified our group reduction targets, which confirms that our commitments are aligned with the Paris Agreement:

Corporate emissions

Scope 1 + scope 2 emissions by FY28

Air business travel emissions by FY30

Portfolio emissions



Majority* of our portfolio companies set a science-based reduction target by FY30

* This is measured by invested capital.

Scope 1 and 2 emissions: We will reduce our corporate emissions in line with a net-zero climate scenario by achieving a 100% reduction in absolute scope 1 and 2 GHG emissions by FY28 from a FY20 base year. Following that, we commit to maintaining emissions at zero. Over the past year, we implemented activities towards a total reduction of our scope 1 emissions to zero. For example, the lease on all company cars was terminated for Prosus. At Naspers, we sold all company vehicles and transitioned to one electric car for our South African operations. Over FY24, we maintained scope 1 emissions at zero.

On scope 2, at our Prosus operations, we procure renewable energy from the grid, except for two locations – India and Hong Kong where we are unable to procure green energy for our leased offices. For these locations, we have procured renewable-energy certificates with the objective of realising zero emissions. For our South Africa operations, the country energy mix remains a challenge as we aspire to transition fully to green energy at our offices. However, on-site solar panels provide part of our energy consumption, with the remainder through the purchase of renewable-energy certificates.

Scope 3 category 6 emissions: We will reduce our absolute corporate scope 3 GHG emissions from air business travel 30% by FY30 from a FY20 base year. With post-pandemic business travel picking up, the increase in our air-travel emissions over the past 12 months is reflected in the data reported, but remains well below our base-year emissions, which gives us comfort to achieve our target. In FY25 we will expand the footprint of our corporate travel by including emissions from employee travel for their commute from home to work. We will continue to monitor and implement measures to ensure we realise our target.

Portfolio emissions: We are committed to ensuring that over 50% of our portfolio companies, measured by invested capital, will have set their own science-based reduction targets by FY30. We are engaging with subsidiaries where we have the highest level of influence and strong established collaborative relationships, working closely on their GHG data collection, footprint measurement, emissions management and developing their decarbonisation pathway.

This year, we have supported iFood in preparing to set its Paris Agreement-aligned reduction targets, developing a baseline GHG footprint and establishing a reliable methodology for this calculation. The consequent scenario and strategic planning will focus on designing SBTi-aligned reduction targets in FY25.

For portfolio companies where we have minority interests, we will continue to use our influence as shareholder to engage on their climate action journey. We are partnering with India-based Green Startup Pledge – the world's first climate pledge designed exclusively for start-ups – to enable our minority-investment portfolio companies in India to start their climate-action journey.

Through these and similar initiatives, we are growing the number of portfolio companies working towards setting science-based reduction targets.

As of last year, portfolio companies Tencent and Delivery Hero have set and received SBTi verification for their climate targets, which realises 24% of our portfolio coverage target.

Climate action across the group

OLX and renewable energy

The OLX Group has matured its carbon accounting for scope 1, 2 and material scope 3 categories, expanding its categories (purchased goods and services, capital goods and business travel). In FY24, OLX increased the level of renewable energy used in the offices in Europe to 81%, and has worked with landlords and local offices to reduce its energy consumption.

PayU

Distributed renewable-energy credits (D-RECs)

Prosus committed to buying 3GWh of D-RECs from South Pole between 2022 and 2025, purchasing 1GWh per year. PayU has partnered with us on this transaction, which offers the company a reduction of its electricity-related scope 2 emissions and an impactful way to substantiate its commitment to energy security through equity and sustainable development. Through the D-REC purchase, PayU is investing in high-impact community-level projects in India, including:

- E-Hands Energy: Financial inclusion projects, electrifying rural banks across India – promoting financial inclusion and economic growth (SDG 8), while contributing to industry, innovation and infrastructure (SDG 9)
- Oorja Development Solutions: High-impact solar irrigation pumps for smallholder farmers in India – enhancing food security (SDG 2) and supporting responsible consumption and production (SDG 12)
- OMC Power: Off-grid mini-grid solutions (replacing diesel generators that used to power telecom towers solely) with direct offtake to local off-grid villages. This provides power to private households and businesses – offering them reliable energy, aiding in poverty alleviation (SDG 1) and economic development.

D-RECs extend the impact of renewable-energy certificates (RECs) – a widely used market instrument – to smaller projects that are either off-grid or with a limited connection to the grid and often cannot easily access financing. Renewable-energy solutions made viable by D-RECs, like solar mini-grids, deliver clean energy to irrigation systems, healthcare facilities, schools and homes. By improving critical services for communities, the tremendous development potential of D-RECs contribute to UN SDGs on health, food security, education and helping to fight climate change.

Carbon-neutral checkout

PayU has committed to introducing the carbon-neutral checkout initiative, offering end consumers the opportunity to offset the carbon footprint of their online purchases. This new service can potentially capture significant volumes of GHG emissions annually and unlock financing to climate projects.

In collaboration with FootprintLab and Climes, PayU has taken innovative steps to ensure a reliable, transparent and impactful service; it has integrated carbon footprint measurement; transactional dynamics of voluntary carbon credit markets; and independent project verification in its core processes of payment and finance.

The initiative gives merchants an opportunity to underscore their sustainability commitments and empower consumers to align their purchases with environmental values.

Creating sustainable value

Prosus group environmental indicators

Scope 1, 2 and 3 emissions (material categories)

Corporate

	tCO_2e
Scope 1	0
Scope 2 market-based	0
Scope 3 purchased goods and services	2 557
Scope 3 business travel	4 842

Segment

Food Delivery

Scope 1	0.1
Scope 2 market-based	303
Scope 3 purchased goods and services	2 248
Scope 3 downstream transportation and distribution	273 842

Classifieds

Scope 1	422
Scope 2 market-based	1 211
Scope 3 purchased goods and services	10 466
Scope 3 business travel	979

Payments and Fintech

Scope 1	442
Scope 2 market-based	0
Scope 3 purchased goods and services	575 652
Scope 3 business travel	3 791

Edtech	tCO_2e
Scope 1	145
Scope 2 market-based	137
Scope 3 purchased goods and services	6 366
Scope 3 business travel	1 153

Etail

Scope 1	13 002
Scope 2 market-based	3 081
Scope 3 purchased goods and services	789 977
Scope 3 downstream transportation and distribution	2 030

Total carbon footprint in metric tonnes CO_2e

Scope 1	14 011.1 LA
Scope 2 market-based	4 732 LA
Scope 3	1 673 903 LA
C1 – purchased goods and services	1 387 266 LA
C6 – business travel	10 765 LA
C9 – downstream transportation and distribution	275 872 LA

Carbon intensity	tCO_2e/revenue US$'m
Corporate	n/a
Food Delivery	0.23
Classifieds	2.31
Payments and Fintech	0.41
Edtech	1.90
Etail	7.29
Total	**3.43 LA**

Energy use	MWh Renewable	MWh Non-renewable
Corporate	514	0
Food Delivery	0	2 258
Classifieds	821	4 268
Payments and Fintech	1 458	1 548
Edtech	630	985
Etail	14 560	62 129
Total	**89 171 LA**	

* tCO_2e: tonnes of CO_2 equivalent.

Scope 1 – operational emissions from the use of fossil fuels and refrigerants
Scope 2 – operational emissions from purchased electricity in own operations
Scope 3 – extended value-chain emissions

The carbon emissions data was prepared in line with the following criteria for scope 1, scope 2 and scope 3 emissions and can be accessed on our website at: https://www.prosusreport2024.com/.

For Naspers carbon emissions, refer to page 52 of the Naspers integrated annual report.

Creating sustainable value

Sustainable deliveries

The GHG emissions footprint of our portfolio of digital tech companies is low relative to most industrial sectors. Nonetheless, pockets of carbon-intense activities exist in some of our investment value chains, particularly food delivery and etail. In an era marked by growing concerns about carbon emissions, climate change, air pollution and urbanisation, society is grappling to reconcile consumer convenience with environmental responsibility. The food, grocery and etail delivery sectors are at the heart of this challenge.

Our food-delivery and etail companies are transforming how consumers purchase food, groceries and other products. Driven by digital technologies and changing consumer habits, ecommerce sectors are growing, and their business inevitably leads to increased environmental impact from deliveries.

Curbing the environmental impact of delivery services is a priority across our businesses in these sectors and focuses on two categories: packaging and delivery vehicles. We recognise the opportunity of delivery platforms to be a catalyst for implementing and scaling sustainable solutions for packaging and zero-emissions last-mile deliveries.

Sustainable packaging

We actively support our portfolio companies to develop sustainable-packaging strategies, to prevent waste and harness the opportunity to scale solutions for millions of users.

In the absence of a global framework on sustainable packaging, we have articulated 10 golden rules for our group companies to reduce waste in their operations and extended value chains. These were launched as a global report with region-specific versions last year.

This year, we focused on mapping the packaging footprint of subsidiaries in our Food Delivery and Etail segments and supporting actions to implement sustainable packaging solutions, inspired by the golden rules (see our environmental impact report for packaging footprint data). Our specialised cross-sectoral working group, comprising all portfolio companies that use packaging, is our platform to identify and enable the adoption of best practices and learnings.

We also became a supporting member of the India Plastic Pact, along with our associate Swiggy. With this, we aim to continue developing and sharing best practices on this issue.

iFood and its fight against plastic pollution

iFood, the first food-tech company in Brazil to sign the UN Global Compact, is using its presence in the country to support the acceleration to greener economies. Research estimates that plastic waste enters the ocean at a rate of about 11 million tonnes a year, including plates, cups, cutlery, plastic bags and non-recyclable disposable straws. Without a national or public-sector recycling plan for these items, they end up in landfill or in the environment. Given its role in the food ecosystem, iFood believes it can contribute to improving Brazil's waste management.

In the fight against plastic pollution, several measures were actioned in FY24. This year, the Nature's Friends initiative reduced the circulation of more than 1 000 tonnes of single-use plastic, specifically cutlery.

To find cheaper and ecofriendly alternatives to plastic, two sustainable packaging portfolios were launched for restaurants: the gBox, made from compostable corn husk in partnership with GrowPack, and a 100% recyclable paper packaging for burgers and snacks in collaboration with Klabin – called *#HamburguerNoPapel campaign*.

Recycling efforts, especially for materials like styrofoam and plastic, were bolstered through collaborations with recycling co-operatives, resulting in almost 500 tonnes of plastic being recycled.

Zero-emission deliveries

Mastering last-mile deliveries is at the heart of our food-delivery and etail businesses. Given their growing success, managing the impact of these deliveries in terms of air pollution and GHG emissions is now a priority. Global last-mile delivery demand is projected to increase 78% by 2030. This would mean a 36% rise in the number of delivery vehicles in the world's top 100 cities and, if we do not intervene, 32% growth in GHG emissions.

Our report *Electrifying progress: scaling zero-carbon deliveries of food, groceries and parcels* examines barriers and enablers to scaling electric-vehicle adoption in last-mile deliveries. This can yield substantial economic savings, as electric vehicles have reduced per-kilometre consumption, lower operational costs, and offer protection against volatile fuel prices.

Creating enabling conditions for scaling zero-emission deliveries requires collaborating across the value chain, with a key role for policy and finance teams to support the transition. We are working with our portfolio companies in the food-delivery and etail sectors to create these conditions and turn pilots on zero-emission deliveries into scaled solutions.

Creating sustainable value

iFood's aim: zero-carbon delivery

iFood is committed to advancing sustainable transportation methods, with a target of achieving 50% of its deliveries through clean vehicles by 2025.

To reach this goal, it is developing innovative solutions to facilitate more deliveries using environmentally friendly vehicles, while introducing products and projects to promote the adoption of bicycles, e-bikes, scooters and e-motorcycles.

In the first quarter of calendar 2023, 23.2% of iFood's deliveries were made by non-polluting means such as bicycles, e-bikes, scooters or e-motorcycles. iFood celebrated the third anniversary of its iFood Pedal initiative in October 2023. This initiative, which offers bicycle-rental services exclusively for delivery, now operates in seven Brazilian cities. On average, it handles 830 000 orders per month, totalling 19.5 million orders by March 2024, using 3 750 e-bikes. Additionally, through a partnership with the start-up Vammo, iFood has conducted successful trials on e-motorcycles, with plans for expansion. iFood has also enhanced its understanding of scope 3 emissions in its value chain, paving the way for future science-based sustainability targets.

By the end of the year, iFood had achieved a milestone of delivering 37 million zero-emissions orders using bicycles, e-bikes, e-motorcycles and drones.

Circular economy

We live in a world of limited natural resources, where mining raw materials and manufacturing products have negative environmental impacts. The solution is to transition from a take-make-waste system to a circular economy.

A circular economy goes beyond simply recycling; it enables consumers to live the lives they want with limited environmental impact. Extending a product's life is a key part of the circular economy. By facilitating the trade of secondhand products, our classifieds platforms extend life cycles for items that would otherwise have short lives. As a result, our need for new products is lessened and our production of waste decreases.

Enabling secondhand trade at OLX

OLX and its users contribute to building a more sustainable world through trade. In 2023, our classifieds platform OLX helped people trade over 25 million secondhand products across Europe and South Africa. Choosing secondhand over new helps conserve resources. OLX has modelled the positive impact of its circular model by calculating how reusing consumer products leads to substantial resource savings. The annual impact report of OLX quantifies this positive impact: it calculates the volume of materials, water and energy that are conserved by enabling its customers to extend the life of consumer goods.

For just the categories of vehicles and electronics, over 9.3 million secondhand items were sold in the past year. This helped conserve more than 2.5 million tonnes of materials and 428 million m^3 of water. Saving materials and reducing the production of new items also significantly helps reduce GHG emissions. In 2023 this was over 3 million tonnes of CO_2e emissions.

The circular economy also enables users to save money while conserving energy. In 2023, for electronics alone, our users saved over €169m, proving that the circular economy can be a win-win.

The annual impact report and more details can be found at **www.olxgroup.com/impact**.

Biodiversity

Biodiversity loss is a growing and multifaceted concern. We need to first understand the corporate interaction with, as well as dependency and impacts on, nature. Then we need to take targeted action to mitigate negative impacts. This is challenging due to the complexity of natural systems involved, speed of changes occurring within them, and limited tools available to do this in a comprehensive way.

This year, in line with the Taskforce on Nature-related Financial Disclosures (TNFD) disclosure recommendations, we conducted a high-level preliminary biodiversity scoping assessment. The assessment used the WWF Biodiversity Risk Filter which mapped the exposure and dependency of subsidiaries iFood, eMAG, Media24, PayU, OLX, GoodHabitz and Takealot to biodiversity risk. In addition, we leveraged the deeper understanding obtained from our detailed climate risk assessment on the interplay between our business and nature and inter-connected climate and biodiversity risks, for example around water, within this assessment.

Reflecting the respective business models and digital nature of operations, most of our portfolio companies' direct operations have very few physical assets, mostly in urbanised locations with low biodiversity concentrations. As such, exposure to biodiversity risk is low and dependency on ecosystem services is minimal compared to other business sectors.

The biodiversity assessment included direct operations, while supply chains were not in scope. Specific sectors and subsidiaries, like food and etail companies, have dependency on biodiversity and ecosystem services in their extended supply chains. The exact nature of this relationship and exposure requires further analysis, and will have to be mapped by individual portfolio companies which know, manage and engage their extended value chain.

Transforming extractive economy to green economy in Carpathian Mountains

Despite the natural wealth in the backcountry of communities living around the Fagaras Mountains in the south-central Carpathian Mountains, people face poverty and social problems, lack of adequate infrastructure, and poor education possibilities. Depopulation due to departure of the younger generation is a sad consequence, which again has a negative feedback effect on social services and infrastructure.

Carpathia Foundation believes that creating a new national park could break this chain and could become a win-win situation for biodiversity conservation and an engine for economic development of local communities. However, such a national park comes with many changes for these communities; the current economy will need to go through a transformation process and new economic streams must be developed to create advantages and incentives for the communities to accept and endorse a national park.

Prosus supported Carpathia Foundation to invest in relevant IT systems for local small-scale farmers and an ecotourism programme, in addition to digital marketing campaigns. This will help Carpathia Foundation kickstart this transformation process towards a local green economy.

Creating sustainable value

Climate-related risks

Several of our portfolio companies operate in high-growth markets that are more impacted by climate-related risks from changing weather and climatic conditions than more developed markets. We therefore recognise that, as a company, we contribute to climate change through our emissions and we are impacted by its effects.

This year, we have worked with Ernst & Young to assess climate-related risks to our group by analysing the exposure and vulnerability of our subsidiaries' operations to these risks, not only from a changing climate but also a changing operational context such as regulation and consumer preferences. The potential impact of a changing climate on our group was assessed using a scenario analysis, pinpointing the locations of our subsidiaries' assets, considering their business models and their vulnerability to the impact of natural hazards like flooding, fire and heat, over the medium (2030) and long term (2050). While the models show that several subsidiaries have activities in locations that are projected to be highly exposed to such hazards, the assessment concluded there is limited value at risk due to a changing climate. Food Delivery and Etail, with deliveries in their value chains, see most potential impact on their operations, but this is also classified as low. Greater detail on our climate-related risk assessment will be published in our FY24 TCFD report on our website.

Supplier sustainability

We are committed to building a more sustainable supply chain through our purchase decisions. At corporate level, we have implemented an integrated vendor-screening tool. We have screened all our vendors across a range of material matters to identify any areas of concern. The tool will be continuously used to assess our current and future portfolio of vendors.

Supplier code of conduct

Our board has set the guiding business values and the ethical climate in our code of business ethics and conduct, which details what we expect from our employees, stakeholders and potential investment opportunities. Building on this code, our supplier code of conduct outlines the principles and guidelines we expect them to follow to remain trusted business partners. It asks our vendors to live up to the highest standards on social themes and take action to reduce their environmental impact.

Supplier screening and engagement

Before we engage with a supplier, we screen the organisation for its historical conduct on several elements like financial conduct, and incidents related to human rights and environmental management. Once this screening proves satisfactory and all red flags are addressed sufficiently, we onboard or continue working with the supplier.

In FY23, we began to engage with top suppliers of the Naspers and Prosus corporate entities, requesting them to share GHG emissions linked to services they provide to our corporate headquarters operations as well as details of their emission-reduction targets. The cornerstones of climate action are GHG accounting and transparency. Every company needs to measure its GHG footprint and disclose this information, thereby building global transparency on emissions of every value chain and enabling its clients and suppliers to improve the accuracy of their GHG footprints, which will enable more effective reduction activities and targets. We will engage the largest suppliers, those who do not publicly make their GHG emissions available, and ask them to start reporting on GHG emissions and on ambitious climate targets.

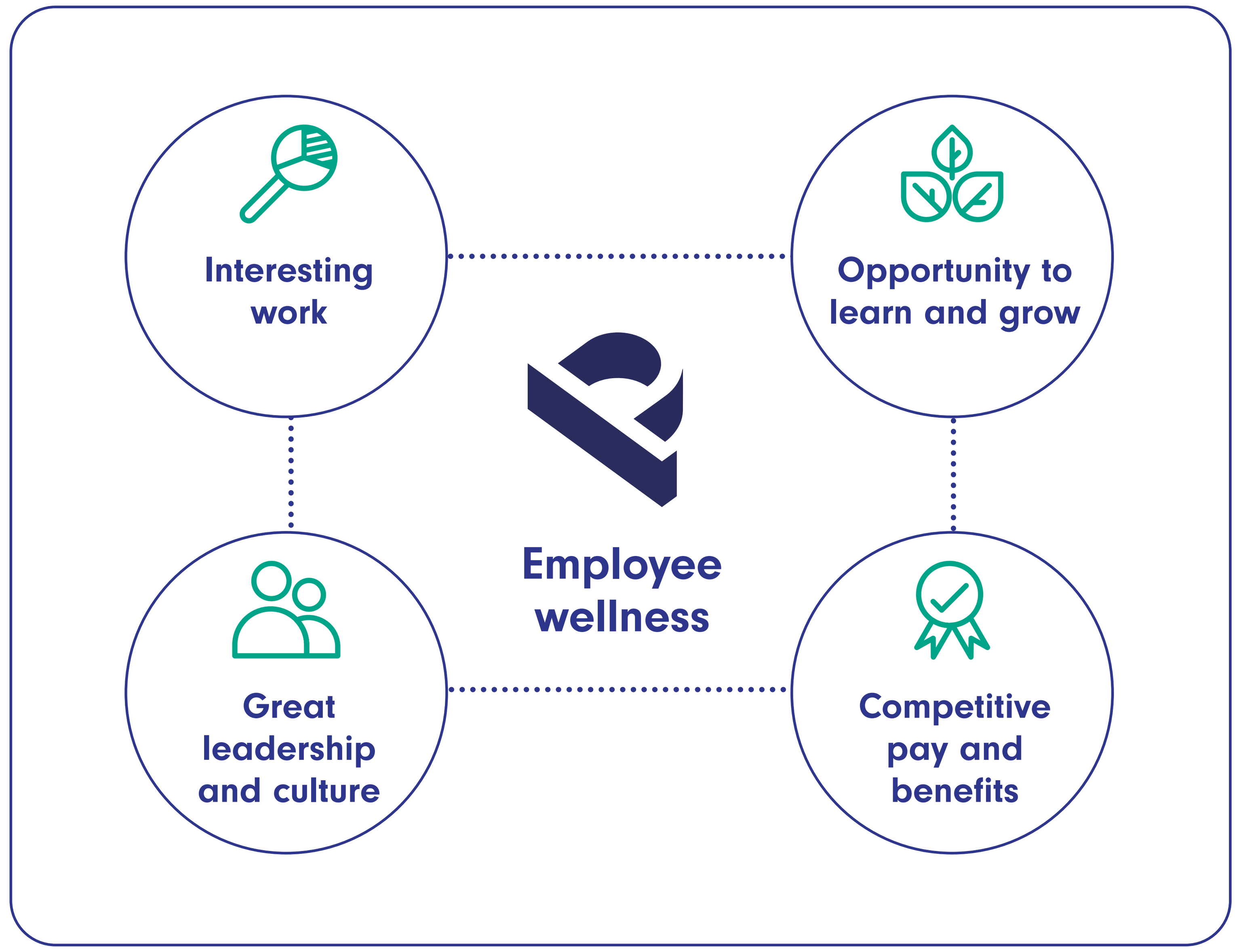
For detailed information on the results of our supplier engagement, refer to our environmental impact report on our website.

People

SDG 8 SDG 9

Our people are the heart of our business – they underpin our success. We are dedicated to helping our people develop their full potential by creating a diverse, inclusive and learning organisation.

Employee value proposition



Our employee value proposition

Our people seek meaningful jobs with line-of-sight to business outcomes and the opportunity to learn and grow professionally. We enjoy working in a purpose-driven environment, where we are recognised for a job well done and are fairly paid in line with personal and company performance. We care for and connect with our people, particularly in times of need.

Interesting work for our people

We are dedicated to helping our people be their best by enabling a culture built on diversity, inclusion and learning.

We face the global shortage of digital talent every day. The best people have many choices about how and where they work, and who they work for, so our employee value proposition is critical to attract talent that ensures the continued growth and success of our business. As such, we focus on:

- Offering meaningful jobs with a sense of purpose in a company committed to deploying technology to address big societal needs and to enriching the communities in which it operates
- Delivering career-enhancing professional development and ongoing opportunities to network, learn and collaborate internally and externally
- Recognising excellent work with fair and competitive rewards, enabling us to compete for talent with global, regional and local consumer internet companies
- Putting positive, engaging and inclusive culture and leadership at the heart of everything we do, in an environment where many different types of people feel happy and are able to do their best work.

Opportunity to learn and grow

We make learning accessible everywhere, at any time. MyAcademy – our online hub connecting our people to learning materials – is available on demand to everyone in the group.

Our people development programmes focus on four key areas:

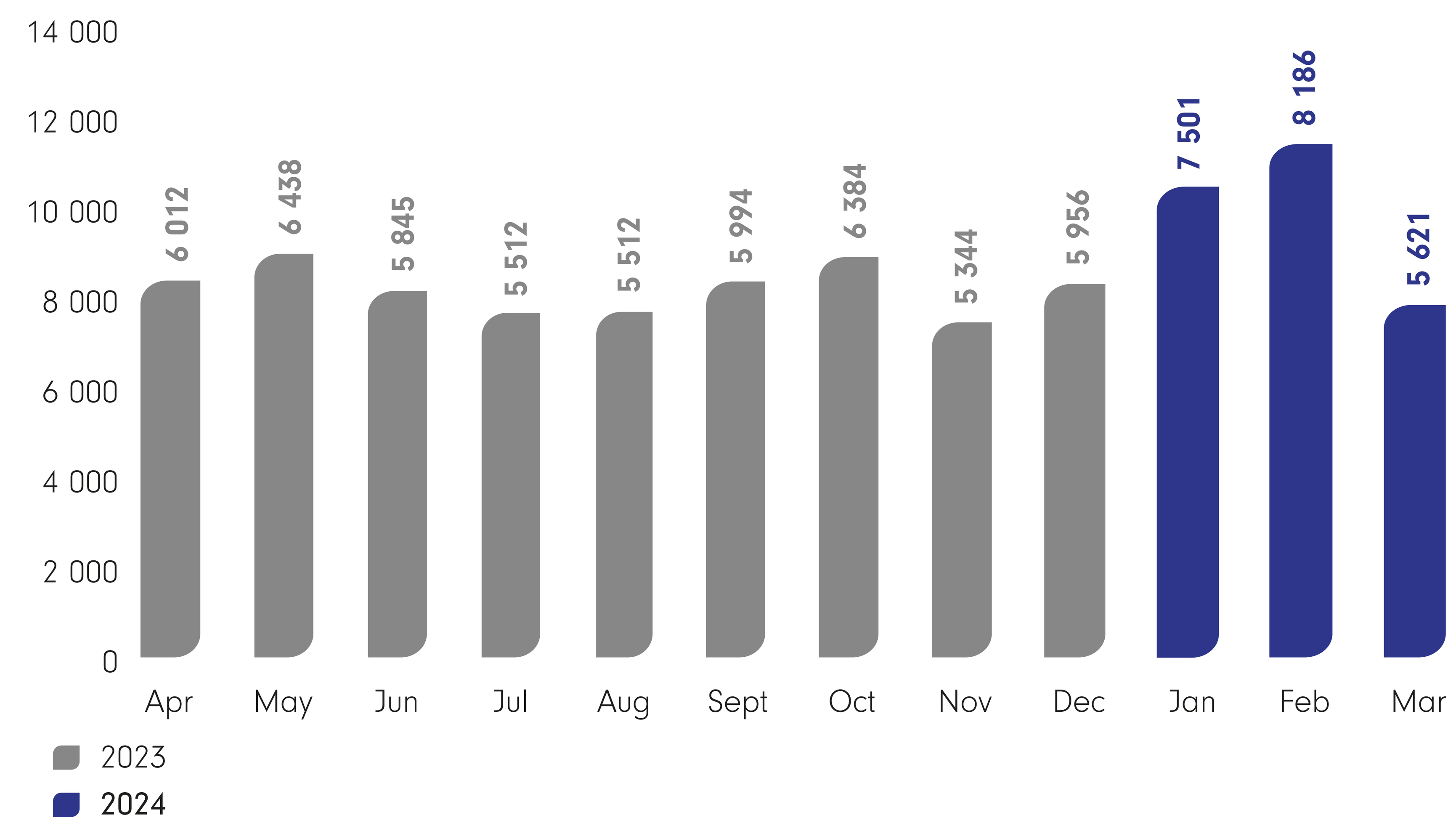
- Reinforcing the leadership pipeline and accelerating the growth of top talent
- Driving a performance culture
- Supporting the ongoing development and growth of our businesses by equipping our people with core consumer internet and digital media skills
- Accelerating major transformation plans requiring large population upskilling such as AI, diversity and inclusion, and sustainability.

We have curated the very best learning experiences from providers around the world, including our own education partners. The flexibility of the MyAcademy web-based technology allows rapid and efficient deployment across the group.

Limitless learning

We care deeply about providing equal learning opportunities to our people, especially in geographies where access to learning is hampered by the lack of local infrastructure and resources.

Monthly active learners

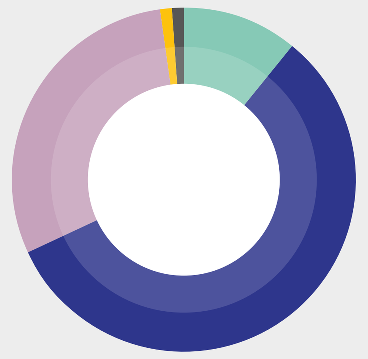


To illustrate the flexibility of our digital learning platform, we supported the group focus on cybersecurity by launching programmes that equip people with an understanding of associated threats.

We also explored learning formats that more closely resemble face-to-face training sessions by expanding our live digital training offering. In 2023, we organised four live 'unplugged' MyAcademy sessions, inviting external speakers to talk about sustainability and inclusion. This new format allows us to simultaneously connect hundreds of employees with recognised external experts on some group priorities.

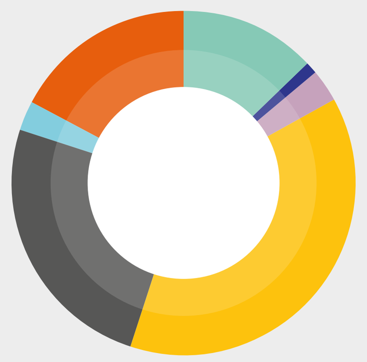
People

Headcount by region



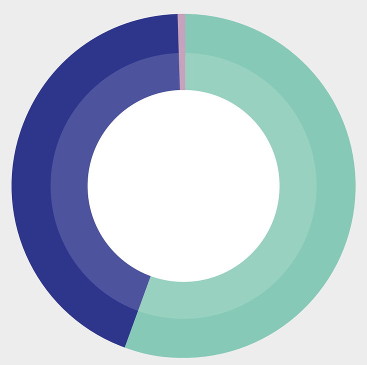
Asia Pacific	2 337	11%
Europe, Middle East and Africa	12 115	58%
Latin America	6 242	30%
United Kingdom	77	<1%
North America	277	1%
Total	**21 048**	**100%**

Headcount by segment



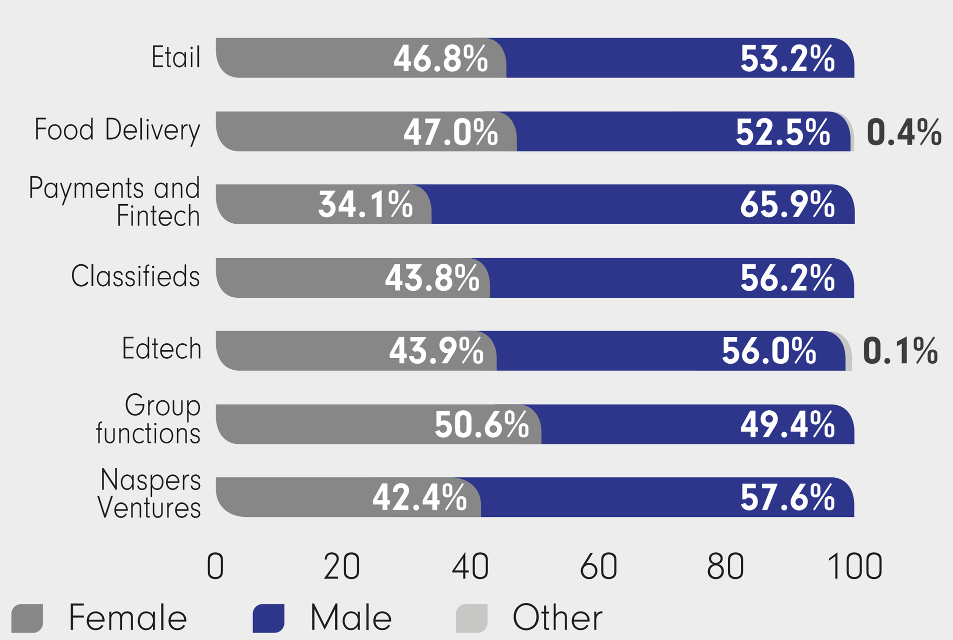
Classifieds	2 811	13%
Corporate	166	1%
Edtech	677	3%
Etail	8 041	38%
Food Delivery	5 215	25%
Other	585	3%
Payments and Fintech	3 553	17%
Total		**100%**

Demographics by headcount



Male	11 739	56%
Female	9 285	44%
Other	24	<1%
Total		**100%**

Employee gender composition across all segments



Strengthening our capabilities on topics critical for growth

Technology training is one of the most popular development areas on MyAcademy. We also use the platform to accelerate and strengthen our capabilities on other topics critical to our growth – from leadership and management skills to personal development and cross-cultural training.

Our live education programmes focus on leadership, management, business development, artificial intelligence (AI) and machine learning (ML). These sessions bring people together from across the group, enabling them to learn from each other, share best practice and interact with the best trainers and facilitators in their field. We will continue to introduce our leaders to the latest innovations so they can translate them into practical business initiatives.

MyAcademy is also a critical element in our AI and ML transformation plan. We use it to train people who are not in engineering roles in AI and ML, through our AI for everyone course. MyAcademy has enabled 127 technology colleagues to earn AI nanodegrees and initiate a new career path in the field. In addition, 775 AI-related certifications have been earned. Our AI for growth programme equips business leaders with the skills and knowledge they need to build AI-centric businesses.

Headcount 2024

A total of 21 048 (FY23: 22 634) permanent employees in some 80 countries and markets.

Great leadership and culture

Cultivating a strong groupwide culture

We are a diverse group of global companies with consistent values for our people, regardless of where we operate.

Building a diverse and inclusive workplace

Building a diverse and inclusive workplace is key to our business growth and success strategy.

Given the scarcity of talent in the consumer internet industry and our focus on growth markets, attracting and retaining talented and qualified candidates is an ongoing challenge. We are addressing this with talent sourcing and acquisition strategies designed to attract a diverse range of people who, in turn, represent the full diversity of our customer base.

Our approach is based on three interdependent pillars:

- **Top leadership support:** Our leadership team champions these initiatives. Diversity and inclusion is a business strategic priority, and a measurable goal for management teams.
- **Employee experience:** All the different experiences individuals can have in their journey with our group.
- **Shared responsibility:** To ensure we create a truly inclusive workplace, and have the right impact on society, we all have a responsibility to encourage diversity and inclusion.

Employee experience

Focusing on gender diversity

We face the same challenge as our consumer internet competitors in attracting and retaining female talent, especially for product and technology roles. Our initiatives to address gender diversity specifically span the employee journey at all levels of the organisation.

We track gender representation at every stage in our recruitment process and use data to ensure our recruitment pipeline is more balanced. We review our job descriptions and communications with candidates to ensure the language we use is inclusive and there is a diverse interview panel.

From board to senior management and the general employee population, there is an upward trend in hiring women, as reflected in the last four additions to the board. In addition, more women are being recruited into management roles across the group.

To ensure the gender balance of our board members, we are committed to a minimum of one-third of board members who are female. In addition, we are committed to achieve at least 40% female representation at a senior management level by FY26.

Involving our employees

We assess our progress in building an inclusive workplace by asking all our people for their feedback in our annual engagement survey. Monitoring the results enables us to understand if we are making the desired positive impact, and results this year show great progress. We also include the topic of building an inclusive workplace in our leadership development programmes to reinforce its importance.

We are committed to creating working environments that are free from harassment of any kind. We have provided training and education to all our employees on our zero-tolerance approach to harassment, and guidance on how to raise any concerns.

In our 2024 employee engagement survey, we maintained our overall engagement score of 71%. Employee sentiment was impacted by ongoing change across our multiple locations. We remain committed to improving employee engagement and will continue to focus on that in the new financial year.

People

Diversity and inclusion are critical to our success and we have expanded our diversity focus to move beyond gender diversity and reached a global score of 79% favourable responses to our question on diversity in general. We achieved a score of 86% favourable responses to our inclusion question, stated as: 'I feel respected at my company'. We see no significant difference in results between genders for these questions. We believe employee feedback is a good indicator of our impact and progress towards greater diversity and inclusion in the workplace. Employee sentiment was impacted by workforce restructuring during the period. We remain committed to improving employee engagement and will continue to focus on that in the new financial year.

Competitive pay and benefits

Fair pay

Equality and consistency are embedded in our pay practices across the group as we build diverse and inclusive workplaces. We operate in high-growth economies where socioeconomic disparity can be large, and societal fairness is very important to us. We ensure our pay practices around the world are fair, competitive and above minimum-wage standards.

Our commitment to pay for performance and alignment with shareholder value creation drives all our reward activities. It also supports the ownership mentality and spirit of entrepreneurship in our teams around the world.

Our fair remuneration systems are:

› **Equitable:** Free from discrimination
› **Relevant:** Linked to personal and company performance
› **Rational:** Easy to explain.

We strive to pay fairly and responsibly. As far as possible, pay structure is consistent, regardless of seniority, ensuring equality of pay across our businesses.

We are committed to ensuring that the companies we invest in have fair pay and working conditions for delivery partners, irrespective of the classification of their engagement, which varies across the globe.

Our companies provide a range of benefits to drivers, which varies by country, such as: health insurance/life insurance benefits, access to driver education, and low-cost access to safety equipment (such as helmets and protective clothing).

Ensuring pay equality

We believe in equitable pay for performance – rewarding people fairly for performance aligned to shareholder outcomes. As such, reward is designed to incentivise achieving strategic, operational and financial objectives in the short and long term. In addition, we design our reward system to attract and retain the best diverse talent around the world, fairly and responsibly.

To ensure equality, we offer similar pay, bonus and long-term incentives for similar jobs and performance levels, make fair and consistent pay decisions and apply objective and measurable pay differentiation. We do this regardless of race, gender, sexual orientation, religion, colour, nationality or disability. We ensure equality at every step, from hiring to placement to progression.

Maintaining pay equality is embedded in our ways of working:

› We run regular pay-equality analyses, for example for new hires, to identify any unintended or possibly biased differentiation in pay
› We perform calibration exercises across the group as a standard process before we make reward decisions so that we can proactively redirect if needed.

Employee wellbeing

We believe happy and engaged employees create satisfying customer experiences. It is important in a competitive global market that we give our people a compelling reason to work for Prosus. We regularly measure employee engagement across the group and ask our people for feedback on their experience of working at our group companies. Our businesses actively encourage participation in our employee engagement survey, address issues raised and share best practices.

In our last engagement survey in May 2024, we achieved a participation rate of 82% and maintained our engagement score of 71%. Employee sentiment was impacted by ongoing change across our multiple locations and although these results are slightly lower than what we aimed for (76%) but they are still in line with external benchmarks, and we continue to focus on positive employee engagement across the group.

Throughout this last survey, we noted a continued increase in our leadership and learning and development factors versus the last survey done in FY23. The most significant increase is focused on the teams' experience of leaders keeping them informed about what is happening in the organisation, showing the direct impact of our leadership communication strategy and commitment in times of change.

Statistics

Engagement survey participation rate of	Engagement score of
82%	**71%**

Artificial intelligence

As a global tech business, AI is essential for Prosus. We ensure we develop and deploy it as quickly as possible across the group to support business growth, innovate and improve our competitive ability. And we seek to always do this in the right way – by design, ethically and responsibly.

Applying AI to improve everyday life

Across the group, we apply data science and AI in numerous ways to add value for customers, partners and the business as well as to fulfil our purpose. This includes better product recommendations, fraud prevention, content moderation, logistics optimisation and more. We also use generative AI (GenAI) to develop new products and concepts across our segments, such as content enhancement for restaurants in Food Delivery and personal tutors in Edtech.

Our guiding principles

Clear principles guide how we develop and deploy AI:

1. **Deploy AI** everywhere it makes business sense
2. **Develop AI-by-design** for innovation in products and services
3. **Develop and deploy AI** ethically and responsibly

Embedding AI across the group

Spearheaded by the Prosus AI team, we have embedded AI across the group. The central team works closely with company AI teams on multiple initiatives, including:

- Organisational changes to support the adoption of AI and GenAI at scale
- Talent and leadership development programmes
- Actively engaging with the global research and development (R&D) community
- Adopting AI platforms in engineering and training large language models
- Developing deliberate data strategies
- Investing in AI-first companies.

Across the group, AI is woven into the fabric of our operations, how we innovate and keep improving. At the scale we now operate across our core segments, AI is essential for growth and sustained profitability. In addition to maintaining many ML applications in production, group companies continue improving ML capabilities and models.

iFood further developed customer-support automation models, leading to over **US$20m** in cost reductions annually.

PayU

Using data, AI and ML in the right way

Prosus is committed to using data, AI and ML in a responsible and ethical way. This objective is supported by our defined governance model and responsible AI frameworks.

PayU's global personal-data governance policy focuses on accountability and responsible use. Backed by appropriate global training and awareness raising, we have created PayU's privacy and security-by-design policy and toolkit to embed robust privacy and security requirements across the business. The team also developed a benchmarking and privacy control engine and worked closely with the Wibmo team to obtain the ISO 27001 and 27701 (privacy) certifications.

PayU accelerated the adoption of data and AI across its credit and payments businesses. This is core to running each business, delivering growth targets and controlling risks:

- In the credit business, PayU (much like other credit companies) relies on data and AI to assess consumers' credit risk before making a lending decision. This includes the permissible use of data provided by third parties, such as credit bureaus, depending on the region
- Data and AI are also crucial in other facets of PayU's lending products and customer experience. Examples include simplifying customer onboarding when applying for a loan; enhancing customer retention and reducing churn; and determining the need for different lending products while increasing cross-sell of products
- In the payments business, the rapid acceleration of digital payments due to Covid-19 has increased online fraud. Data and AI are used to control fraud losses incurred by PayU and its customers (online merchants and banks). We deployed LLM models to automate the process of ensuring website completeness and flag merchant websites with content or activity that violated PayU's policy
- Improving merchant-level profitability was a focus in FY24. A lifetime value model was developed to identify merchant segments with high margins and identify segments that were unprofitable. Acquisition strategy was revamped to focus on profitable merchant segments.

Given the increased use of data and AI, PayU further improved data governance. Centralised data warehouses that store, maintain and enable permissible use were created, adhering to data governance regulations and practices (eg localisation). Data and AI governance will remain a priority in coming years.

Artificial intelligence

Companies have also started to deploy GenAI across a wide range of use cases.

- iFood has deployed a GenAI-powered assistant to further support the work of customer service teams. The tools increase customer satisfaction (measured as NPS) by 36% and cut ticket-resolution time significantly
- Brainly uses GenAI to tailor student responses to the student's needs, with measurable impact on conversion
- OLX already uses automatic image detection for moderation and is deploying GenAI to further improve this, resulting in over 98% automation, fewer false positives and a 15% cost reduction.

Across our sectors, companies are mature in their use of AI. They are also testing extensively with GenAI and increasingly deploy use cases where it makes immediate business impact.

Innovating with AI and GenAI

We are increasingly focused on AI-by-design – using our technologies and expertise to make operational improvements and to change the way we do business. This approach 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.

GenAI is a newer development, with the first wave of usable models emerging in 2019. The very rapid development in this field in 2023 has made it one of the most vibrant technology areas globally.

In mid-2022, we decided to develop a personal AI Assistant for our colleagues across the Prosus group, and we accelerated deployment in 2023. The tool is based on a series of GenAI models and designed for experimentation and use-case discovery. We wanted to offer everyone the opportunity of testing GenAI firsthand, and to understand where it could make a difference to their work and their business. Designed with our privacy and safety criteria in mind, it is currently available to about 13 000 colleagues.

We continuously engage with users to support them with training sessions, and to understand use cases and feedback. About 30% of the use cases are in software engineering, across all spectrums of software development and deployment. The second-most common use case is writing and communication, which ranges from translation to improving the flow of text in a document. Overall, 70% of users report increased productivity. They also indicate that they are more independent thanks to the tool (less need to rely on a colleague for a range of tasks).

Aside from productivity, the AI Assistant supports discovery of use cases that have material impact for the organisation. The pattern is one of discovery, stress testing and refinement until they develop confidence that a use case could work at scale. We have seen this pattern many times and, for applications that have already been on the market for some time, we see measurable impact on business KPIs and performance. Examples of products following this pattern are summarised below:

- **Ginny:** A learning assistant (K–12) developed by brainly.com
- **compr.ai:** Conversational grocery-ordering application at iFood
- **The simulation:** RolePlay (part of learning sales skills), developed by goodhabitz.com
- **overflow.ai:** Suite of products of Stackoverflow.com that blends information discovery, code assistance and GenAI.

Using AI responsibly

To operate predictably within known boundaries of reliability, our models must be robust. They must be unbiased, so that they do not discriminate, eg on the basis of gender. They must be transparent, so that their outputs, for example an AI-based credit decision, can be clearly explained and understood.

Our framework proactively includes the social and ethical dimensions of AI in the development process, based on key principles:

- **Govern:** Anchor AI to core values, ethical guidelines and regulatory constraints, for example by specifying principles in developing fair and responsible AI
- **Design:** Design for privacy, security, transparency, bias, robustness, for example engineering training on how to make models more robust and explainable
- **Monitor:** Auditing for accountability, bias and cybersecurity, such as adopting tools for bias check as part of model-development practices, or introducing feedback loops for GenAI tools
- **Train:** Prepare and equip our people to take full advantage of AI and new workstyles. This includes upskilling engineering teams on validating robustness as part of the testing process, as well as end-user training on how to best leverage AI tools.

One example of applying this framework is the reduction of incorrect/improper responses in the AI Assistant, a common issue in GenAI tools at this early stage of development. For each user interaction, we introduced a mechanism to collect feedback, which includes the ability to capture so-called hallucinations – where the tool 'makes things up'. At launch, the tool could only be used under careful human oversight, given the frequency of inaccurate responses. That level was reduced well below 2% of interactions by mid-2023. There are several reasons for this. While underlying models have improved and reduced hallucinations at source, we also improved the AI Assistant design based on this feedback loop. Finally, through education, training and awareness programmes, users better understand the technology, and use the tool responsibly and with more control.

Programme statistics

>550	>13 000
data scientists now part of the Prosus AI community	associates have the Prosus AI Assistant available

Operationalising ethical and responsible AI

Our operational approach to ethical and responsible AI is focused on adopting best practices across our data-science community. By using the Prosus AI Assistant, we have also identified guardrails and practices that help our GenAI models produce more helpful, harmless and honest responses. These guardrails are continuously evolving and integrated in our technology stack.

We focus on raising awareness through demonstrations and technical education to ensure these tools are adopted and used effectively.

We continue associated training for our leaders and technical teams, as summarised below:

- **Educating leadership on ethical and responsible AI**
  For over three years now, a rolling programme is educating leadership across the group on ethical and responsible AI. Throughout the programme, leaders can see the potential of AI to implement their company's ambitions while developing fair, robust and transparent AI.
- **Deep dives in GenAI for leaders**
  A new rolling programme offers deep dives on GenAI. These map the evolution of the field, educate and create awareness on the potential and limitations of large language models. We offer deep dives to senior staff of group companies regularly. This year, we focused on trends shaping GenAI and on developing GenAI applications.
- **Training engineers in AI**
  We offer highly specialised training on several AI themes for engineers and product managers, including model deployment, ML pipelines, ML operations and natural language processing.

Artificial intelligence

› **Training on GenAI**
We have designed and delivered a range of training for large language models and GenAI, with hands-on sessions for developing practical experience. These include:
- Learning sessions for senior leaders with hands-on workshops, offered to all leaders of group companies
- Engineering training on full-stack LLM development
- Hackathons as a way to learn GenAI hands-on. Notable examples are the large-scale hackathons at OLX, iFood and Glovo, which have produced a range of concepts and application ideas that have graduated into operational models
- Functions training, for creating awareness on specific areas of use for GenAI (legal, finance, product management support).

Providing guidelines, adopting and sharing best practices

We follow internal privacy guidelines for our AI teams to ensure compliance with the requirements of global data protection laws, including the EU's General Data Protection Regulation (GDPR). In addition, our AI ethics working group meets several times per year to manage workstreams designed to advance ethical and responsible AI across the group and help integrate ethics best practices into projects. This group monitors emerging AI regulations in all the jurisdictions where we operate to ensure that we remain abreast of emerging developments and anticipate needs in our companies. Given the expected requirements of the European Union's Artificial Intelligence Act coming into force in the near future, this work group has also begun promoting awareness on the implications of the act for companies deploying AI products into Europe, preparing the organisation for compliance.

We are actively contributing to corporate social reporting initiatives, such as the mandates of new CSRD legislation. We are also participating in the AIGP[1] certification programme – a training and certification that prepares and validates the competence of professionals across the AI governance landscape. The Prosus group is a foundational supporter of this certification, and around 50 individuals across several group companies are participating.

Advancing our AI knowledge and capabilities

In FY24, we continued to develop our community of data scientists across the group. The Prosus AI community now includes over 550 data science and AI engineers. This is a valuable platform for growing and sharing knowledge and capabilities across the group.

We organised a series of technical and scientific workshops for this community, to connect data scientists working on similar initiatives, share practices, tools and lessons learned across businesses. In November 2023, we hosted the third global Prosus AI marketplace for knowledge. This two-day event for the AI community enabled us to identify and share areas of excellence and best practice. The focus of this edition was on applying GenAI at scale.

For the first time, in November 2023, we also organised an online public conference on large language models. This event included 60 speakers, researchers and entrepreneurs leading the development of large language models globally. It attracted 2 700 participants.

Investing in AI companies

We continue to monitor seed-stage AI companies pioneering AI-first innovations. We closely collaborate with Prosus Ventures to analyse, review and assess the global community of AI companies, leading to selected investments in AI-first companies, such as Corti.ai or Martian.

We continue our collaboration with the Creative Destruction Lab, a global network of universities that are accelerators for these early-stage companies. This network gives us privileged visibility on emerging trends and ideas, which guide our broad approach to AI for group companies.

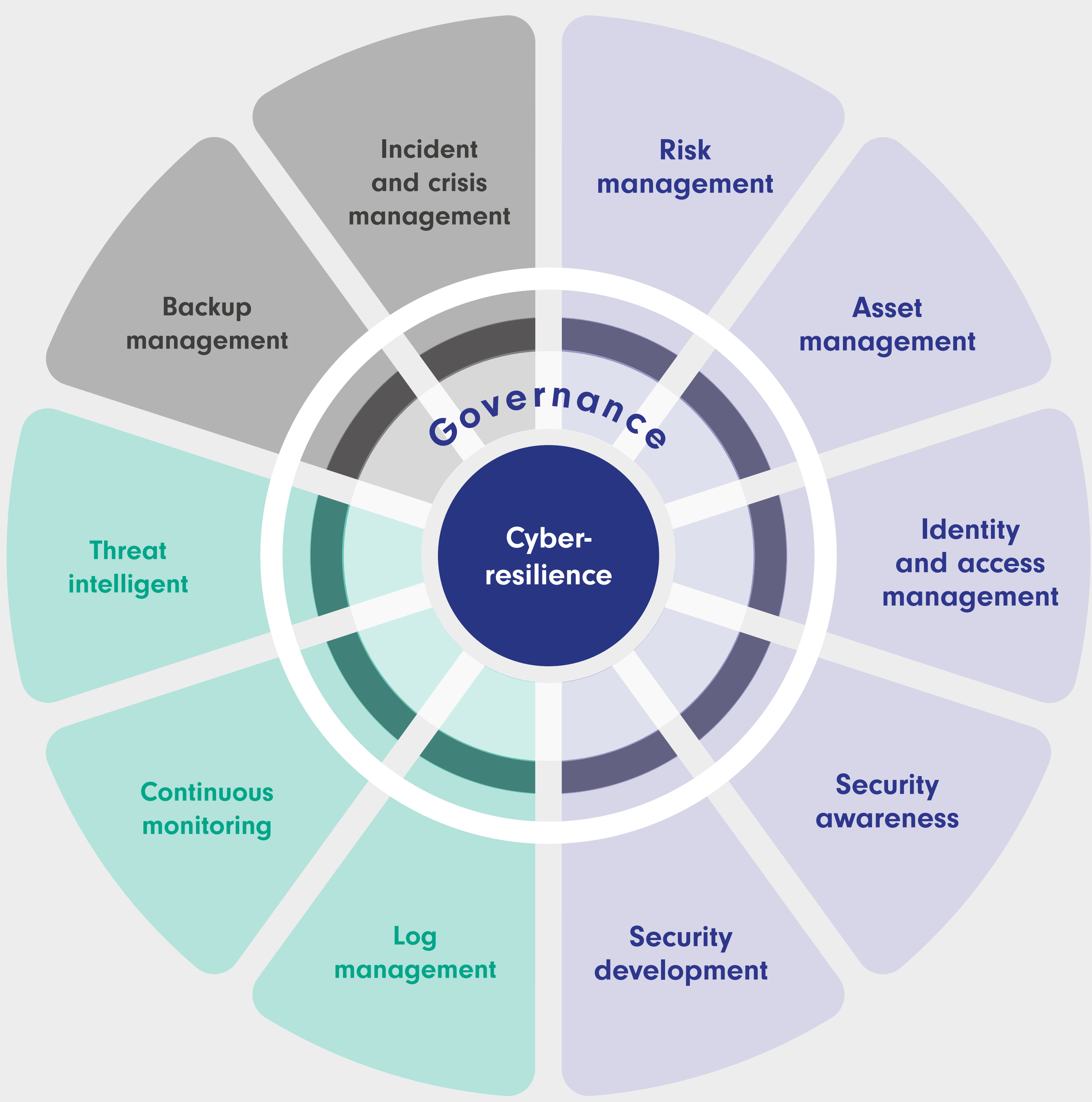
Looking forward

We will continue to develop and deploy AI to drive improvements throughout the group. The opportunities are endless, not least because of the improvement focus at the heart of AI and ML, and new options offered by GenAI. As models are deployed more widely, as they progressively learn and evolve, they tend to get better in their understanding and decisions, with the critical proviso that they are designed and developed ethically and responsibly for positive impact.

This remains our focus. AI is core to what we do and how we do it, and we are determined to use it as widely and as well as possible – making better and better use of AI, to improve everyday life for billions of people around the world.

1 *Artificial Intelligence Governance Professional: credential offered by the International Association of Privacy Professionals (IAPP), demonstrating that an individual can ensure safety and trust in developing and deploying ethical AI and ongoing management of AI systems.*

Cyber-resilience



Our businesses generate most of their revenue through platforms. Our platforms operate in the ecommerce sector and have the personal information of millions of users. If a platform becomes unavailable, the business cannot generate revenue. And, if a breach occurs, it will have a reputational impact to Prosus and its portfolio. We could also be exposed to regulatory fines driven by privacy and finance authorities.

We are committed to ensuring our businesses are sustainable and resilient, so that they can continue operating long term and recover fast if disrupted. This is vital for our customers, shareholders, and for the businesses themselves. For the group, it is high on our list of material matters, particularly from a double-materiality perspective (page 24).

Given the importance of cybersecurity to our businesses, we focus on two key objectives:

- To implement and maintain strong cybersecurity, so attacks are thwarted, and any breach is quickly detected and addressed with the minimum impact
- To enhance the resilience of our platforms and systems, so they are available 24/7, provide consistent levels of service and give businesses the scope to scale and innovate as they like.

Defining platforms

Platforms are our consumer-facing products – without them, our businesses cannot generate revenue. These platforms are often complex, handle millions of transactions and grow rapidly with our businesses. Platforms enable our businesses to operate in fiercely competitive industries and markets, with changing regulatory requirements, and adaptive attackers.

Defining business IT

Our businesses use technology to run their internal processes. This technology is often not customer-facing and the primary users are our employees. Output from these business IT systems is used for operational and strategic decision-making, monitoring performance, managing risks and preparing information for external stakeholders. We work with internal departments to ensure these systems are secure and reliable.

We focus on five key areas to build and maintain sustainable and resilient platforms and business IT:

- Availability
- Quality
- Innovation
- Security
- Safety.

We encourage all subsidiaries to assess and report on their risks across these areas, so we have a clear, coherent view and in turn analyse, respond and advise effectively. At group level, we now report against these areas as part of our ongoing risk management.

Our cybersecurity policy

The board approves our group cybersecurity policy, which has four key parts: good governance; good protection; good detection; and good response. This is the backbone of our robust approach. In line with the governance framework, we cascade the policy to underlying businesses, giving them ultimate responsibility for ensuring they implement strong cybersecurity in line with their own operations and challenges. For example, we expect each business to have the right level of incident and crisis management to ensure a good response to any security incident.

Supporting from the centre

Our central cybersecurity team provides expert help and support to the operating businesses, including a range of services: risk-driven process reviews; data-driven deep dives; security testing; resilience exercises; and managed services.

As part of our risk and audit function, the team's approach is to help develop a competent, agile community of cyber- and risk professionals, based on guiding principles:

- Cyber is an enabler, not a blocker
- Help manage risk, not spread fear, uncertainty and doubt
- Every employee is a cyber-warrior.

Each month, the head of cyber hosts a round-table discussion with the security heads of subsidiary companies. It is an opportunity to share updates at group level and for business leads to discuss key initiatives and issues, such as the nature of the latest cyberthreats or developments on the dark web.

Creating a strong cybercommunity

As a decentralised group, it is important that we cultivate a strong cybercommunity. We have an online workspace for security professionals to discuss trends and risks, and co-ordinate responses to incidents. Other initiatives include organising (virtual) cyber-academies where the community focuses on a specific security area and shares insights and best practice. We also host regional cyberlabs, two-day events where security teams from subsidiaries in the region discuss emerging risks and common response strategies. In FY24, we held a cyberlab in South Africa, complemented by a groupwide security awareness initiative, as well as a privacy and security event for all corporate employees.

Assessing cyber-resilience

The cybersecurity team completed 44 advisory and assurance projects in FY24 to ensure cybersecurity and technology risks are managed by our businesses.

Our projects for group companies include hiring hackers to break in (ethical hacks or red-teaming exercises), cloud assessments to improve cloud set-up and solutions, and software development assessments to improve the quality, agility and security of our platforms.

We also conduct formal internal audits – independent assessments of a company's security and resilience for assurance, such as audits on ransomware resilience.

Cyber-resilience

Governance and reporting

The cybersecurity team, through the head of internal audit, reports to the risk and audit committees twice per year, sharing updates on key technology risk categories. These reports include a comprehensive overview, with key risks, challenges and major incidents. This is also where any major issues are escalated. Formal audit reports are provided to the audit committee.

As part of the reporting process, the head of cybersecurity meets with the head of internal audit and group CFO to discuss the most important cybersecurity and technology issues, where to focus in months ahead and any notable incidents.

Risk dashboards enable the group to monitor how quickly and effectively businesses are addressing and resolving risks identified by the central team. This in turn forms part of the report provided to the risk and audit committees, per sector and per business.

In addition, certain operating companies and part of corporate are certified under ISO 27001. This is particularly valuable for our fintech businesses, such as PayU, and those offering products to the market, such as Stack Overflow.

Focusing on critical issues

Throughout the year, the team helped the business focus on key issues:

- **Regulation:** As online trade increases, more and more jurisdictions are developing regulations on cybersecurity. For example, the US Securities and Exchange Commission or SEC now requires public companies to disclose cyberbreaches and similar developments are underway in the EU. All developments are being closely monitored.
- **Secure remote working:** Ensuring people can work remotely remains a priority. As such, end-point security is a key part of the cyber-resilience agenda, and we work with businesses to check that this is in place and robust.
- **Ransomware prevention and response preparation:** We continued to refine our resilience to this growing threat, verified by internal audits.

Key performance indicators

At group level, we focus on a single key performance indicator (KPI), namely the number of material breaches.

Our subsidiaries must notify us about numerous categories of notable incidents (cyber-attack or other operational failures of platforms). We report these to our risk committee when they are material, in particular noting the nature of incidents, risk of financial losses, and whether notifications to regulators or investigative bodies have been made. We recommend corrective actions where appropriate. Similar to FY23, we had no breaches of subsidiaries that had a material operational or financial impact above US$10m in FY24.

Metrics	Naspers corporate	Prosus corporate	From subsidiaries
Number of material information security or other cybersecurity breaches (above US$10m impact)	0	0	0
Number of customers and employees affected by any of the above breaches	n/a	n/a	n/a
Material fines/penalties paid for above breaches	n/a	n/a	n/a

Looking forward

We expect the cyberthreat landscape to continue evolving. As the socioeconomic environment remains volatile, the possibility of more state-sponsored attacks, where companies might end up as collateral, is a risk across the business world.

Equally, as AI evolves, we also expect to see more use of AI in cyber-attacks but, at the same time, we look at how to leverage AI in our defence. As the businesses increasingly use AI in their platforms, we will also focus on ensuring that the deployment and operations of these systems are safe and secure.

We will continue investing in the cybercommunity and create opportunities for subsidiaries to collaborate.

Programme statistics

Cybersecurity team undertakes around **44** advisory and assurance projects each year

We executed **five** red-team exercises in FY24

We did **four** pentests in FY24

Data privacy

Our commitment

We recognise that privacy is an important value and an essential element of public trust. At Prosus, we strive to be a trusted company and, as a responsible investor, we expect each of our businesses to adhere to our group policy on data privacy governance.

Data privacy has been clearly identified as a material domain for our group, particularly from a double-materiality perspective (page 24).

Data privacy principles at Prosus

1 Notice

We offer appropriate notice about our data privacy practices.

2 Individual control

We honour data subjects' choices about their personal data within the bounds of technical feasibility and reasonability.

3 Respect for context

We recognise that data subjects' expectations about fair and ethical use of their personal data are informed by the context in which their data was first collected.

4 Limited sharing

We limit unnecessary personal data sharing with third parties.

5 Retention

We retain personal data only for as long as we need it.

6 Security

We ensure appropriate security.

7 Governments

We engage with governments responsibly.

Groupwide policy

Our policy on data privacy governance sets out responsibilities, principles and our programmatic approach to ensuring data privacy is implemented in each group company. It is designed to define and document how data privacy is managed; promote best practice; accommodate the different business models, resources, culture and legal requirements across the group; and support trust in our businesses' products and services. Each year, the Prosus board reviews and reaffirms this policy (**www.prosus.com/privacy**).

Clear accountability

We assign clear accountability to individual businesses, making them directly responsible for managing their data privacy. This responsibility rests ultimately with the CEO of each business – they lead in implementing the group's policy and are directly accountable for data-protection programmes and privacy standards in their organisations. This approach to data privacy aligns with our model of decentralised governance and broader belief in encouraging great leaders and businesses to excel. We strive to foster a culture of data privacy and look to businesses to ensure privacy by design – where privacy becomes part of the fabric of day-to-day work rather than an add-on.

The key inputs for ensuring robust data privacy across the group are summarised below:

Data privacy principles

Widely recognised internationally and benchmarked to fair information privacy principles, our seven data privacy principles are guidelines for the responsible use of data. Critically, they are both universal and applicable to the different businesses in the group – from established global companies to start-ups in jurisdictions that may not yet have data privacy laws.

Key elements of a data privacy programme

Our group policy on data privacy governance sets out seven key elements of a data privacy programme to help businesses put the principles into practice. This also ensures our core data privacy commitment and approach are followed in ways that really work for our businesses, which in turn benefits each company and the group.

Using this programmatic approach, businesses comply with applicable data protection laws, such as the General Data Protection Regulation (GDPR) in Europe, Lei Geral de Proteção de Dados Pessoais (general personal data protection law - LGPD) in Brazil, and Protection of Personal Information Act (POPIA) in South Africa. Additionally, it lays the groundwork for strong technical competencies to comply with anticipated requirements of new digital laws, such as the Digital Personal Data Protection Act (DPDPA) in India.

Support and monitoring

The group's data privacy office supports and monitors the businesses. It provides guidance on implementing the data privacy programme; rolls out training programmes that develop future privacy leaders; and provides advice on any data privacy implications of mergers and acquisitions. In turn, each quarter, companies report to the group privacy office on progress in developing their privacy programmes as well as on incidents and interactions with government authorities, customers and their partners. In addition, our bespoke Prosus privacy maturity model allows each company to monitor the maturity of their privacy programmes across 17 domains, focus on key areas for improvements, and report results consistently.

This data privacy office is part of a broader digital and regulatory team to ensure alignment with emerging digital regulation, particularly in the sphere of AI, data governance, online practices and cyber.

Our intra-group data transfer agreement is designed to streamline how our companies navigate the complexities and risks involved in international data transfers among affiliated companies, to ensure they comply with the latest regulations in this area.

Advocacy on privacy and related digital legislation

We monitor developments in data protection, data strategy, AI regulation, AI ethics and other key issues relevant to digital platforms. We ensure our companies stay abreast of discussions affecting the use of data in their businesses. This includes advocacy and thought-leadership work, often by the companies themselves, in support of relevant legislation in diverse jurisdictions.

Governance and reporting

The board has direct oversight of data privacy, including subsidiaries. Our associates and minority investees may also choose to benefit from elements of our data privacy programme.

Twice a year, the group data privacy office submits a detailed report to the risk and audit committees. It aggregates the group risk assessment along with recommendations for focus areas in the sectors, based on the Prosus privacy maturity model. In addition, our interim chief executive directly reviewed the data privacy programme outputs this year.

Data privacy

Key elements of our privacy programme

1 Executive buy-in

Senior management should emphasise the importance of data privacy and its relationship to trust, brand, growth, risk and compliance to their teams. The CEO should designate a data-protection lead or team responsible for data protection.

2 Know your data

The business should know what personal data it holds and the purposes for which it processes that data.

3 Policy-setting

Certain policy documents should be adopted to support implementation of privacy principles at a minimum:

- Consumer privacy policy
- HR privacy policy
- Security policy
- Data breach/incident response plan.

4 Training employees

Privacy training that informs employees about company policies, principles, and how their roles are impacted by data privacy requirements, should be part of onboarding and/or annual training.

5 Vendor and third-party management

Where personal data sharing is permitted, third parties should be appropriately scrutinised.

We require confidentiality and/or data-processing agreements to ensure an adequate level of protection for any data shared. We audit vendors on risk-based criteria.

6 Legal compliance

Legal advisers should support the business by helping to ensure that applicable laws and their specific requirements are met.

7 Reporting

Each business should be able to demonstrate compliance with the principles, data privacy programme elements, and applicable data protection laws.

Three KPIs

To monitor the data privacy outputs that flow from our companies in line with inputs we provide as a group, we have set three KPIs – specifically on privacy workforce and investing in expertise; auditing; and maturity measurement, as discussed below.

Investing in expertise

Our companies must appoint their own privacy leads. We track the level of investment in data protection officers, deputies, regional privacy leads, privacy managers and other experts. The growth of this privacy network drives the strength of privacy programmes in our subsidiaries. This, in turn, enables our businesses to address increased requirements from digital regulation and emerging data protection legislation. In our subsidiaries, we have a diverse team of 31[LA] data privacy roles in 10 jurisdictions across the globe.

We also invest in data privacy skills by enabling our experts to acquire globally recognised privacy certifications offered by the International Association of Privacy Professionals (IAPP), as part of our group membership (61[LA] certifications across the group).

We invest in automation by maintaining a group-level licence for industry-leading privacy management software that allows companies to automate many of the privacy reviews undertaken across the group. We also offer multiple privacy training opportunities and forums for engagement. In MyAcademy, we host over 30 modules of diversified privacy training content in different languages in a dedicated privacy training hub.

Prosus is a foundational supporter of the new AI governance professional certification: In September 2023, Prosus contributed to the launch of a unique certification in the emerging domain of AI governance, developed by the IAPP. A diverse cohort of over 40 professionals across our group are preparing to obtain this certification with dedicated support from the Prosus privacy office and Prosus AI team. This initiative reflects one dimension of our comprehensive approach to upskilling workforce in anticipation of growing AI regulation.

Auditing companies

Our companies must periodically be audited for data-related matters. Routinely, internal audits focus on aspects of data governance as part of our overall risk management. Guided by the privacy team, our internal audit team performs various types of privacy controls, verifications and audits on subsidiaries. These audits are a valuable way to provide both assurance and guidance to subsidiaries.

During the year, we conducted 28[LA] internal audits with data governance components, assessing issues specific to privacy, software development life cycle, security, data management and broader risk management.

Assessment of maturity and goal setting – Prosus privacy maturity model

Following an established cadence, all our subsidiaries completed a subsequent cycle of assessment across 17 data privacy domains set out in a bespoke and automated Prosus privacy maturity model. Each company selects at least two specific goals to improve maturity over the next fiscal year, based on what is most pertinent to its business model, size, culture and jurisdiction.

All subsidiaries reported to the group privacy office on levels of maturity across these domains and progress on selected focus areas.

After a reassessment process, new baselines are set for the coming year and the board is briefed on results for the period.

In this reporting period, some of our companies have made structural changes after divestments and changes in workforce levels. This affected their ability to achieve marked improvements in maturity across domains tooled to their prior organisational structures. Nevertheless, many of our companies have matured their target domains and/or maintain advanced maturity of some domains.

Focus on India: With the adoption of the new Digital Personal Data Protection Act (DPDPA), India joins the ranks of countries with comprehensive privacy regulation. We will assist our companies and investees in the process of implementing DPDPA with tailored initiatives to build skills; advocacy work and contributing to industry negotiations; and leveraging best practices from other jurisdictions in which we operate.

Looking forward

Data privacy management remains a key focus area for the group, due to increased enforcement, new regulations and security risks. The Prosus privacy office works closely with the Prosus AI team and the Prosus cyber-team to ensure we build and deploy AI in an ethical, responsible and compliant way, aligned with the Prosus approach to AI ethics.

We will also continue our work on AI governance and upskilling workforces to address new operational requirements, in particular stemming from the EU AI Act.

We will continue to deploy and strengthen the Prosus maturity model. This is a valuable tool that helps our subsidiaries focus their resources on material privacy governance domains that impact key stakeholders, particularly consumers and employees. It also enables more streamlined risk assessment, monitoring and reporting, and supports preparedness for potential IPOs.

While challenges remain, we are committed to a strong groupwide data privacy programme that ultimately benefits the billions of users of our companies' services and improves their everyday lives.

Business culture, ethics and integrity

Creating long-term value

The board ensures a culture of sound business ethics and conduct, aimed at long-term value creation. This includes adopting values and a code of business ethics and conduct (the code), leading by example and monitoring implementation.

Sharing a strong culture

Our group values guide our culture:

- We build
- We deliver
- We're responsible
- We value each other.

Together, these values and the code are the guiding principles for our actions as an organisation.

Our commitment

We are committed to conducting business in compliance with the law and behaving ethically.

By failing to comply with laws and regulations, or the codes and standards we have adopted, the group could be exposed to legal liability. This would also affect our impact, reputation, business, financial condition and the communities in which we operate. We strive to apply laws and rules, codes and standards with integrity and regard for ethical business practices in a way that supports good corporate citizenship.

Honesty and integrity are the foundations of our reputation and trust of our stakeholders: it is crucial for us to guard that reputation and preserve that trust.

Roles and responsibilities

- The board sets the tone, guiding business values and promoting the culture of sound ethics and compliance. The board's risk, audit, human resources and remuneration, and sustainability committees exercise oversight of ethics and compliance and the management of related risks across the group.
- The board has approved all our ethics and compliance policies, including the code and speak up policy. The code sets out what we, as a group, expect from all employees and stakeholders. The speak up policy encourages and provides channels for individuals to report actual, or potential, breaches of the code, other group policies or laws and regulations.
- Senior management is responsible for creating a culture of long-term value creation and ensuring ethical business standards are integrated into strategies and operations.
- The group-level ethics and compliance team is responsible for monitoring and supporting ethics and compliance risk management in our subsidiary businesses, specifically relating to the code, anti-bribery and anti-corruption, competition/antitrust, sanctions and export controls, as well as anti-money-laundering and counter-terrorism financing. The team reports at least biannually to the joint audit and risk committees of the board, which has ultimate responsibility for business culture, ethics and integrity.

The group-level team is also responsible for designing and overseeing the speak up programme across the group, including the group policy, monitoring use of speak up services and ensuring reports are dealt with appropriately. More serious cases are escalated to an internal committee with representatives from ethics and compliance, risk and audit, and legal who oversee the case.

Our approach

The group has developed and communicated an ethics and compliance framework of minimum standards required for subsidiary businesses. Subsidiaries must implement a programme that meets these standards as a minimum, is fit-for-purpose and is tailored to ethics and compliance risks specific to their business.

To ensure proper design and implementation of these programmes at subsidiary level, ethics and compliance officers across the group oversee ethics and compliance in their business. At year-end, there were 72 ethics and compliance officers across the group (including dedicated staff and those with combined roles).

Ethics and compliance officers at subsidiary level report to the group-level team on the design and implementation of their programmes. The group-level team monitors related developments through the reporting process and regular contact with the subsidiaries.

Speaking up

As part of our ethics and compliance culture, we encourage employees and third parties to speak up if they have concerns. Concerns can be raised locally via line managers or business contacts, human resources and ethics and compliance officers. Formal speak up reports can be made via dedicated speak up services available online, via telephone or by email, 24/7 in multiple languages or via ethics and compliance officers. Speak up services allow for confidential and, if legally permitted, anonymous reporting. Retaliation for speaking up is not tolerated and treated as a violation of our code.

The code and speak up policy are available on our website.

Progress in FY24

In FY24, we focused on three priorities:

- **Measurement and accountability:** We conducted an ethics and compliance maturity assessment for each core business. This covered all key domains (anti-bribery and anti-corruption, anti-money-laundering, competition law compliance, sanctions and export controls, and speak up) as well as overall governance. This assessment helps benchmark our programmes internally and identify gaps between reality and ambition. The insights complement individual businesses' risk assessments and are used to set priorities and initiatives for the year ahead.
- **Capacity building:** We invested in building the capacity of ethics and compliance officers across the group. In September 2023, we held our first ethics and compliance summit, bringing together officers from across the group (as well as other internal stakeholders, such as legal and risk and audit) to explore current ethics and compliance topics and best practices, as well as exchange ideas and experiences. This is complemented by a group peer network with regular touchpoints.
- **Policies:** We updated two core policies: competition law compliance and speak up. The speak up policy was updated to ensure compatibility with evolving whistleblower regulations in Europe. Both policies have been further tailored to the group, with more detailed minimum standards for our subsidiaries.

Implementation of the EU Whistleblower Directive and CSRD is still evolving, including on best practices. This requires ongoing monitoring and flexibility to adapt to changing standards. Culture across a large and decentralised organisation such as ours also requires a thoughtful approach. Our standards, ensuring group-level visibility and oversight, are balanced with empowering local management and allowing each business to develop in a way that fits its maturity and local circumstances within our governance framework.

In FY24, 369 speak up cases were logged across the group (including whistleblowing cases). Of these:

- 163[LA] were substantiated (fully or partially) and remediated, as required
- 161[LA] were not substantiated
- 45[LA] were still under investigation.

Our subsidiaries continued to make good progress in implementing and continuously improving the ethics and compliance framework in their businesses.

Looking forward

We continue to develop our ethics and compliance strategy to incorporate observations from our monitoring activities, emerging risks, regulatory changes and best practices. We recognise the importance of ensuring that a strong ethics and compliance base is embedded in our subsidiaries, while allowing for growth and change.

In the coming year, we expect further developments in implementing whistleblower legislation (especially in Europe) along with disclosure regulations such as CSRD. In FY25, we will focus on reviewing and updating our remaining core policies, including the code, and continuing our investment in knowledge-sharing and building best practice across our businesses.

Programme statistics

72 ethics and compliance officers across the group

96%[LA] of corporate employees completed our ethics and compliance e-learning

369 speak up cases logged across the group

Human rights

Human rights give us the freedom to choose how we live, how we express ourselves, and the freedom of political affiliation. They are fundamental to our ability to meet our basic needs, such as food, housing and education. Conflict, poverty, climate change, inadequate access to education and inequitable access to resources are, among the underlying issues contributing to a world where human rights remain challenged in both mature and emerging economies. The global scale of the issue has been highlighted by growing discussion on systemic racism and violence following the rise of the Black Lives Matter movement. In turn, public dialogue has increased on broader topics of diversity, equity and inclusion.

Our commitment

As an employer, investor and operator, our actions touch the lives of billions of people around the world. By setting appropriate standards at group level, we can create far-reaching positive impact. Accordingly, our approach to human rights begins with our own operations and extends through our value chain.

We operate in diverse geographies, each with its own historical legacies, social demographic configurations and populations. As a signatory to the UN Global Compact, our approach to human rights sets out standards and principles that can be applied to the specific issues and challenges relevant to the business models and operating contexts of our companies.

Human rights in our operations

Our approach to human rights begins with the area where we have the most influence: our own operations. As an employer, we respect the fundamental dignity of our workforce and are committed to providing a respectful, safe and secure workplace free from any form of human rights abuse. This commitment extends to the board and everyone who works in the group.

Our human rights statement is available on our website and communicated to internal and external stakeholders. It describes our approach to remuneration, dignity at work, privacy and employee confidentiality, forced labour, and health and safety, among others. It also details the reporting and governance framework to uphold these standards. The human rights statement is overseen by the board, with the assistance of the sustainability committee and the human resources and remuneration committee. Following publication of the group human rights statement, 100% of subsidiaries have now adopted and/or published their own human rights statement.

Companies we invest in

During our capital-allocation and investment process, we incorporate ESG criteria, including human rights, into our decision-making. ESG screening is built into our pre-investment due diligence process and we vet all new investments for potential human rights violations.

Once onboarded into our portfolio, we manage for performance and expect our subsidiaries to apply high standards on ESG. Since 2021, all subsidiaries have adopted our human rights statement and are required to uphold this standard, along with applicable laws and regulations. We track this performance as part of our third-party ESG performance assessment, which maps how each company addresses ESG topics, including human rights. We are committed to complying with applicable laws and to respecting internationally recognised human rights, wherever we operate. Guided by the UN Global Compact, in the rare situation that national law conflicts with international standards, we expect compliance with national law as the bare minimum and seek ways to engage with the company to promote principles of internationally recognised human rights.

We invest in diverse business sectors, each with its own human capital value chain. As part of the pre-investment process, our investment teams include 'potential human rights violations' in their broader due diligence of the non-financial qualifiers for a company. The payments and fintech as well as edtech companies have a relatively small group of employees who are mostly highly skilled technology or finance specialists. Other sectors such as etail and food delivery have a more extended footprint of on-demand platform workers in their value chain. As a result, each company's approach to human rights is influenced by its operating context and business model, while maintaining the underlying principles. For example, food-delivery businesses work with a large pool of drivers who are, in many cases, also external contractors. In this case, we have introduced a groupwide on-demand platform worker statement for subsidiaries, which outlines principles on pay, social protection, fair working conditions and flexibility.

Human rights in our supply chain

We recognise our opportunity to influence our supply-chain partners through our supplier and purchase decisions. As such, we require a commitment to minimum human rights standards that are compatible with our own from companies seeking to qualify as Prosus suppliers.

For the past three years, we have used a third-party supplier assessment tool. This provides a broad view of our supply-chain risk across four risk areas identified by the UN Global Compact, including human rights. This screening system helps identify individual risks and allows us to continuously assess and improve the profile of our vendor ecosystem.

On-demand platform workers

Prosus has invested over US$6bn in food-on-demand platforms around the globe and, therefore, partners indirectly with millions of food-on-demand platform workers. We are deeply committed to investing in platforms that lead the evolution of the on-demand platform sector, and empower and improve the lives of the millions of people who make this sector possible.

We believe all on-demand platform workers should benefit from the following protections:

- **Pay:** No less than legal minimum wage
- **Social protection:** Access to non-wage benefit programmes including, at a minimum, life, disability and sick pay
- **Fair working conditions:** Grievance mechanisms and health and safety standards in line with local regulations
- **Flexibility:** Choose when and where they work.

We engage with our majority-owned companies to ensure Prosus best practices are reflected in their operations. With our minority investments, we encourage them to adopt our policies and share our philosophies with the company through board memberships. For more information, refer to our on-demand platform workers statement on our website.

iFood

Future of work

Working conditions and the safety of on-demand workers is one of the most material topics for iFood. In FY24, it implemented an integrated strategy oriented towards social impact, focusing on five main pillars: earnings, social protection, safety, valorisation and respect, and education:

- iFood increased the minimum wage per ride on its own initiative, in addition to actively participating in the Brazilian government's initiative to build a national regulation for on-demand workers that addresses social protection needs.
- Also, iFood launched a Vision Zero initiative, focused on identifying the prevalence of accidents and incidents, as well as the biggest offenders for accidents, and testing the main levers to reduce serious cases.
- iFood also created a legal and psychological support initiative for all drivers who have been through any discrimination and harassment during their work execution.

Social inclusion

As a member of society, we support the development of local communities where we operate. The objective is to address social inequalities and inequitable access to resources and opportunities, by leveraging our core strengths to promote digital and financial inclusion towards a longer-term mission of inclusive development. We do this through a three-pillar social impact framework.

- **Local impact in partnership with portfolio companies**
  Our portfolio companies operating in diverse social contexts are best placed to understand and address the broader needs of their ecosystem. By partnering with them, we support initiatives with a direct and positive impact on local communities. We specifically focus on projects that align with our strategic priority of being a force for good by leveraging technology.

iFood Acredita

We have partnered with iFood on its initiative to support black-owned restaurants wanting to be part of formal food-delivery platforms. Black-owned restaurants, in general, face additional challenges that include:

- Lower educational levels and management skills on how to operate a restaurant, make it visible and create an attractive menu
- Less access to computing devices and internet that allow for adequate management of the restaurant on a platform
- Less working capital for investment in the restaurant's infrastructure and a presence in towns that are home to historically vulnerable communities.

Our target audience are black food entrepreneurs in Brazil:

- Those already on the iFood platform but with low or insufficient performance
- Those not yet on iFood and need some support to join and stand out.

The project will focus on addressing learning and technical barriers limiting black-owned restaurants from impoverished regions of the country to be able to provide their services via online platforms. We intend to support 700+ black-owned restaurants with access to food-delivery platforms.

- **Ecosystem solutions through strategic partnerships at systems level**
  We believe in the power of collaboration and strategic partnerships to address systemic challenges. We support initiatives that aim to create or improve systems-level solutions.

Green Startup Pledge

We are building a partnership with ACT Capital Foundation to support the Green Startup Pledge – the world's first climate pledge designed exclusively for start-ups with the aim to address unique challenges faced in their sustainability efforts. The programme offers start-ups subsidised access to a platform (StepChange) to manage and report ESG information in line with globally recognised frameworks.

The programme aims to onboard +10 leading start-ups/pre-IPO companies to StepChange's enterprise sustainability management platform. This will include parts of Prosus' own portfolio companies, enabling them to start their sustainability journeys.

Recognising the importance of start-ups as both the future of the business community and a major growth engine, the project aims to demonstrate a compelling case for developing the reporting muscle of start-ups early in their growth.

- **Humanitarian relief**
  We are committed to providing support in times of crisis and to organisations that work to alleviate human suffering. This is specific to communities where we have a presence and may have employees, customers or business partners who are impacted.

Prosus and Refugee Company

Refugee Company is a non-profit organisation based in the Netherlands that aims to support refugees and asylum seekers in the Netherlands towards social integration and economic independence. It executes its mission by offering learn-work programmes in the catering industry that last between six months and three years to people with refugee backgrounds. Participants are also offered excursions, company visits, language classes and support with job applications. Prosus committed €150 000 over three years to support Refugee Company on this mission. Refugee Company opened its restaurant Beautiful Mess in a new location in April 2024 with support from a range of corporate and philanthropy organisations.

Social impact at portfolio companies

iFood

iFood is a Brazilian technology company that connects an ecosystem of over 40 million customers with 330 000 businesses and more than 250 000 on-demand workers through its platform per month. To put this into perspective, in 2022, 873 000 jobs were generated directly and indirectly by iFood activities, which represents 0.87% of the employed population in Brazil in that year and 0.53% of national GDP, illustrating the size, importance and potential of the ESG impact through its business (data source: FIPE Research 2022). iFood remains steadfast in its vision to be a sustainable delivery company, driven by its future of work and education on its social impact approach.

iFood Education

A notable endeavour is the My High School Diploma programme, with participation from over 14 000 on-demand workers who are now subscribed to ENCCEJA – an official test in Brazil designed for adults who left school before completion. In FY24, 5 264 on-demand workers have been approved on the test and graduated from high school. This means an increase of more than 500% on the number of drivers approved on the programme compared to its first edition in the previous year. In the last national test round, participating on-demand workers represented 2.3% of all attendees in Brazil, impacting relevant educational statistics at country levels. In addition, the iFood Decola platform for the ongoing education of delivery drivers and restaurant partners has grown substantially to 210 000 partners in FY24. Both educational programmes are essential for growth in the restaurant ecosystem and an important lever for iFood Believes, a programme focused on increasing racial equity in the ecosystem, accelerating results of restaurants owned by black entrepreneurs by offering incentives, subsidies, visibility and educational solutions based on their needs so that they can prosper in their businesses. iFood extends its influence beyond the immediate ecosystem by offering training and employability programmes for society at large, aiming to create a structural impact. A flagship initiative in this broader spectrum is the Maratona Tech programme, a technology competition in public schools. This year, the programme impacted over 900 000 students across all states in Brazil, spanning more than 1 000 cities and 1 000 schools. Additionally, the Potência Tech platform, dedicated to providing technology training and employment opportunities for low-income individuals, has successfully trained 12 000 people, with more than 5 000 individuals gaining employment since the beginning of the project in 2021.

While iFood has set ambitious goals, it recognises the need for collaborative efforts. As such, it spearheaded the Tech Movement – a coalition comprising 36 organisations – in 2023. Together, they pool resources and investments in projects aimed at catapulting Brazil into a formidable technological landscape. This collaborative approach underlines iFood's belief in the power of collective action to realise transformative societal change.

Taxonomy disclosure

Following the ambitious climate goals set by the EU, including a 55% reduction in GHG emissions by 2030 and to become an entirely climate-neutral continent by 2050, it released a sustainable finance plan in 2018, with the aim of bringing together economic and environmental policies and encouraging green investment.

But for this to be a success, they first needed to establish clearer definitions of what 'green' consisted of. This led to the EU taxonomy, first published in June 2020. The EU taxonomy gives companies a classification framework to determine whether an economic activity is environmentally sustainable, requiring reporting on eligibility and alignment against six environmental objectives. It offers investors and other financial stakeholders a method to direct capital to environmentally sustainable activities and business models.

We recognise that the taxonomy is well tailored for companies with extensive physical assets and carbon-intense operations. The EU taxonomy provides the reporting framework on the financial implications of actions to reduce their environmental impact and green their operations, including revenues derived from offering green products. As an asset-light global technology group of diverse companies, with subsidiaries that include online platforms in the Payments and Fintech, Classifieds and Edtech segments, the applicability of the taxonomy is limited. For example, GoodHabitz' operations involve creating and offering online learning that lends to a very limited environmental footprint as it does not own fixed assets and therefore limited opportunity for decarbonisation. Even for our businesses where there is a physical aspect to their operations, such as iFood which is a food-ordering platform, the most material carbon-intense activity is in actual delivery is operationalised through third-party providers. Again there is limited opportunity to decarbonise own operations.

Alignment with double materiality

Based on our assessment, we conclude that the activities within the group match only three out of the six objectives described by the EU taxonomy. We therefore report on eligibility, and alignment, where possible, on these three:

1 Climate change mitigation
2 Climate change adaptation
3 Transition to a circular economy (circular economy).

This assessment is consistent with the conclusions from our double-materiality assessment (see page 24) where no material risks, opportunities or impacts were identified in our operations under the equivalent CSRD topics of water, biodiversity and waste.

All Prosus' subsidiaries (where we have a controlling stake) are included in the assessment and reporting of the EU taxonomy. Below is an overview of group turnover, capital expenditure (capex) and operating expenditure (opex) associated with economic activities in the taxonomy for FY24.

Eligible economic activities

We have interpreted the description of the taxonomy activities under three environmental objectives, climate change mitigation and adaptation and circular economy, and identified 11 eligible activities in our group.

Climate change mitigation

Activity	Code	Description of group companies' activities
Electricity generation using solar photovoltaic technology	4.1	Group companies that purchase, install and maintain solar panels on operational assets such as offices, distribution centres, etc.
Collection and transport of non-hazardous waste in fractions separated at the source	5.5	eMAG's activities related to transport of waste materials and returned goods.
Infrastructure enabling road transport and public transport	6.15	eMAG's activities related to building a road to its warehouse.
Transport by motorbikes, passenger cars and light commercial vehicles	6.5	iFood and eMAG's activities related to the delivery of food, groceries and/or parcels, as well as group companies' payments in relation to cars for employees.
Freight transport services by road	6.6	eMAG's activities related to the (first-mile) delivery of parcels.
Construction of new buildings	7.1	eMAG's activities related to construction of owned buildings such as distribution centres.
Installation, maintenance and repair of energy-efficiency equipment	7.3	Group companies' activities related to the installation and maintenance of energy-efficiency equipment used in offices, distribution centres, or other real estate assets.
Installation, maintenance and repair of renewable-energy technologies	7.6	eMAG's activities related to maintenance of its renewable-energy assets and technology related to its last-mile deliveries.

Climate change adaptation

Activity	Code	Description of group companies' activities
Education	11.1	GoodHabitz' activities around offering online education, training and courses to its clients and iFood and eMAG's activities around training business partners.

Taxonomy disclosure

Circular economy

Activity	Code	Description of group companies' activities
Repair, reconditioning and remanufacturing	5.1	eMAG's activities around repair, refurbishment and remanufacturing of consumer electronics and returned items.
Marketplace for the trade of secondhand goods for reuse	5.4	OLX's activities attributable to offering 'Classified' services (eg facilitation of online buying and selling) of all categories, excluding cars, car parts, real estate and jobs.

The taxonomy regulation requires to report on turnover, capital expenditure and operational expenditure in relation to these activities. We base this data on our IFRS consolidated financial statements.

Indicator	Turnover	Capex	Opex
Included financial data	We disclose turnover as revenues in our income statement.	We calculate capex by adding: › In the 'Property, plant and equipment' note: acquisitions of subsidiaries and business, acquisitions of assets and acquisitions of right-of-use assets › In the 'Intangible assets' note: acquisitions of subsidiaries and business, acquisitions and transfer from work in progress.	We calculate opex by adding: › Short-term lease payments › Training cost › Maintenance and building admin.
Reference	See 'Revenue from contracts with customers' in the consolidated income statement on page 118 of this report.	Capital expenditures are calculated based on the aggregate of the corresponding lines 'Acquisitions of assets,' and 'Acquisitions of right-of-use assets' under property, plant and equipment in this report on page 161, as well as 'Acquisitions' under intangible assets on page 162[1].	Opex includes direct non-capitalised costs that relate to research and development, building renovation measures, short-term leases, maintenance and repair, and any other direct expenditures relating to the day-to-day servicing of assets of property, plant and equipment. See pages 160 to 162 of this report.

KPIs

Turnover, capex and opex related to eligible activities are reported as KPIs, by dividing these financial figures over the total group turnover, capex and opex (denominators). In FY24, we reported for the group US$5 467m as turnover (refer to note 13 of the annual financial statements), US$184m for capex (refer to note 32 and note 33 of the annual financial statements) and US$55m for opex[2]. In the table below we identify, per eligible activity, the relevant KPI.

Our EU Taxonomy eligible activities do not substantially contribute to multiple environmental objectives and there is no double counting in the allocation in the numerator of turnover, capex, and opex KPIs across economic activities.

Eligible activity	Eligible turnover (US$'m)	% of group turnover	Eligible capex (US$'m)	% of group capex	Eligible opex (US$'m)	% of group opex
Electricity generation using solar photovoltaic technology (4.1)	–	–	0.6	0.3	–	–
Collection and transport of non-hazardous waste in fractions separated at the source (5.5)	1.0	0.02	–	–	1.0	1.8
Infrastructure enabling road transport and public transport (6.15)	–	–	0.1	0.3		
Transport by motorbikes, passenger cars and light commercial vehicles (6.5)	–	–	1.3	0.7	3.0	5.5
Freight transport services by road (6.6)	–	–	1.7	0.9	0.06	0.1
Construction of new buildings (7.1)	–	–	6.2	3.4	–	–
Installation, maintenance and repair of energy-efficiency equipment (7.3)	–	–	0.3	0.2	–	–
Installation, maintenance and repair of renewable-energy technologies (7.6)	–	–	0.01	0.01	–	–
Education (11.1)	49.7	0.9	1.5	0.8	7.0	12.7
Repair, refurbishment and remanufacturing (5.1)	6.0	0.1	0.1	0.1	4.6	8.4
Marketplace for the trade of secondhand goods for reuse (5.4)	102.9	1.9	–	–	0.2	0.4
Total	**159.6**	**2.9**	**11.8**	**6.4**	**14.8**	**26.8**

1 For more information on property, plant and equipment, intangible assets and leases, refer to note 32 on page 160 of this report.
2 Please note that the definition of the denominators capex and opex have been adjusted compared to last year, due to more granular detail obtained in the current year, which explains the lower number.

Taxonomy disclosure

Taxonomy-aligned economic activities

The eligibility assessment concludes that the financial data related to our taxonomy-eligible activities forms a small part of our group revenue and capex. To further assess the extent these activities are taxonomy-aligned requires a substantial technical screening on the following:

- Do these activities make a 'substantial contribution' to green the economy
- Do 'no significant harm' to any of the other environmental objectives
- Do the companies meet minimum social standards.

Considering the diversified nature of our group, with most of our subsidiaries operating in regions outside of Europe where deep reporting as guided by the EU Taxonomy is not standard, and considering the low value of the financial data linked to the reporting, there will be instances where we will not have access to the data to be able to perform a comprehensive assessment.

This is particularly the case for activities that are not core to our group, where there is limited influence and limited opportunity to manage for sustainability and performance, typically reflected by small financial numbers in the eligibility assessment. Where we are able to collect sufficient data, we will assess alignment of the financial KPIs. Please note that this year, the EU regulation does not require to report alignment on the circular economy objective, only eligibility, as it is the first year these criteria are used in external reporting.

For FY24, taxonomy-aligned revenues, capex and opex for can be reported for eight activities listed in the table below.

Aligned activity	Aligned turnover (US$'m)	% of group turnover	Aligned capex (US$'m)	% of group capex	Eligible opex (US$'m)	% of group opex
Electricity generation using solar photovoltaic technology (4.1)	–	–	0.6	0.3	–	–
Collection and transport of non-hazardous waste in fractions separated at the source (5.5)	1.0	0.02	–	–	1.0	1.8
Infrastructure enabling road transport and public transport (6.15)	–	–	0.05	0.03	–	–
Freight transport services by road (6.6)			1.7	0.9	0.06	0.1
Construction of new buildings (7.1)	–	–	6.2	3.4	–	–
Installation, maintenance and repair of energy-efficiency equipment (7.3)	–	–	0.3	0.2	–	–
Installation, maintenance and repair of renewable-energy technologies (7.6)	–	–	0.01	0.01	–	–
Education (11.1)	49.7	0.9	1.5	0.8	6.8	12.7
Total	**50.7**	**0.9**	**10.3**	**5.6**	**7.9**	**14.6**

The taxonomy-aligned (sustainable) activities are:

- **Activity 4.1 – Production of electricity using solar photovoltaic technology** eMAG installed photovoltaic panels on its warehouse and installed 12 green lockers, which have photovoltaic panels installed on the roof in order to achieve energy autonomy and zero emissions
- **Activity 5.5 – Collection and transport of non-hazardous waste in source-separated fractions** eMAG provides waste collection to its corporate clients, supporting them in their obligations to collect and recover packaging and packaging waste placed on the market
- **Activity 6.15 – Infrastructure enabling road and public transport** eMAG built an access road for its new warehouse in Hungary, for which it performed an environmental impact assessment. The assessment looked at the direct and indirect significant effects of the project on environmental factors, including climate
- **Activity 6.6 – Freight transport services by road** eMAG invested in EURO VI freight transport and EURO VI cars, which are equipped with advanced emission-reduction technologies, significantly reducing emissions of emissions and harmful gases
- **Activity 7.1 – Construction of new buildings** eMAG continued the project to build a new warehouse in Hungary for which it carried out an environmental impact assessment. The assessment looked at the direct and indirect significant effects of the project on environmental factors, including climate
- **Activity 7.3 – Installation, maintenance and repair of energy efficiency equipment** eMAG implemented a modern cooling system at its warehouse which operates with greater energy efficiency, reducing consumption of energy and GHG emissions from cooling the building
- **Activity 7.6 – Installation, maintenance and repair of renewable-energy technologies** The activity involved the installation and maintenance, repair of solar photovoltaic systems and auxiliary technical equipment by eMAG on its green lockers.
- **Activity 11.1 – Education GoodHabitz offers online training and education to the employees of its corporate clients**. eMAG developed in FY24 educational materials for the signatories of the 'Environmental Commitment' on carbon footprint.

Minimum safeguards

The minimum safeguards consist of the OECD Guidelines for Multinational Enterprises, the United Nations Guiding Principles on Business and Human Rights, the Fundamental Conventions of the International Labour Organization (ILO) and the International Bill of Human Rights. The Prosus group accepts its corporate responsibility for human rights, fully recognises these conventions and declarations and reaffirms its agreement with the contents and principles stated therein. The taxonomy assessments confirm that we meet the requirements of the minimum safeguards in the reporting year.

Taxonomy disclosure

				Substantial contribution criteria						DNSH criteria (does not significantly harm)									
Economic activities (1)	Code(s) (2)	Absolute turnover (3) US$'m	Proportion of turnover (4)	Climate change mitigation (5)*	Climate change adaptation (6)	Water (7)	Pollution (8)	Circular economy (9)	Biodiversity and ecosystems (10)	Climate change mitigation (11)	Climate change adaptation (12)	Water (13)	Pollution (14)	Circular economy (15)	Biodiversity (16)	Minimum safeguards (17)	Proportion of turnover aligned to taxonomy (A.1.) or eligible with regard to taxonomy (A.2.) turnover, FY24 (18)	Category (enabling activity) (20)	Category (transitional activity) (21)
		US$'m	%	%	%	%	%	%	%	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	%	E	T
A Taxonomy-eligible activities																			
A.1. Environmentally sustainable activities (taxonomy-aligned)																			
Collection and transport of non-hazardous waste in source segregated fractions	CCM 5.5	1.0	0.0%	100%	0%	0%	0%	0%	0%	Y	Y	Y	Y	Y	Y	Y	n/a		
Education	CCA 11.1	49.7	0.9%	0%	100%	0%	0%	0%	0%	Y	Y	Y	Y	Y	Y	Y	0.7%	E	
Turnover of environmentally sustainable activities (taxonomy-aligned) (A.1)		50.7	0.9%	0.0%	0.9%	0.0%	0.0%	0.0%	0.0%	Y	Y	Y	Y	Y	Y	Y	0%		
A.2 Taxonomy-eligible but not environmentally sustainable activities (not Taxonomy-aligned activities)																			
Repair, refurbishment and remanufacturing	CE 5.1	6.0	0.1%														n/a		
Marketplace for the trade of secondhand goods for reuse	CE 5.4	102.9	1.9%														n/a		
Turnover of taxonomy-eligible but not environmentally sustainable activities (not taxonomy-aligned activities) (A.2)		108.9	2.0%														0.7%		
Total (A.1+A.2)		**159.6**	**2.9%**														**0.7%**		
B. Taxonomy-non-eligible activities																			
Turnover of taxonomy-non-eligible activities		5 307.4	97.1%																
Total (A+B)		**5 467.0**	**100%**																

* For the purposes of this illustrative template, this figure shows the taxonomy-aligned turnover of the activity/total taxonomy-eligible turnover of the activity.
** Taxonomy-aligned turnover of the activity/total turnover of undertaking.

				Substantial contribution criteria						DNSH criteria (does not significantly harm)									
Economic activities (1)	Code(s) (2)	Absolute capex (3) US$'m	Proportion of capex (4)	Climate change mitigation (5)*	Climate change adaptation (6)	Water (7)	Pollution (8)	Circular economy (9)	Biodiversity and ecosystems (10)	Climate change mitigation (11)	Climate change adaptation (12)	Water (13)	Pollution (14)	Circular economy (15)	Biodiversity (16)	Minimum safeguards (17)	Proportion of taxonomy-aligned (A.1.) or eligible (A.2.) capex, year N-1 (18)**	Category (enabling activity) (20)	Category (transitional activity) (21)
		US$'m	%	%	%	%	%	%	%	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	%	E	T
A Taxonomy-eligible activities																			
A.1 Capex of environmentally sustainable activities (taxonomy-aligned)																			
Electricity generation using solar photovoltaic technology	CCM 4.1	0.6	0.3%	100.0%	0.0%	0.0%	0.0%	0.0%	0.0%	Y	Y	Y	Y	Y	Y	Y	0.3%		
Infrastructure enabling road transport and public transport	CCM 6.15	0.1	0.0%	100.0%	0.0%	0.0%	0.0%	0.0%	0.0%	Y	Y	Y	Y	Y	Y	Y	n/a	E	
Freight transport services by road	CCM 6.6	1.7	0.9%	100.0%	0.0%	0.0%	0.0%	0.0%	0.0%	Y	Y	Y	Y	Y	Y	Y	n/a	E	
Construction of new buildings	CCM 7.1	6.2	3.4%	100.0%	0.0%	0.0%	0.0%	0.0%	0.0%	Y	Y	Y	Y	Y	Y	Y	n/a		
Installation, maintenance and repair of energy-efficiency equipment	CCM 7.3	0.3	0.2%	100.0%	0.0%	0.0%	0.0%	0.0%	0.0%	Y	Y	Y	Y	Y	Y	Y	0%	E	
Installation, maintenance and repair of renewable-energy technologies	CCM 7.6	0.0	0.0%	100.0%	0.0%	0.0%	0.0%	0.0%	0.0%	Y	Y	Y	Y	Y	Y	Y	n/a	E	
Education	CCA 11.1	1.5	0.8%	0.0%	100.0%	0.0%	0.0%	0.0%	0.0%	Y	Y	Y	Y	Y	Y	Y	n/a	E	
Capex of environmentally sustainable activities (taxonomy-aligned) (A.1)		10.4	5.6%	4.8%	0.8%	0.0%	0.0%	0.0%	0.0%	Y	Y	Y	Y	Y	Y	Y	0.3%		
A.2 Taxonomy-eligible but not environmentally sustainable activities (not taxonomy-aligned)																			
Transport by motorbikes, passenger cars and light commercial vehicles	CCM 6.5	1.3	0.7%														0.1%		T
Repair, reconditioning and remanufacturing	CE 5.1	0.1	0.1%														n/a		
Capex of taxonomy-eligible but not environmentally sustainable activities (not taxonomy-aligned activities) (A.2)		**1.4**	**0.8%**														**0.1%**		
Total (A.1+A.2)		**11.8**	**6.4%**														**0.4%**		
B Taxonomy-non-eligible activities																			
Capex of taxonomy-non-eligible activities		172.2	94%																
Total (A + B)		**184.0**	**100%**																

* For the purposes of this illustrative template, this figure shows the taxonomy-aligned turnover of the activity/total taxonomy-eligible turnover of the activity.
** Taxonomy-aligned capex of the activity/total capex of undertaking.

Taxonomy disclosure

				Substantial contribution criteria						DNSH criteria (does not significantly harm)									
	Code(s) (2)	Absolute opex (3) US$'m	Proportion of opex (4)	Climate change mitigation (5)*	Climate change adaptation (6)	Water (7)	Pollution (8)	Circular economy (9)	Biodiversity and ecosystems (10)	Climate change mitigation (11)	Climate change adaptation (12)	Water (13)	Pollution (14)	Circular economy (15)	Biodiversity (16)	Minimum safeguards (17)	Taxonomy-aligned proportion of opex, FY23 (18)**	Category (enabling activity) (20)	Category (transitional activity) (21)
Economic activities (1)		US$'m	%	%	%	%	%	%	%	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	%	E	T
A Taxonomy-eligible activities																			
A.1 Environmentally sustainable activities (taxonomy-aligned)																			
Collection and transport of non-hazardous waste in fractions separated at the source	CCM 5.5	1.0	1.8%	100.0%	0.0%	0.0%	0.0%	0.0%	0.0%	Y	Y	Y	Y	Y	Y	Y	n/a	E	
Freight transport services by road	CCM 6.6	0.1	0.1%	100.0%	0.0%	0.0%	0.0%	0.0%	0.0%	Y	Y	Y	Y	Y	Y	Y	n/a		T
Education	CCA 11.1	6.8	12.4%	0.0%	100.0%	0.0%	0.0%	0.0%	0.0%	Y	Y	Y	Y	Y	Y	Y	0%	E	
Opex of environmentally sustainable activities (taxonomy-aligned) (A.1)		7.9	14.3%	1.9%	12.4%	0.0%	0.0%	0.0%	0.0%	Y	Y	Y	Y	Y	Y	Y	0%		
A.2 Taxonomy-eligible but not environmentally sustainable activities (not taxonomy-aligned activities																			
Transport by motorbikes, passenger cars and light commercial vehicles	CCM 6.5	2.1	3.8%														0%	E	T
Repair, reconditioning and remanufacturing	CE 5.1	4.6	8.4%														n/a		
Marketplace for the trade of secondhand goods for reuse	CE 5.4	0.2	0.4%														n/a		
Opex of taxonomy-eligible but not environmentally sustainable activities (not taxonomy-aligned activities) (A.2)		**6.9**	**12.5%**														**0%**		
Total (A.1+A.2)		14.8	26.8%														0%		
B. Taxonomy-non-eligible activities																			
Opex of taxonomy-non-eligible activities		40.24	73.2%																
Total (A+B)		**55.00**	**100%**																

* For the purposes of this illustrative template, this figure shows the taxonomy-aligned turnover of the activity/total taxonomy-eligible turnover of the activity.
** Taxonomy-aligned opex of the activity/total opex of undertaking.

Tax

At the core of everything we do is being a responsible global corporate citizen. As such, paying taxes is an important economic contribution to the societies in which we operate, and a normal consequence of doing business.

We support the establishment of a harmonised international tax system with a level playing field and where all companies pay taxes in the jurisdictions where they operate.

To understand our approach to paying taxes and interpret the taxes-paid information, it is important to understand our operating model. As a global technology investor, our portfolio of businesses is well diversified by sector and geography. We operate on a decentralised basis in numerous countries. Our businesses are based in the countries where their operations, users and consumers are. All our investees pay taxes locally, in the jurisdictions where they operate and where their products and services are consumed.

Overall, our aim is to improve the lives of people in the countries where we operate – paying taxes is an integral part of that aim.

As a technology investor backing local entrepreneurs, there is typically less of a traditional value chain in which value is added in multiple layers. Paying taxes in the markets where we operate is an important contribution to those societies. This ensures we provide a return to those communities and countries for the benefit and privilege of doing business with and in them.

Paying taxes locally is an extension of our commitment to improving our customers' lives through technology. Our investees' businesses directly improve people's lives. Indirectly, through taxes paid locally, people's lives are further improved as these taxes assist governments to fund the needs of populations in their countries.

Taxes paid in FY24

In FY24, Prosus paid and collected US$1.2bn (US$1.1bn in FY23) in direct and indirect taxes globally. Details of taxes per country are set out on the next page[1]:

Prosus shows a meaningful normalised effective tax rate of 25.6% for FY24 (FY23: 22.9%).

The group accounts for its share of the results of its equity-accounted investments net of taxation recognised by those investments. To provide a more comparable and meaningful effective tax rate, the tax recognised as part of the group's share of results from equity-accounted investments is included to calculate the normalised effective tax rate. Exceptional items like tax-free capital gains on the sale of subsidiaries are excluded from profit before tax to arrive at the normalised effective tax rate.

1 *The table lists all the taxes paid and collected on a country-by-country basis in the 15 jurisdictions with the largest tax contributions in FY24. These 15 jurisdictions contributed more than 96% of the total taxes paid in FY24. Taxes paid in 29 countries add up to the amounts under 'Other'.*

Tax

Prosus	Corporate income and withholding taxes	Payroll taxes and social security contributions paid	Payroll taxes and social security contributions collected	Other direct taxes	Total direct taxes	VAT, service and consumption taxes	Other indirect taxes	Total indirect taxes	**Total tax contribution FY24**	Total tax contribution FY23
Brazil	74.5	63.1	55.5	5.7	198.8	42.7	0.3	42.9	**241.8**	224.2
Romania	4.7	7.4	59.7	2.4	74.1	154.7	0.6	155.2	**229.4**	203.9
The Netherlands	119.1	2.6	71.0	–	192.7	(12.0)	9.3	(2.7)	**190.0**	113.2
Poland	29.4	11.2	26.2	0.1	66.9	79.9	0.0	79.9	**146.8**	103.8
United States of America	17.2	9.1	44.4	2.8	73.6	(0.2)	–	(0.2)	**73.3**	66.3
India	8.3	5.4	32.9	0.1	46.7	22.5	0.4	22.9	**69.6**	83.6
Argentina	27.4	0.3	0.2	19.6	47.6	3.0	–	3.0	**50.6**	96.6
Portugal	0.5	7.1	12.9	–	20.6	6.2	–	6.2	**26.8**	24.8
Colombia	20.1	2.8	0.8	0.9	24.6	2.0	–	2.0	**26.6**	25.2
Bulgaria	0.1	0.8	1.0	0.0	1.9	23.4	–	23.4	**25.2**	25.2
Germany	0.5	3.2	19.6	–	23.3	0.4	–	0.4	**23.8**	22.4
South Africa	9.4	0.2	3.8	–	13.3	6.6	–	6.6	**19.9**	7.0
Hungary	0.5	3.3	3.6	0.2	7.6	7.7	–	7.7	**15.3**	32.7
United Kingdom	0.0	3.0	11.0	–	14.0	0.1	–	0.1	**14.1**	13.9
Ukraine	3.0	0.8	1.2	–	5.0	8.8	–	8.8	**13.8**	7.4
Other	17.6	7.0	9.1	0.1	33.9	10.3	–	10.3	**44.1**	70.5
Total	**332.3**	**127.4**	**353.0**	**31.9**	**844.6**	**356.0**	**10.6**	**366.6**	**1 211.2**	**1 120.7**

The table lists all the taxes paid and collected on a country-by-country basis in the 15 jurisdictions with the largest tax contributions in FY24. These 15 jurisdictions contributed more than 96% of the total taxes paid in FY24. Taxes paid in 29 countries add up to the amounts under 'Other'.

Tax

Compliance

As a family of local businesses, we apply consistent principles across our portfolio. We take tax compliance and paying taxes seriously. Prosus has zero tolerance for non-compliance with tax laws in all jurisdictions where our businesses operate. This principle is embedded in the culture of our group and is an element of the KPIs of finance and tax teams.

Our tax team comprises experienced and effectively equipped tax specialists. Regular training ensures all team members maintain their up-to-date tax skill set. Investees are accountable for managing their tax affairs. They must adhere to our group tax policy, including zero tolerance for non-compliance.

Compliance with tax laws and regulations in the countries where we do business is paramount to the integrity of our businesses and all our actions. Ensuring we are compliant with tax legislation is non-negotiable. We have to be – and want to be – fully compliant: no exceptions. This is how we do business and why our stakeholders can have confidence in the integrity of our actions. To ensure our tax ethic is grounded in our people, we provide ongoing training and foster a culture based on open communication, honesty and ethical considerations.

As with any other business costs, we ensure we manage our tax costs efficiently. This is part of our responsibility to our shareholders and our businesses. But we do not use opportunities to unreasonably reduce the tax cost of the business. All tax planning – whether driven by acquisitions, rationalisations, disposals or disinvestments, operational restructuring or legislative changes – is carried out in line with our tax policy and approach to tax. Our approach to tax is guided by a commitment to the spirit of the law. This means that a tax incentive is not claimed if it is not driven by business reasons or does not align with the spirit and intent of the law. An example is the pandemic-related tax incentives that the group did not claim since these were introduced to keep small and medium-sized enterprises afloat and not to support multinational businesses like ours.

Our appetite for tax risk is low. All tax planning is decided and effected in the context of the business: taxes flow from business operations. Business structures and operational models dictate our tax strategy, not vice versa.

We do not obtain or benefit from special dispensations. When obtaining tax rulings, to create certainty on the application and tax consequences of business transactions, we do this via standard, transparent processes available to all taxpayers. In line with our commitment to tax transparency, we support making any tax rulings publicly available.

Operating a decentralised local business model means that transfer pricing is not a significant factor in our tax management. To the extent that it does apply, we ensure adherence to the arm's length principle set out in the OECD transfer pricing guidelines.

Prosus has grown organically and by acquisition. In the course of these acquisitions, we inherited a number of legacy structures, including some companies located in low-tax jurisdictions. These structures are under constant review, and most have been eliminated.

This review of our legal entity structure continued in FY24. A number of entities were liquidated and the simplification continued during the period. The remaining entities in low or no-tax jurisdictions have been earmarked for elimination.

Low (or no) tax jurisdictions are internally defined as countries with no corporate income tax and countries listed on the EU blacklist of non-co-operative jurisdictions for tax purposes. We do not have entities in such jurisdictions unless dictated by valid business reasons and local operations. We do not attempt to engineer tax advantages by creating business entities in low-tax jurisdictions unless Prosus operates in these jurisdictions.

Further guidance on how we manage taxes is publicly available in our group tax policy on our website at www.prosus.com/the-group/tax.

Governance

We attach the highest priority to fairness, integrity and transparency – in short, doing the right thing, no exceptions. This approach is built on the following framework:

- Board accountability for tax, through the group CFO and periodic reports to the joint audit and risk committees
- A clear register of uncertain tax positions and tax being reflected in the heatmap with key risks
- A tax control framework with robust controls
- Experienced tax professionals with the right skills across the group
- Training, regular communication and engagement between everyone with tax responsibilities
- Using technology to automate tax processes
- Having a group speak up policy available to all on any matter, including tax behaviours.

Ultimate responsibility for tax vests in our group CFO, a member of the Prosus board, with oversight from the audit and risk committees. Our group tax policy is reviewed annually by the audit and risk committees, approved by the board and published on our website.

Maintaining a register of uncertain tax positions and tax being reflected in the heatmap with key risks facilitates a structured approach to assess, prioritise, respond to and monitor potential high-impact tax risks. The register of uncertain tax positions details our top tax risks and how we manage each one. We use our heatmap to rank our risks, including tax risks, by impact and vulnerability, and track their movements over time. This guides our decisions by focusing on actions required to effectively manage and mitigate tax risks.

The main tax risks for our businesses lie in legislative or regulatory changes. This is especially true in our industry where global tax developments (base erosion and profit shifting, pillar 1 and 2) and digital services taxes apply to consumer internet and tech companies. Monitoring legislative changes is therefore a key priority, primarily to ensure that our businesses are always compliant. In addition, the impact of changes in regulations are timeously evaluated via impact assessments. An example is the global minimum tax rules of pillar 2.

The financial impact of these rules is expected to be minimal based on how our businesses operate: our local businesses pay their taxes locally, are predominantly based in high-tax jurisdictions and book-to-tax differences are exceptional. Based on an assessment of the transitional Country-by-Country Reporting (CbCR) safe-harbour provision, we anticipate that the significant countries in which the group operates will meet at least one of the safe-harbour tests (simplified ETR test, de minimis test or routine profit test) and that most of the smaller countries and businesses equally qualify for relief. This is expected to result in no material additional pillar 2 tax being payable.

Due to complexities in applying the pillar 2 legislation as well as the fact that further guidance on rules and regulations is expected in the coming period, the group will continue to assess the impact of pillar 2 legislation on its future financial performance. Considering the pillar 2 rules are effective from 1 April 2024, there is no current tax impact for the year ended 31 March 2024. The group has applied a temporary mandatory relief from deferred tax accounting for the impact of top-up tax and will account for it as a current tax if it is incurred.

Fully understanding the compliance elements of pillar 2 rules is a priority to ensure the group will be compliant.

In the Netherlands and in many other countries, the pillar 2 rules of the OECD have come into effect. South Africa expressed the intention to still implement pillar 2 rules in 2024. We committed to full compliance with these regulations ahead of the first tax-filing deadline by 30 June. Our approach is to strategically align with the data already available in our group, ensuring consistency and leveraging our existing information assets. We rely on expert guidance in navigating these complex regulations. We are actively seeking innovative technology solutions to streamline our compliance processes, enhance our efficiency, reduce risk of errors, and ensure we remain at the forefront of tax compliance.

Apart from monitoring (potential) changes in legislation, Prosus regularly contributes to (public) consultations. In our engagements, we aim to contribute constructively and act as a sparring partner, taking into account the objectives and purposes of legislative changes, their impact on our decentralised business model and our desire for tax systems to be fair and balanced and, most importantly, to provide a level playing field.

Tax risks, tax challenges, interactions with revenue authorities and other issues are under constant review and reported regularly to our group CFO and the joint audit and risk committees.

We aspire to a 'no surprises' approach in managing taxes: there should be no tax surprises at any level – whether in relation to tax costs to a business, reporting

Tax

to revenue authorities or supplying relevant information to stakeholders. Our tax control framework sets out the operational details for managing tax risk in line with the criteria in our tax policy. We implement this framework consistently across our controlled portfolio and operations to ensure tax compliance in all jurisdictions where we operate. This framework is also shared with relevant tax authorities.

All tax professionals are appropriately skilled for their roles and receive ongoing training. The tax team members are assisted by reputable external advisers with specialist tax expertise who provide input on all significant and many other tax matters, advise on tax consequences of transactions, review tax filings and support tax teams where necessary.

The process for disclosing any improper conduct or concerns of wrongdoing is outlined in the group speak up policy and available to all on any matter, including tax behaviours.

Technology

Efficient tax management is enhanced by technology. Given the growing requirement by tax authorities and other regulators to report substantive data, it is essential to harness technology for data extraction, gathering and collation. Technology is also paramount to reduce and eventually eliminate human errors in collating relevant data and the tax-compliance process. Automation contributes to enhanced data integrity and reduces the working hours involved in these processes. Where possible, we have automated tax processes. Examples are the controlled foreign company compliance and country-by-country reporting processes.

We will continue to expand the reach of automation and technology in our tax management processes, where we are confident of increased efficiency and integrity of information. This focus is included in the KPIs of our tax team members. At the same time, we recognise there are, and always will be, many areas in tax that require ongoing attention and input by skilled tax professionals. Where technology can be implemented to enhance data collection and collation, and to share relevant information with tax authorities, fewer working hours required for these tasks enables our group tax specialists to spend their time more effectively.

We will continue to invest time in assessing how technology can assist in streamlining processes to effectively manage our taxes and tax compliance.

Transparency

It is one of our KPIs to at all times constructively and transparently engage with all our stakeholders, external and internal. These stakeholders include investors, customers, employees, regulatory authorities, governments and policy-makers, and tax authorities.

In 2022, the Dutch Confederation of Netherlands Industry and Employers (VNO-NCW) published the tax governance code. Prosus endorses and supports this code which provides for tax principles aiming to improve transparency. Our tax principles align with those set out in the code. We have participated in a peer-to-peer review exercise, and no relevant shortcomings were identified. We believe our commitment to tax transparency and associated tax governance principles, including the VNO-NCW tax governance code, are key to provide a better public understanding of our rather unique approach to tax and our tax contributions.

Disclosure of taxes paid is an important step in tax transparency. We support initiatives to demystify and reduce the stigma that may be attached to tax contributions by companies, particularly multinationals. In our view, disclosure demonstrates responsible corporate citizenship and facilitates meaningful engagement with stakeholders in the countries where we operate. Public country-by-country reporting is also an important step in tax transparency. At the same time, we recognise the risk that the information disclosed is interpreted wrongly or misunderstood. Context is relevant to understand the data disclosed. Public data under the country-by-country rules and the taxes paid only provides valuable information if there is a deep understanding of the business activities in these countries, including the life cycle of local business operations.

We view tax authorities as significant stakeholders. As with all other stakeholders, it is important for us – and our investee companies – to engage proactively and transparently with tax authorities. Our approach, where possible, is to follow the principle of co-operative compliance. We engage regularly with tax authorities to explain our business model and proactively share information. While recognising that, at times, our views and those of the tax authorities may differ in applying specific tax rules and legislation, we aspire to a relationship of mutual trust. This sometimes creates dilemmas. But our aim remains for stakeholders, including revenue authorities, to have confidence in the integrity of our actions, the way we do business and information we provide. As such, we will continue to take proactive steps to enhance the scope of tax information relevant to our stakeholders.

Prosus is an active supporter and contributor of the Capabuild project – a public-private partnership co-building tax capacity for countries in the global south by way of tax training for tax authorities, policy-makers and other government officials. Capabuild strives to improve understanding of global taxation, which can help governments improve the effectiveness and efficiency of their tax systems. As taxation is a significant factor, it is important that it is understood and demystified. Through our contribution to the training platforms offered by Capabuild, we are able to share our knowledge and emphasise the need for dialogue, building trust and true transparency on taxes paid, collected and applied to improve the lives of citizens – the people governments serve. We proudly support initiatives such as Capabuild because they contribute to having sustainable, fair and transparent tax systems that enable governments to provide for their citizens.

Regulatory risk

Managing tax efficiently means effectively managing risk. This important area is another KPI for our tax teams. As we operate in many jurisdictions, tax policy and legislative changes are an ongoing risk. We need to be aware of impending policy or legislative changes and be ready to implement these as required. But this also means we need to constructively engage with policy-makers and legislators to ensure our messages are heard when policies or legislation are changed. Our reputation as a responsible corporate citizen contributes to being heard by these bodies. Where we are able to build relationships of trust, we do so. We believe this gives us credibility and will enhance our reputation as a taxpayer with integrity.

Prosus continues to provide constructive and reliable feedback to tax policy-makers and other stakeholders through submissions to public consultations or direct engagement at national and international levels.

Level playing field

As a global investor, we subscribe to certain tax policy fundamentals: we believe it is in everyone's best interests to establish a level playing field in which local, regional and global companies are subject to the same taxes in the countries where they operate. In our view, taxes should be fair, balanced and uniform. To create the level playing field, we believe taxation of profits and local tax systems should be governed by a harmonised international framework. We actively support international initiatives led by the OECD/G20 inclusive framework on base erosion and profit shifting to develop a global policy to modernise and remove imbalances from the international tax system. These align with our approach to taxes and where we believe taxes should be paid.

The level playing field will ensure that each business is subject to the same taxes, irrespective of whether it operates globally, regionally or locally. We engage in discussions where we believe we can contribute to ensuring this harmonised global tax system with a level tax playing field is created.

Certainty, transparency, fairness, integrity and doing the right thing, no exception – these are fundamentals in our approach to tax management at Prosus. We want to ensure that, at all times and in all jurisdictions, we pay the correct and appropriate amount of tax, commensurate with the business operations in that geography, and that we can openly demonstrate this to our stakeholders.

Governance

In this section, we detail the value of an integrated approach to assurance and compliance. The adopted governance, risk and compliance framework is the basis for how we manage governance.

Our culture – Connect. Build. Thrive.

Prosus is the holding company of a global portfolio of operating companies, many of which are in high-growth emerging markets. We are also one of the largest technology investors in the world. We embrace this duality because we believe a holding company that both operates and invests is the ultimate value-creation engine in technology.

Our evolution has inevitably given rise to some complexities, not least of which is a workforce of over 21 000 permanent employees in around 80 countries and markets.

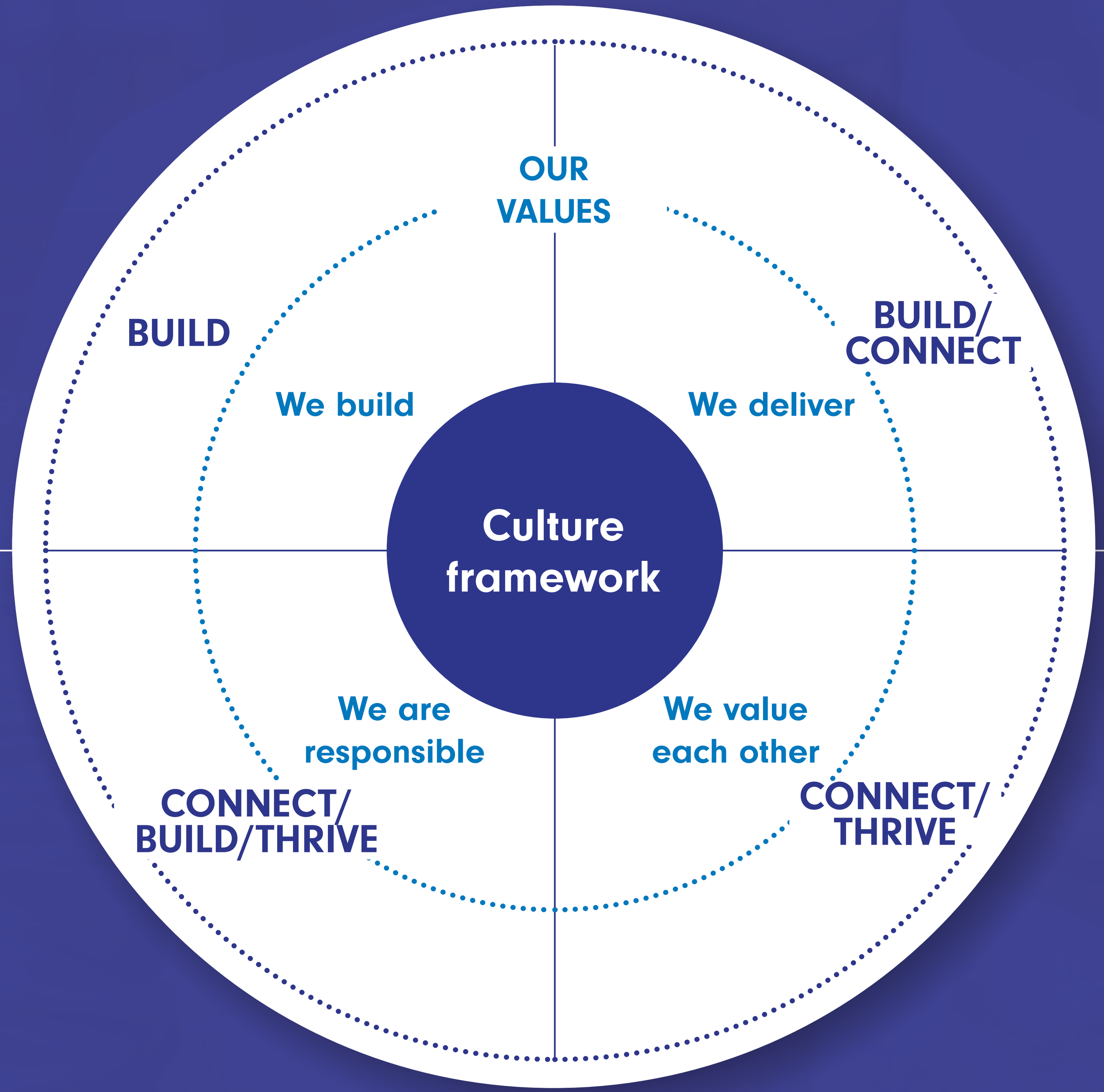
To better align with systemic changes in the world around us, we have refined and flattened our organisational structure. This brings us closer as a group, closer to the companies in which we invest, and centralises resources to enable more flexible utilisation. Importantly, the new structure better aligns with our strategy for sustainable growth.

Team and culture play a critical role in achieving our long-term goals and reigniting our legacy of building and investing in exceptional businesses for exceptional returns.

1 CONNECT
- Strengthen our ties to each other
- Share information
- Reinforce our values and what we stand for
- Esprit de corps – we win and lose together as a team

2 BUILD
- Build technology businesses that will change the world
- Customer delight drives everything
- Velocity in everything we do

3 THRIVE
- Thrive as individuals and as a team – we develop together
- Thrive at the portfolio level and as a holding company
- Maximise our impact on the world to ensure we enable others to thrive



Governance

Introduction

Prosus N.V. was incorporated under the laws of the Netherlands in 1997 as a private limited liability company. On 16 May 2019, it was converted to a public limited liability company.

The company is governed by Dutch corporate and securities laws, in particular the Dutch Civil Code *(Burgerlijk Wetboek)* and the Financial Supervision Act (*Wet op het Financieel Toezicht*), its articles of association and various internal policies approved by the board of directors. In addition, the Dutch Corporate Governance Code 2022 applies to the company. A code of business ethics and conduct (the code) and related internal policies that apply to its employees have also been implemented. These documents are published on our website.

In this section, the main elements of the corporate governance structure and how Prosus applies the principles and best practices of the Dutch Corporate Governance Code are discussed.

Information required by the Dutch Decree on Corporate Governance *(Besluit inhoud bestuursverslag)* and the Dutch Decree on Article 10 Takeover Directive *(Besluit artikel 10 overnamerichtlijn)* is included.

Share capital

The authorised share capital of Prosus totals four hundred and one million euros (€401 000 000), split into eight billion ten million and ten thousand (8 010 010 000) shares, of which:

- ten million (10 000 000) are ordinary shares A1 with a nominal value of 5 euro cents (€0.05) each
- ten thousand (10 000) are ordinary shares A2 with a nominal value of 50 euro (€50) each
- three billion (3 000 000 000) are ordinary shares B with a nominal value of 5 euro cents (€0.05) each, and
- five billion (5 000 000 000) are ordinary shares N with a nominal value of 5 euro cents (€0.05) each.

As at 31 March 2024, the issued share capital of Prosus comprises three classes of shares:

- 2 577 417 975 listed ordinary shares N that have one vote per share. Naspers Limited holds 1 067 157 216 ordinary shares N
- 6 446 739 unlisted ordinary shares A1 that have one vote per share and entitled to one-fifth (1/5) of the amount of a distribution made on each ordinary share N, multiplied by the free-float percentage, and
- 2 869 537 584 unlisted ordinary shares B that have one vote per share and each ordinary share B is entitled to one-millionth (1/1 000 000) of the amount of a distribution made to each ordinary share N. All ordinary shares B in issue are held by Naspers Limited.

As at 22 June 2024, there is no change in the issued share capital of Prosus.

Right to hold and transfer shares

Prosus' constitutional documents place no limitations on the right to hold or transfer ordinary shares A1 and A2 and ordinary shares N. Other than in relation to a transfer of ordinary shares B by Naspers to any of its wholly owned subsidiaries or vice versa, a transfer of ordinary shares B can only take place with respect to all, and not part, of the ordinary shares B held by the holder of such ordinary shares B.

Delegated authorities

On 23 August 2023, Prosus shareholders designated the board as the competent body to issue shares in Prosus, and to grant rights to subscribe for shares. In addition, the board was authorised to issue shares and rights to subscribe for shares up to 10% of the issued capital for a period of 18 months. Prosus shareholders also designated the board as the competent body to acquire fully paid-up shares in its own capital, up to a maximum of 50% of the total issued share capital.

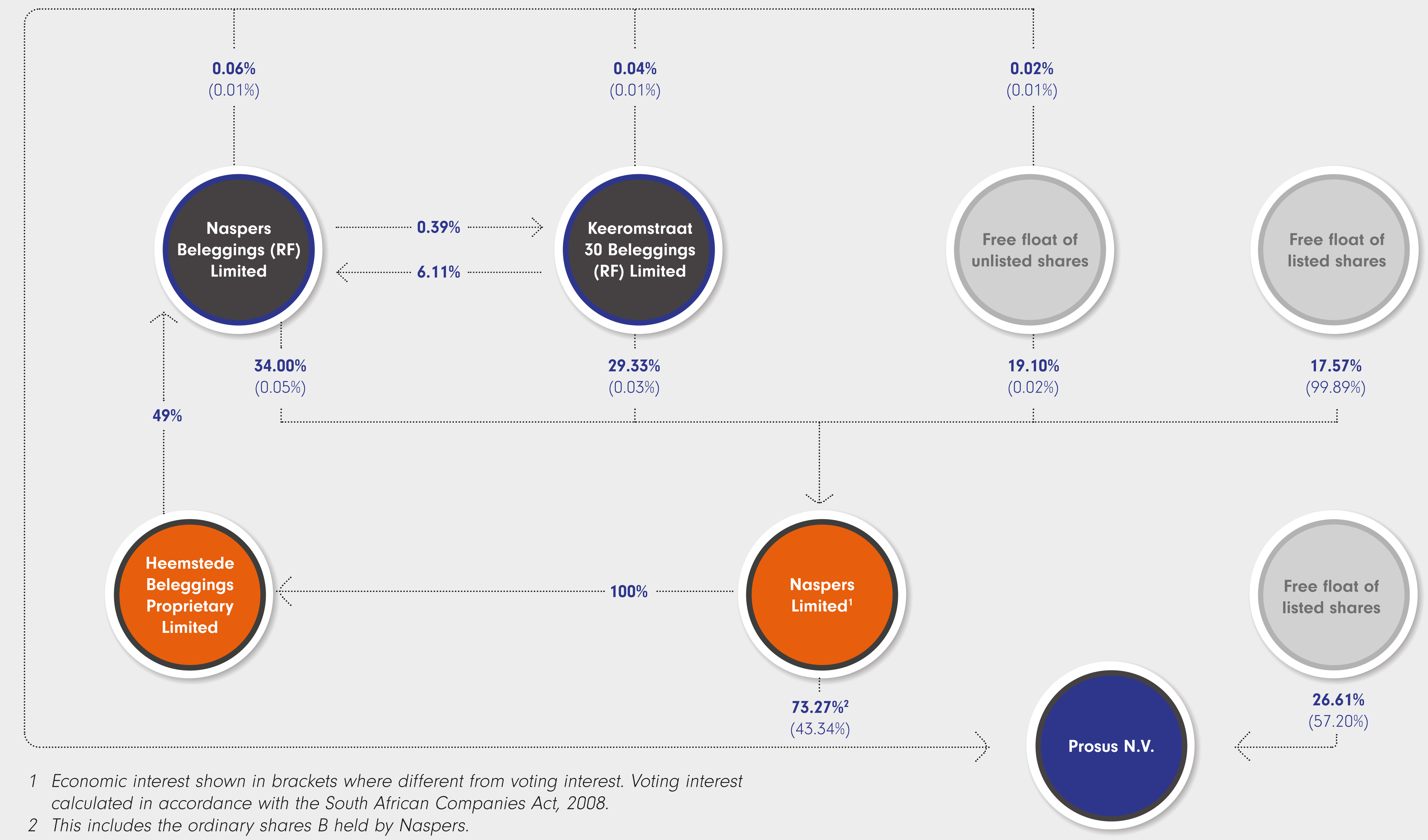
On 23 August 2023, the general meeting resolved to cancel all shares the company holds in its own capital, and to designate the board to determine the times and quantities of cancellation. Under this designation, on 28 November 2023, the board of directors decided to cancel 82 136 030 ordinary shares N that Prosus held in its own capital. This cancellation was effected on 23 February 2024.

Listing and regulatory environment

Since 11 September 2019, Prosus has had a primary listing on the Euronext Amsterdam (ISIN NL0013654783 and ticker symbol PRX) and a secondary listing on the JSE Limited, Johannesburg's stock exchange. Since December 2020, the ordinary shares N are also listed on A2X Markets in South Africa. Prosus is therefore primarily regulated by the Netherlands Authority for the Financial Markets *(Stichting Autoriteit Financiële Markten* or AFM*)*.

Prosus has a level 1 American Depository Receipt (ADR) programme. This ADR programme does not create new capital in the US but provides an opportunity to develop and expand the US shareholder base. Level 1 ADRs are traded in the US on an over-the-counter (OTC) basis. The ratio between ordinary share N and ADR is 1:5. The symbol for the Prosus ADR is PROSY, CUSIP number 74365P108.

Shareholding structure at 31 March 2024



1 Economic interest shown in brackets where different from voting interest. Voting interest calculated in accordance with the South African Companies Act, 2008.
2 This includes the ordinary shares B held by Naspers.

Prosus shares are included in a number of leading indexes, including the AEX, EURO STOXX 50, STOXX 600 and MSCI Pan Euro.

Significant shareholders

As at 31 March 2024, Naspers holds 41.4% of the issued ordinary shares N and 100% of ordinary shares B. Combined, these represent 73.27% of the voting rights of Prosus, representing a 43.34% economic interest. Naspers has significant control over our management and affairs and controls all matters requiring approval by our shareholders, including the election or removal of directors and approval of any significant corporate transaction.

Governance

Protection structure

The aim of the Prosus protection structure is to ensure the continued independence of the group.

The protection structure has not been activated as Naspers currently controls 73.27% of Prosus. It would only be activated if Naspers makes, or is obliged to make, a filing with the AFM that it ceases to be entitled to exercise at least 50% plus one vote of the total number of voting rights that may be exercised at a general meeting. In such event, the ordinary shares A1, carrying one vote per share, automatically convert to ordinary shares A2 carrying 1 000 votes per share.

Keeromstraat 30 Beleggings (RF) Limited (Keerom) and Naspers Beleggings (RF) Limited (Nasbel) hold such number of ordinary shares A1 that, if the protection structure was activated, together they would control more than 50% of ordinary shares A and ordinary shares N. These companies exercise such rights in consultation with one another in accordance with a voting-pool agreement. No other entities are part of the protection structure.

To give shareholders a complete understanding of how the group's continued independence is ensured, we provide an outline of the Naspers voting control structure.

Naspers voting control structure

Naspers also has two classes of shares: (listed) N ordinary shares carrying one vote per share and (unlisted) A ordinary shares carrying 1 000 votes per share. Nasbel and Keerom hold such number of A class ordinary shares that, together, they control over 50% (63.33% as at 31 March 2024) of the voting rights in Naspers. No holder of A ordinary shares is entitled to control more than 34% of Naspers.

These two companies exercise such rights in consultation with one another in accordance with a voting-pool agreement. If they vote together, they can vote the majority of the voting rights in Naspers, including on any takeover offer. No other entities are part of the voting control structure. Heemstede Beleggings Proprietary Limited, a subsidiary of Naspers, holds 49% of the shares in Nasbel.

Cross-holding structure

On 23 August and 24 August 2023, shareholders of Prosus and of Naspers approved the unwind of the cross-holding structure. The board implemented the Prosus capitalisation issue (as defined in the circular published on 12 July 2023) on 18 September 2023, which resulted in the following entitlements for shareholders as at 15 September 2023:

- Holders of ordinary shares N received 1.17960 new ordinary shares N for each existing ordinary share N held. Naspers irrevocably and antecedently waived its entitlement under the Prosus capitalisation issue
- Holders of ordinary shares A1 received 0.4465437 new ordinary shares A1 for each existing ordinary share A held, and
- Naspers received 1.5427717 new ordinary shares B for each existing ordinary share B held.

In addition, Naspers implemented the Naspers capitalisation issue at a ratio of 4 999:1 and the subsequent Naspers share consolidation at a ratio of 5 000:1 (as defined in the circular published on 26 July 2023). Prosus irrevocably and antecedently waived its entitlement under the Naspers capitalisation issue.

Following the unwind of the cross-holding structure, Prosus no longer has an interest in Naspers.

This transaction was subject to approval from shareholders of Naspers and Prosus and its implementation was subject to approval from the boards of Naspers and Prosus. The non-executive directors were satisfied that the requirement set out in provision 2.7.5 of the Dutch Corporate Governance Code was complied with, that the transaction effectively unwound the cross-holding structure, and that this was done on terms that are customary in the market.

General meeting of shareholders

The general meeting of shareholders holds all powers that have not been granted to other company bodies. The annual general meeting will be held within six months after the end of the financial year. The annual general meeting is authorised to appoint directors to the board and to dismiss them. It also adopts the financial statements, releases directors from liability, adopts distribution proposals, appoints an external auditor and approves the remuneration policy for directors. Other general meetings will be held when the board of directors deems necessary.

In addition, certain decisions are subject to the approval of the general meeting of shareholders, including decisions entailing a significant change in the identity or character of the company or its business and corporate matters, such as amendments to the company's articles of association, a (de)merger or dissolution of the company, and the issuance of shares or reduction of the issued capital of the company.

Within four months of the end of every fiscal year, the board of directors must prepare the financial statements. The financial statements are put to the annual general meeting for adoption.

The board of directors sets the agenda for the general meetings of shareholders. Shareholders who individually or collectively represent at least 3% of the issued capital are entitled to propose items for the agenda, within the boundaries of the law. Every shareholder is entitled to attend a general meeting. Subject to certain exceptions provided by Dutch law and/or the articles of association, resolutions of the general meeting of shareholders are passed by an absolute majority of votes cast and do not require a quorum.

General meetings are convened by public notice via the company's website, and registered shareholders are notified by letter or electronic communication at least 42 days prior to the day of the relevant meeting. Shareholders who wish to exercise the rights attached to their shares in respect of a shareholders' meeting are required to register for such meeting.

Shareholders may attend a meeting in person, vote by proxy (via an independent third party) or grant a power of attorney to a third party to attend the meeting and vote on their behalf.

Pursuant to Dutch law, the record date for the exercise of voting rights and rights relating to shareholders' meetings is set at the 28th day prior to the day of the relevant meeting. Shareholders registered on such date are entitled to attend the meeting and to exercise the other shareholder rights (at the relevant meeting), despite any subsequent sale of their shares after the record date.

The 2024 annual general meeting of Prosus will be held on 21 August 2024. As questions asked tend to focus on business-related matters, governance and the remit of our board committees, the chair, chief executive and chief financial officer and the chairs of our board committees attend the annual general meeting. In accordance with provision 4.1.8 of the Dutch Corporate Governance Code, we also require all directors up for re-election to attend the annual general meeting. This attendance may be virtual.

The external auditor is welcomed to the annual general meeting and entitled to address the meeting.

Amendment to articles of association

At the annual general meeting of Prosus, a resolution may be passed to amend its articles of association, but only on a proposal from the board.

A resolution made at the annual general meeting amending the articles of association of Prosus, such that rights attributable to ordinary shares A or ordinary shares N are adversely affected, is subject to approval by holders of the relevant class of shares.

The resolution can be adopted by an absolute majority of votes cast, until the ownership of Prosus shares by Naspers falls below 50%. Then, a resolution made at the annual general meeting amending the articles of association requires a majority of at least 75% of the votes that may be cast at the annual general meeting.

More detailed information appears in Prosus' articles of association at www.prosus.com/the-group/policies.

Overview of governance

Governance structure

The governance structures of Prosus and Naspers substantially mirror each other. Prosus and Naspers have an identical one-tier board structure of executive and non-executive directors. Executive directors are responsible for the group's day-to-day management, which includes formulating its strategies and policies as well as setting and achieving its objectives. Non-executive directors supervise and advise executive directors. Each director has a duty to the company to properly perform their assigned responsibilities and to act in its corporate interest. Under Dutch law, Prosus' corporate interest extends to the interests of all its stakeholders, including its shareholders, creditors and employees.

The audit and risk committees of the board monitor compliance with the Financial Supervision Act, Dutch Civil Code and Dutch Corporate Governance Code, and the Euronext Dublin requirements applicable to Prosus bonds listed on that exchange.

The board's projects, audit, risk, human resources and remuneration, nominations, and sustainability committees fulfil key roles in ensuring good corporate governance.

The group uses independent external advisers to monitor regulatory developments, locally and internationally, to enable management to make recommendations to the board on matters of corporate governance.

How we integrate governance into our business

We recognise the value of an integrated approach to assurance and compliance. The adopted governance, risk and compliance framework is the basis for how we manage governance.

This framework illustrates how we achieve a sustainable business integrated with governance, assurance, risk management and compliance, in line with legislated requirements and Dutch Corporate Governance Code recommendations, and reported through the relevant structures.

Our subsidiaries, associates and investees are required to comply with applicable laws and regulations. A risk-based legal compliance programme (including anti-bribery and anti-corruption) has been implemented as per this framework in all subsidiaries.

In applying our capital-allocation strategy, we carefully examine the risks relating to countries and sectors in which we invest.

We review potential investees and their founders and/or major shareholders; it is important for us to know with whom we are doing business. Our due diligence looks at the commercial and financial position of the investees, but also covers legal (including IP, privacy, human rights and litigation), sustainability and tax aspects of their business. This is supplemented by contact between our team and the founder(s) and their management teams to understand the culture of the investees.

For acquisitions of majority-ownership stakes in larger businesses, we formally assess the investee's ethics and legal compliance framework and HR policies against our own framework and policies to see what actions (if any) will need to be taken for the investee to meet our minimum requirements. The governance frameworks of investees differ depending on their scale and maturity: some are simply too small or too early-stage to have a fully built and mature governance and compliance framework. In each case, however, we believe that our contact with the founders and management teams and our additional due diligence help us to understand the purpose and culture of each company.

Our largest associates, many of which are of significant size, have adopted appropriate governance standards. A number of these companies have listings on leading stock exchanges and therefore need to comply with both local law and the requirements of the relevant exchange. This is reflected in the standards they adopt. If members of our team serve on the boards of investees, they are sometimes able to help shape the investee's governance standards. They do this by sharing the governance standards we have adopted on relevant topics, offering support to associates through training or workshops and generally sharing our knowledge and expertise. Periodically, teams from the company and associates meet to discuss governance standards and share their experiences.

Group governance framework

The board is the focal point for, and custodian of, the group's corporate governance systems.

It conducts the group's business with integrity and applies appropriate corporate governance policies and practices in the group.

The board, its committees, and the boards and committees of subsidiaries, are responsible for ensuring the appropriate principles and practices of the Dutch Corporate Governance Code are applied and embedded in the governance practices of group companies.

A disciplined reporting structure ensures the board is fully apprised of subsidiary activities, risks and opportunities. All subsidiaries in the group are required to subscribe to the principles of the Dutch Corporate Governance Code. Business and governance structures have clear approval frameworks.

The group's governance committee comprises the segment chief financial officers, chief financial officers of Naspers and Prosus as well as the group company secretary, group general counsel, group head of risk and audit, global head of sustainability, and global head of ethics and compliance. The committee was tasked to ensure the group's governance structures and framework were employed across the consolidated entities in the group during the financial year.

Governance and progress are monitored by the audit and risk committees and reported to the board.

As the companies in our group are diverse and at different maturity stages, a one-size-fits-all approach cannot be followed in implementing governance practices. All good governance principles apply to all types and sizes of companies, but the practices implemented by different companies to achieve the principles may be different. Practices must be implemented as appropriate for each company, in line with the overarching good governance principles.

Details of choosing the right opportunities and balancing risks (including principal risks) appear on pages 29 to 31 of the annual report. The board's responsibility statement on risk management is on page 29.

Our approach to applying Dutch Corporate Governance Code and statement by the board

Prosus is required to report its application of the principles of the Dutch Corporate Governance Code. The board, to the best of its knowledge, believes the group has satisfactorily applied these principles.

The group considers proportionality when we apply corporate governance. This means we apply the practices needed to demonstrate the group's governance as appropriate across the group.

As at 31 March 2024, Prosus does not comply with best-practice provisions 1.3.1, 1.3.2, 2.1.9, 5.1.3, 2.2.1, 2.2.2, 2.2.6 and 4.1.3.

Our corporate governance statement and explanation of deviations from Dutch Corporate Governance Code, 2022, are on our website at www.prosus.com/investors/results-reports-events/results-reports-and-events-archive.

For reference, the full text of the Dutch Corporate Governance Code is available on its website at www.mccg.nl/english.

Decree article 10 EU Takeover Directive

According to decree article 10 EU Takeover Directive, we are required to report on, among other issues, our capital structure; restrictions on voting rights and the transfer of securities; significant shareholdings in Prosus; rules governing the appointment and dismissal of members of the board of directors, amendment of the articles of association, and the powers of the board of directors.

The information required by decree article 10 EU Takeover Directive is included in this corporate governance section and the remuneration report.

Overview of governance

Sustainable long-term value creation and strategy

Through advice and supervision of management, the non-executive members of the board ensure that a culture of business ethics and conduct aimed at sustainable long-term value creation is promoted to underpin the group's activities as a responsible corporate citizen. This includes adopting values and a code, leading by example, and monitoring implementation to make required disclosures on compliance and effectiveness. In this regard, the board is responsible for group performance by steering and providing strategic direction to the company, taking responsibility for adopting a view on sustainable long-term value creation and aligned strategy and plans (which originate from management).

The board must approve the annual business plan and budget compiled by management, for implementation by management, taking cognisance of sustainability aspects in long-term planning.

The board continued to allocate adequate time to discuss strategic activities. It received regular updates on progress towards the ambition to deliver consolidated Ecommerce trading profit in the second half of FY24. Further focus areas for the board were steps to simplify the group structure, continuing the open-ended share-repurchase programmes, effective capital allocation and more active portfolio management. The board advises on the strategic action items that are defined and refined in the two-day meetings in April 2023 which result in the approval of the business plan. These discussions included strategies for delivering consolidated Ecommerce trading profit and deep dives on other strategic opportunities and responsible capital allocation. The board further reviewed and advised on the group's unwind of the cross-holding structure and change in management.

For more information on the group's strategic approach, refer to page 17.

With a focus on sustainable long-term value creation, the board also reviewed and advised on the group's ambition to set science-based targets, CSRD and Dutch Corporate Governance Code readiness, corporate social investment and donations, and stakeholder engagement. We updated and enhanced multiple key group policies, including the competition compliance, speak up and sustainability policies.

For more information on the group's approach to sustainability, refer to page 46.

These objectives are reflected in the goals of executive directors. All financial, strategic, operational and sustainability goals are measurable and validated.

Internal controls, risk and audit

Internal control systems

Our system of internal controls aims to prevent or detect material risks and to mitigate material adverse consequences.

The system provides reasonable assurance on achieving company objectives. This includes the integrity and reliability of the annual report; safeguarding and maintaining accountability of its assets; and to detect fraud, potential liability, loss and material misstatements while complying with regulations.

The directors representing Prosus on boards of entities where the company does not have a controlling interest seek assurance that significant risks are managed and systems of internal control are effective.

Management, with assistance from risk and audit, regularly reviews risks and the design and operating effectiveness of internal controls, seeking opportunities for improvement.

The board reviewed the effectiveness of controls on key risks for the year ended 31 March 2024. This assurance was obtained principally through a process of management self-assessment, including formal confirmation via representation letters by executive management. Consideration was also given to other input, including reports from risk and audit, compliance and the risk management process. Where necessary, programmes for corrective actions have been initiated and progress is monitored.

While we work on continuously improving our processes on financial reporting, no major failings have occurred to the knowledge of the directors. As such, the directors are of the opinion that these systems provide reasonable assurance that the financial reporting does not contain material inaccuracies.

Risk and audit

A central risk and audit function for the group provides independent, objective assurance and risk support services for the system of risk management and internal control to help management preserve and create sustainable value. The head of risk and audit reports to the chair of the audit committee, with administrative reporting to the chief financial officer.

The function's core competency lies in risk-based technology and business process assurance work. Through its specialised cybersecurity team, risk and audit also supports our businesses in continuously enhancing their technology and cyber-capabilities to ensure resilient and secure platforms in the face of evolving cyber-risks.

The risk and audit function operates in conformance with the international professional practice framework of the Institute of Internal Auditors and, in line with these, submits itself regularly to an external quality review.

Among other aspects, risk and audit is responsible for providing a statement annually on the effectiveness of the group's governance, risk management and control processes to the board of directors, and to the audit committee specifically, of the results of its review of financial controls.

Non-audit services

The group's policy on non-audit services provides guidelines on dealing with audit, audit-related, tax and other non-audit services that may be provided by the independent auditor to group entities. It also sets out services that may not be performed by this auditor.

The audit committee preapproves audit and non-audit services to ensure these do not impair the auditor's independence and comply with legislation. Our guiding principles protect audit independence by limiting services where the auditor:

- functions in the role of management of the company, or
- audits its own work, or
- provides services that are prohibited under applicable independence standards, or
- serves in an advocacy role for the company.

Relations with shareholders and investors

Investor relations

Prosus' investor relations policy (refer to www.prosus.com/the-group/policies) describes the principles and practices applied in interacting with shareholders and investors. Prosus is committed to providing timely and transparent information on corporate strategies and financial data to the investing public. In addition, we consider the demand for transparency and accountability in our non-financial (or sustainability) performance. We recognise that this performance is based on the group's risk profile and strategy, which includes non-financial risks and opportunities.

The company manages communications with its key financial audiences, including institutional shareholders and financial (debt and equity) analysts, through a dedicated investor relations unit. Presentations and conference calls take place after publishing interim and full-year results.

A broad range of public communication channels (including stock exchange news services, corporate websites, press agencies, news wires and news distribution service providers) are used to disseminate news releases. These channels are supplemented by direct communication via email, conference calls, group presentations and one-on-one meetings. Our policy is not to provide forward-looking information. Prosus also complies with legislation and stock exchange rules on forward-looking statements.

Overview of governance

Closed periods

Prosus would typically be in a closed period from the day after the end of a reporting period (30 September or 31 March) until releasing results.

General investor interaction during this time is limited to discussions on strategy and/or historical, publicly available information.

Analyst reports

To enhance the quantity and quality of research, Prosus maintains working relationships with stockbrokers, investment banks and credit-rating agencies – irrespective of their views or recommendations on the group.

Prosus may review an analyst's report or earnings model for factual accuracy of information in the public domain but, in line with regulations and group policy, we do not provide guidance or forecasts.

The board encourages shareholders to attend the annual general meeting where they have the opportunity to put questions to the board, management and chairs of the various committees.

The company's website provides the latest and historical financial and other information, including financial reports.

The board and its committees

Attendance at meetings

Directors[1]	Board (fixed meetings)	Board[3] (ad hoc meetings)	Audit committee	Risk committee	Sustainability committee	Nominations committee	Human resources and remuneration committee
Koos Bekker	4*	1				3	5
Hendrik du Toit	4	1				3	
Sharmistha Dubey	4	1	5				
Craig Enenstein	4	1				3	5*
Manisha Girotra	3	1	5				
Rachel Jafta	4	1		5	2	3*	
Angelien Kemna	4	1	5	5			
Nolo Letele	4	1			2		
Debra Meyer	4	1			2*		
Roberto Oliveira de Lima	4	1				3	5
Steve Pacak	4	1	5*	5*			
Basil Sgourdos	4	–		5	2^		
Mark Sorour	4	1					
Cobus Stofberg	4	1			2		
Bob van Dijk[2]	3	–		3	1		
Ying Xu	4	1					
	4	**1**	**5**	**5**	**2**	**3**	**5**

** Chair*
^ Alternate to group chief executive
1 The projects committee did not hold any meetings in FY24.
2 Resigned as chief executive and member of the board with effect from 18 September 2023.
3 Only non-executive members were invited to attend.

80%
of directors are independent

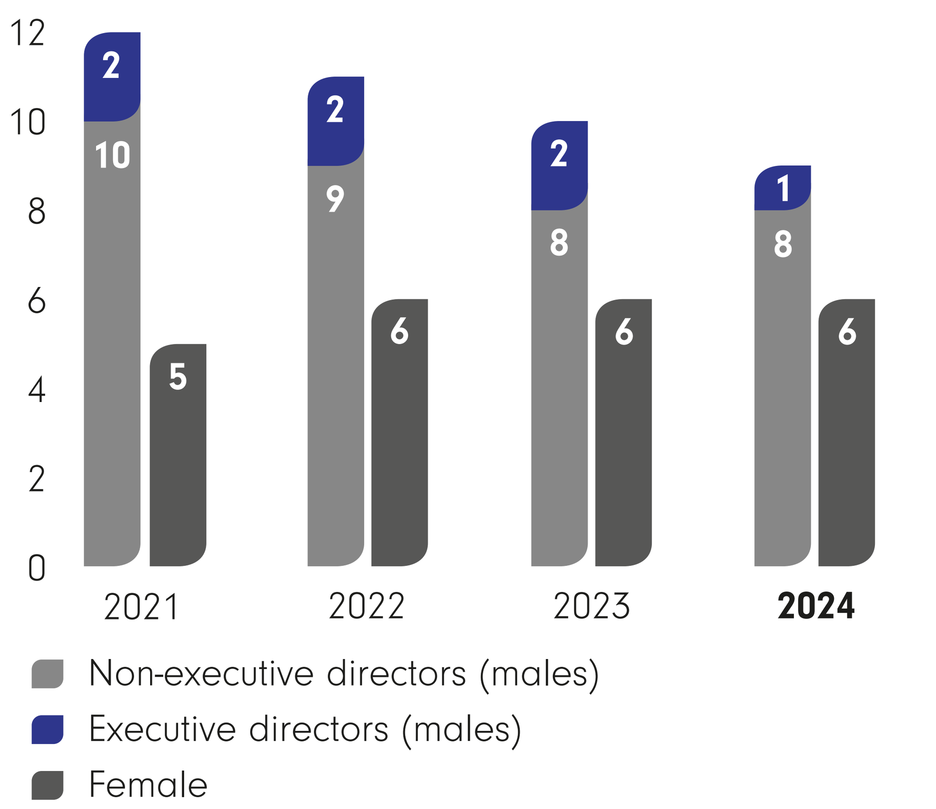
40%
of directors are female, while

43%
of non-executives are female

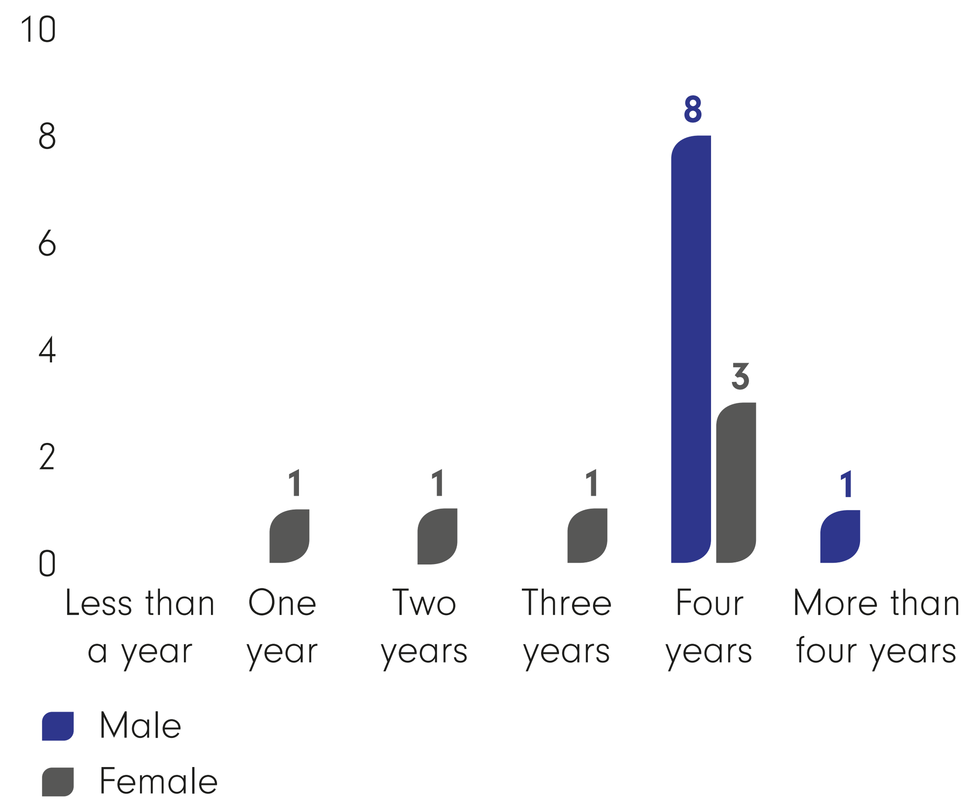
98%
board meeting attendance

The board and its committees

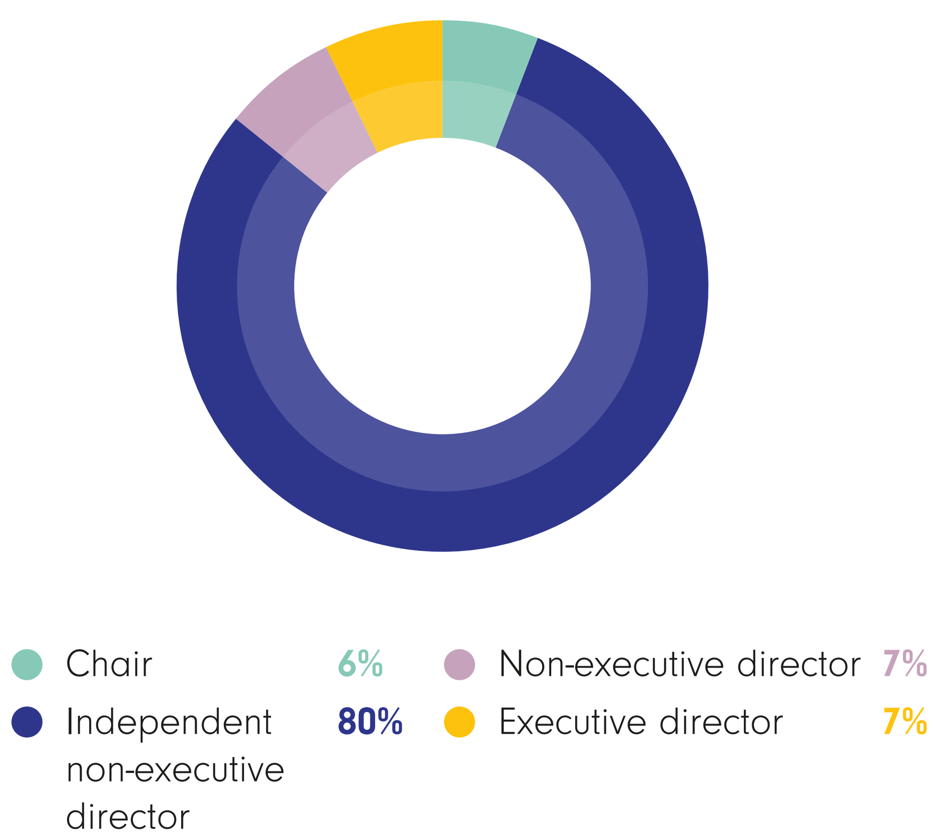
Gender diversity



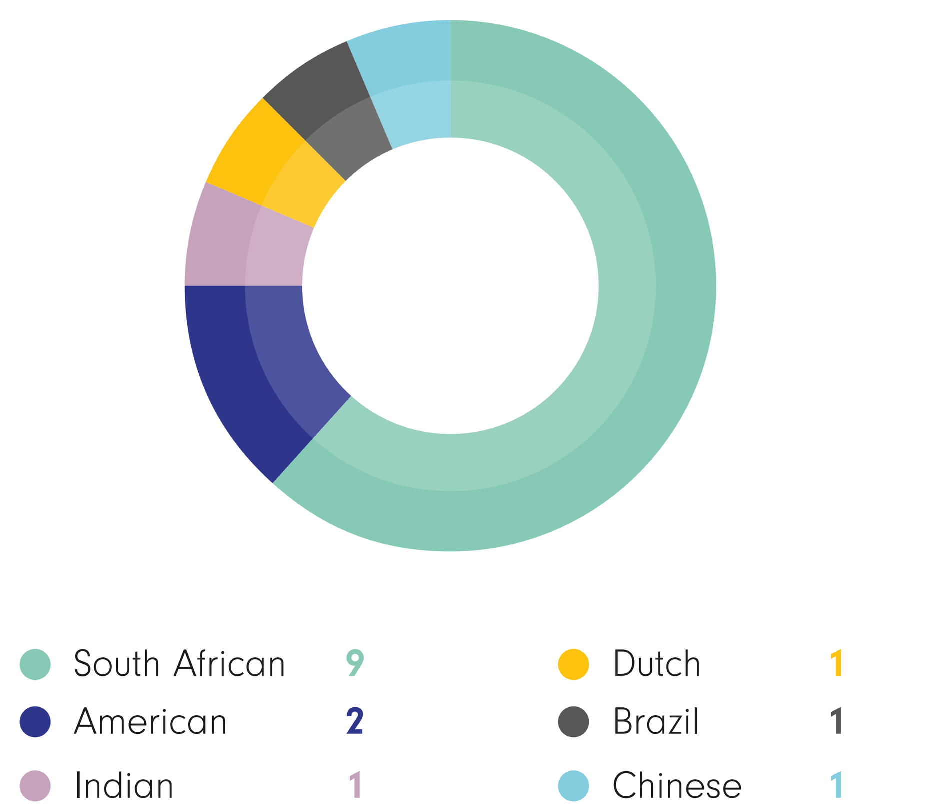
Years of service



Director classification



Director nationality



Appointment and dismissal

Directors are appointed at the annual general meeting, as either executive or non-executive directors.

Each non-executive director will be appointed for a term of not more than three (3) years.

The board may nominate one or more candidates for each vacancy. A resolution of the annual general meeting to appoint a director, other than in accordance with a nomination by the board, may only be adopted by an absolute majority of the votes cast by shareholders representing more than one-third of the issued capital of Prosus.

A director may be removed at the annual general meeting at any time, subject to the applicable laws and regulations. A resolution to suspend or remove a director, other than on the proposal of the board, may only be adopted at the annual general meeting with an absolute majority of the votes cast, representing more than one-third of the issued capital of Prosus.

Composition

Details of directors at 31 March 2024 are set out on pages 10 and 11.

Prosus has a unitary board, which provides oversight and control.

The board charter sets out the division of responsibilities. The majority of board members are independent non-executive directors and independent of management.

To ensure that no one individual has unfettered powers of decision-making and authority, the roles of chair and chief executive are separate.

As required, Prosus regularly assesses the independence of non-executive directors for purposes of the Dutch Corporate Governance Code, considering all relevant facts (including whether or not the protection structure has been activated). A director's independence for purposes of the Dutch Corporate Governance Code may not necessarily correspond with their independence for purposes of the South African King Code, which provides different criteria for determining independence.

Although Prosus deviates from best-practice provisions 2.1.9 and 5.1.3 of the Dutch Corporate Governance Code, the board is of the opinion that the chair's experience and industry knowledge benefit Prosus and its shareholders and outweigh any perceived disadvantage of non-independence. The board believes that it is in the best interests of the group and its shareholders that the governance structures of Naspers and Prosus mirror each other.

Diversity and inclusion

The board diversity and inclusion policy addresses requirements in the Dutch Corporate Governance Code for all listed companies to have a policy on how they address gender diversity and other diversity elements at board level. The board is satisfied that its composition reflects the appropriate mix of knowledge, skills, experience, diversity and independence.

As set out in the board diversity and inclusion policy, the board aims to achieve at least one-third female (and male) representation. Over the past three years, all new appointments to the board have been women, keeping female representation of non-executive directors above one-third at 31 March 2024 at 43% (FY23: 43%). This demonstrates the board's ongoing commitment to transformation in line with its related policy. At 31 March 2024, the group has one executive director who is male. As noted in deviations from the Dutch Corporate Governance Code, his appointment period is indefinite. The group is looking for opportunities to strengthen gender diversity at the executive-director level to 50% female representation by 2032, taking into account required skills and experience. Following the resignation of Bob van Dijk, Ervin Tu assumed the role of interim chief executive of the group. Fabricio Bloisi will be appointed as Naspers and Prosus chief executive with effect from 10 July 2024.

For more information on the appointment process, refer to page 9.

The group recognises and embraces the benefits of having a diverse board and views diversity at board level as an essential element in maintaining a competitive advantage. A diverse board will include and make good use of differences in the skills, geographical and industry experience, background, race, gender and other distinctions between its members.

These differences will be considered in determining the optimum composition of the board and, when possible, will be balanced appropriately. All board appointments are made on merit, in the context of skills, experience, diversity, independence and knowledge, that the board as a whole requires to be effective.

The nominations committee reviews and assesses board composition on behalf of the board and recommends the appointment of new directors. This committee also oversees the annual review of board effectiveness.

The board and its committees

The dignity-at-work policy sets out the group's approach to diversity and inclusion. We strive to create a workplace where teamwork and mutual trust are promoted and where employees are treated with dignity and respect. We are committed to providing a respectful, safe and secure environment that is free from all forms of harassment, and we expect everyone to behave and act in a way that is consistent with this commitment. We are focused on enhancing our esprit de corps following the cost-cutting initiatives in FY23. The group has achieved a 86% favourable response to the question 'I feel respected at my company' in the annual engagement survey (FY23: 87%).

Senior management comprises 39% (FY23: 37%) female and 61% (FY23: 63%) male. In line with the board diversity policy, the board aims to achieve at least 40% female (and male) representation at a senior management level by FY26. We closely track gender diversity at every stage of our recruitment process and there is an upward trend in hiring women in senior management roles across the group.

Roles and responsibilities

The board

The board is responsible for the continuity of the company and its affiliated enterprises. The board focuses on long-term value creation by the company and its affiliated enterprises and considers the stakeholder interests that are relevant in this context.

The board serves as the focal point and custodian of corporate governance and is responsible for the corporate governance of the company, including:

- Determining what business we are building, what we offer users and key objectives
- Ensuring and monitoring that a culture of business ethics and conduct aimed at long-term value creation is promoted to underpin the group's activities as a responsible corporate citizen. This includes adopting values and a code, leading by example, and monitoring implementation to make the required disclosures on incorporation, compliance and effectiveness.

The board acknowledges that the group's core purpose, its risks and opportunities, strategy, business model, performance and sustainable development are all inseparable elements of the value-creation process. In this regard, the board is responsible for group performance by steering and providing strategic direction to the company and ongoing oversight of the implementation of the strategy and business plan.

A charter setting out the board's responsibilities is available on www.prosus.com/the-group/policies.

The chair

The chair, Koos Bekker, is a non-independent non-executive director. He was previously an executive director of the company.

The responsibilities of the chair are set out in the board charter and include:

- Providing overall leadership to the board without limiting the principle of collective responsibility for board decisions, while being aware of individual duties of board members
- Ensuring a culture of openness and accountability on the board
- In conjunction with the chief executive, representing the board in communicating with shareholders, other stakeholders and, indirectly, the general public
- Monitoring how the board works together and how individual directors perform and interact at meetings. The chair meets with directors annually to evaluate their performance.

The chief executive

The chief executive (currently interim chief executive) reports to the board and is responsible for the day-to-day business of the group and implementing policies and strategies approved by the board. Chief executive officers of the various businesses assist him in this task. Board authority conferred on management is delegated through the chief executive against approved authority levels. The board is satisfied that the delegation-of-authority framework contributes to role clarity and the effective exercise of authority and responsibilities.

Bob van Dijk resigned as chief executive and member of the board with effect from 18 September 2023. Ervin Tu assumed the role as interim chief executive of the group. The interim chief executive has no professional commitments outside the group.

Recently, the board concluded a very extensive process in choosing the newly appointed chief executive, Fabricio Bloisi. Fabricio Bloisi will join the Naspers board as an executive director on 10 July and the Prosus board following the AGM in August 2024, subject to shareholder approval.

Following his appointment to the board, he will also be appointed to the risk committee, the sustainability committee and the projects committee.

Succession planning for the chief executive is considered annually. The functions and responsibilities of the chief executive are set out in the board charter and include:

- Developing the company's strategy for consideration, determination and approval by the board
- Developing and recommending to the board yearly business plans and budgets that support the company's long-term strategy
- Monitoring and reporting to the board on the performance of the company.

Financial director/group CFO

Basil Sgourdos acts as the group's financial director/CFO. He was appointed to this position on 1 July 2014.

The audit committee annually reviews his expertise and experience and has satisfied itself that he has appropriate expertise and experience. In addition, the committee has satisfied itself that the composition, experience and skill set of the finance function, managed by the financial director/CFO, met the group's requirements.

Based on an assessment performed annually, the audit committee and the board are of the opinion that the finance function, as well as the financial director/CFO, is effective.

Lead independent director

Hendrik du Toit was appointed to act as lead independent director in all matters where there may be an actual or perceived conflict.

The responsibilities of the lead independent director are set out in the board charter and include:

- Dealing with shareholders' concerns that contact through normal channels has failed to resolve, or where such contact is inappropriate
- Strengthening independence of the board if the chair is not an independent non-executive member
- Chairing discussions and decision-making by the board on matters where the chair has a conflict of interest.

Independent advice

Individual directors may, after consulting with the chair or chief executive, seek independent professional advice, at the expense of the company, on any matter connected with discharging their responsibilities as directors.

Company secretary

The group company secretary, Lynelle Bagwandeen, and David Tudor, group general counsel (and legal compliance officer), are responsible for guiding the board in discharging its regulatory responsibilities.

Directors have unlimited access to the advice and services of these persons noted above whose functions and responsibilities include (as appropriate):

- Playing a pivotal role in the company's corporate governance and ensuring that, in line with pertinent laws, the proceedings and affairs of the board, the company and, where appropriate, shareholders are properly administered
- Monitoring directors' dealings in securities and ensuring adherence to closed periods
- Attending all board and committee meetings.

The performance and independence of the company secretary are evaluated annually.

The board has determined that the company secretary has the requisite competence, knowledge and experience to carry out the duties of a secretary of a public company

The board and its committees

and has an arm's length relationship with the board. The board is satisfied that arrangements for providing corporate governance services are effective.

Board meetings and attendance

The board meets at least four times per year or more as required.

The projects committee attends to matters that cannot wait for the next scheduled meeting. Non-executive directors meet at least once annually without the chief executive, chief financial officer and chair present to discuss the performance of these individuals.

The company secretary acts as secretary to the board and its committees and attends all meetings.

Board rotation

All non-executive directors are subject to retirement and re-election by shareholders every three years. A director's term of office will lapse in accordance with the rotation schedule drawn up by the board.

The group CFO does not have a fixed appointment term. Fabricio Bloisi, Bob van Dijk's successor, has been appointed for a fixed term of four years from 10 July 2024.

The board rotation plan can be found on www.prosus.com/the-group/policies.

Indemnification

The articles of association include provisions on the indemnification of current and former directors against liabilities, claims, judgments, fines and penalties (claims) incurred by such director as a result of any expected, pending or completed action, investigation or other proceeding, whether civil, criminal or administrative, of or initiated by any party other than Prosus itself or a group company, in relation to any acts or omissions in or related to their capacity as an indemnified person. However, there will be no entitlement to reimbursement if the act or failure to act of the person concerned may be characterised as willful misconduct *(opzet)* or intentionally recklessness *(bewuste roekeloosheid).*

The company has also taken out directors and officers liability insurance for the people concerned.

Board committees

While the whole board remains accountable for our performance and affairs, it delegates to committees and management certain functions to assist it to properly discharge its duties. Appropriate structures for those delegations are in place, accompanied by monitoring and reporting systems to ensure integrated thinking.

The board has constituted six committees from among the directors to assist in discharging its duties: audit; risk; sustainability; nominations; human resources and remuneration; and projects.

Each committee acts within agreed, written terms of reference. The chair of each committee reports to the board following each committee meeting.

The terms of reference of each board committee can be found on www.prosus.com/the-group/policies.

The chairs of the audit, risk, sustainability, human resources and remuneration, and nominations committees are non-executive directors. They are required to attend annual general meetings to answer questions.

The established board committees in operation during the financial year are set out on the following pages. The names of members in office for the financial year, and details of committee meetings attended by each member, are shown in the table on page 80.

Audit committee

The audit committee seeks to support the board in assessing the integrity of the group's financial reporting and by providing constructive challenges and oversight of the group's activities and its audit functions. It comprises a majority of independent non-executive directors and is chaired by Steve Pacak, an independent director.

Risk committee

The risk committee assists the board to discharge its responsibilities for the governance of risk through formal processes, including an enterprise-wide risk management process and system. It is chaired by Steve Pacak.

Sustainability committee

The primary objective of the sustainability committee is overseeing and reporting on business ethics and sustainability, taking into account best practice, specific requirements of regulators and environmental, social and governance reporting standards and frameworks. It also assists the board to develop and supervise the implementation of a long-term value-creation strategy, by bringing to the board's attention relevant sustainability matters.

The committee comprises a majority of independent non-executive directors, the chief executive and chief financial officer (alternate member). It is chaired by Debra Meyer, an independent director.

Nominations committee

The nominations committee assists the board to determine and regularly review the size, structure, composition and effectiveness of the board and its committees, in the context of the company's strategy.

The committee comprises a minimum of three non-executive directors, the majority of whom are independent. It is chaired by Rachel Jafta, an independent director.

Human resources and remuneration committee

The main objective of this committee is to fulfil the board's responsibility for the strategic human resources issues of the group, particularly focusing on the appointment, remuneration and succession of the most senior executives. The committee comprises a majority of independent non-executive directors. It is chaired by Craig Enenstein, an independent director.

Projects committee

The projects committee is an ad hoc entity acting on behalf of the board in managing urgent issues when the board is not in session, subject to statutory limits and the board's limitations on delegation. The majority of the projects committee are non-executive directors. It is chaired by Koos Bekker, chair of the board.

Evaluation

The nominations committee carries out the evaluation process, which is not externally facilitated. The group will deviate from best practice 2.2.6 of the Dutch Corporate Governance Code as it believes that the current evaluation processes are sufficient for the group.

As part of the review, the performance of the board and its committees, as well as the performance of the chair of the board, is considered against their respective mandates in terms of the board charter and charters of its committees. The committees perform self-evaluations against their charters for consideration by the nominations committee and board.

For the FY24 annual formal inhouse self-assessment, the performance of each director was evaluated by the other board members, using an evaluation questionnaire. The chair of the board discussed the results with each director and agreed on any training needs or areas requiring attention by that director. Where directors' performances are not considered satisfactory, the board will not recommend their re-election.

A consolidated summary of the evaluation was reported to and discussed by the board, including any actions required. The lead independent director leads the discussion on the performance of the chair, with reference to the results of the evaluation questionnaire, and provides feedback to the chair.

The board is satisfied that the evaluation process improves its performance and effectiveness.

The board and its committees

The formal annual evaluation process showed that the board and its committees had functioned well and discharged their duties as per mandates in their charters. The results of the board evaluation indicated that board members, collectively and individually, effectively discharged their governance roles. There were no remedial actions identified.

Induction and development

An induction programme is held for new members of the board and key committees, tailored to the needs of individual appointees. This involves industry and company-specific orientation, such as meetings with senior management to facilitate an understanding of operations. Board members are exposed to the main markets in which the group operates as well as relevant evolving trends in technology and business models.

The company secretary assists the chair with the induction and orientation of directors and arranges specific training if required.

The company will continue with directors' development and training to build on expertise and develop an understanding of the businesses and main markets in which the group operates.

Conflicts of interest

Potential conflicts are appropriately managed to ensure candidates and existing directors have no conflicting interests between their obligations to the company and their personal interests. All directors are required to declare personal interests annually. Declaration of directors' interests is a standing item on the board's agenda. Directors who believe there may be a conflict of interest on a matter must advise the company secretary and are recused from the deliberation and decision-making process. Directors must also adhere to a policy on trading in securities of the company.

If the conflict of interest concerns all directors, the declaration must be made to the annual general meeting as well. We confirm that there have been no conflicts of interests that need to be reported at this time. In addition, there have been no transactions with shareholders that need to be disclosed.

There have not been material transactions in FY24 between any member of the board or with Naspers that involved any conflicts of interests, or any transactions that would be considered related party transactions in the meaning of Dutch law.

Best-practice provisions 2.7.3, 2.7.4 and 2.7.5 of the Dutch Corporate Governance Code have been complied with.

Related party transactions

In the course of its ordinary business activities, the group's members regularly enter into agreements with other companies in the group. These agreements mainly relate to rendering intragroup services, such as providing support services in the areas of artificial intelligence and machine learning, mobile, accounting, internal audit and risk, legal, mergers and acquisitions, company secretarial, data privacy, share scheme administration, human resources, tax, information technology, communications, software and treasury. Prosus believes that all transactions with subsidiaries, associates and joint ventures are negotiated and executed on an arm's length basis and that the terms of these transactions are comparable to those contracted with unrelated third-party suppliers and service providers.

To protect relevant stakeholders' interests, the audit committee monitors all related party transactions and, depending on the size of the transaction, may be required to give approval to these transactions, or refer matters above certain thresholds to the board for approval. Naspers and Prosus have also undergone a cost-allocation exercise. This will ensure that both companies' interests are adequately protected.

Refer to note 42 'Related party transactions and balances' on page 181 of the consolidated financial statements, which sets out the details of all related party transactions and balances.

Discharge of responsibilities

The board is satisfied that the committees properly discharged their responsibilities over the past year.

Committee reports

Audit committee

Members	Capacity	Attendance at meetings
SJZ Pacak (chair)	Independent non-executive	5
M Girotra	Independent non-executive	5
AGZ Kemna	Independent non-executive	5
S Dubey	Independent non-executive	5

Mandate

The committee primarily oversees the integrity of the company's financial reporting, monitors the quality and integrity of its financial statements, reviews the company's internal controls and risk management.

Key focus areas during the year

During the financial year, the committee focused on:

- Considering the appointment of external auditors and monitoring the transition for rotating external audit firms from PwC to Deloitte
- Relations with, and compliance with recommendations and follow-up of comments by the internal and external auditors and any other external party involved in auditing sustainability reporting
- Continuously evaluating internal financial reporting controls
- Considering group tax matters
- Evaluating the integrity and effectiveness of financial and non-financial reporting
- Considering the group's impairment assessments
- Reviewing going-concern assumptions, solvency and liquidity testing and the proposed dividend consideration
- Assessing the impact of changes to accounting standards
- Assessing the suitability of the finance function, internal auditors and external auditors
- Ensuring group reporting meets the Dutch Civil Code *(Burgerlijk Wetboek)* and the Financial Supervision Act *(Wet op het Financieel Toezicht)* requirements as supervised by the Authority for the Financial Markets (AFM) and, to the extent required, the JSE Listings Requirements
- Amending practices, to the extent necessary, to align with the Dutch Corporate Governance Code 2022 recommendations.

Key focus areas going forward

The committee's key focus for FY25 includes:

- Assessing the impact of changes to accounting standards
- Ensuring group reporting is in accordance with Dutch corporate and securities law, including the Dutch Civil Code *(Burgerlijk Wetboek)* and the Financial Supervision Act *(Wet op het Financieel Toezicht)*
- Ensuring the group is able to report against the requirements set out in CSRD
- Focusing regularly on the group's working-capital requirements and ensuring the group and its subsidiaries continue to operate as going concerns
- Reviewing and monitoring accounting for potential mergers, acquisitions and disposals and the conduct of impairment tests.

Steve Pacak
Chair: Audit committee

22 June 2024

Risk committee

Members	Capacity	Attendance at meetings
SJZ Pacak (chair)	Independent non-executive	5
RCC Jafta	Independent non-executive	5
AGZ Kemna	Independent non-executive	5
V Sgourdos	Executive	5
B van Dijk[1]	Executive	3

1 Resigned 18 September 2023.

Mandate

The committee assists the board in its oversight of the management of risk and risk governance in the group. In addition, the PayU risk advisory committee reports to this committee to ensure PayU management receives external independent advice and acts as an independent guardian to the risk committee on PayU-related matters.

Details of how we manage, govern and monitor information and technology, and compliance appear on pages 60 and 61.

Details of how risk, compliance, and information and technology are managed to result in the objectives recommended by the Dutch Corporate Governance Code are explained on page 76.

Key focus areas during the year

- Recognising material risks to which the group is exposed and ensuring that the culture, policies and systems are implemented and functioning effectively
- Implementing and monitoring the processes of risk management and for integrating this into day-to-day activities
- Ensuring risks are adequately identified, evaluated and managed at the appropriate level in each business, and that their individual and joint impact on the group is considered via the enterprise-wide risk management process
- Monitoring the business insurance profile and insurance claims in progress
- Particularly focusing on data privacy, cybersecurity, sustainability, tax and IP.

Key focus areas going forward

An ongoing focus on managing changes in the risk environment, particularly for legal compliance, tax, sustainability and information, as well as technology-related risks such as cybersecurity, data privacy (specifically the implementation of the EU's General Data Protection Regulation) and use of data-driven technologies.

Steve Pacak
Chair: Risk committee

22 June 2024

Committee reports

Sustainability committee

Members	Capacity	Attendance at meetings
D Meyer (chair)	Independent non-executive	2
RCC Jafta	Independent non-executive	2
FLN Letele	Independent non-executive	2
V Sgourdos (alternate)	Executive	2
JDT Stofberg	Independent non-executive	2
B van Dijk[1]	Executive	1
Y Xu[2]	Independent non-executive	0

1 Resigned 18 September 2023.
2 Appointed 25 April 2024.

Mandate

The committee has oversight of and reports on organisational ethics, responsible corporate citizenship, sustainable development and stakeholder relationships. It assists the board in developing and supervising the implementation of a long-term value-creation strategy by bringing to the board's attention relevant sustainability matters (including those matters recommended by the Dutch Corporate Governance Code 2022) and other relevant stakeholder interests.

Key focus areas during the year

- Stakeholder interests and relevant sustainability aspects and matters relating to business ethics and culture and the speak up policy
- Skills and other programmes aimed at the educational development of employees
- Employment philosophy and how it is founded on promoting equality and preventing unfair discrimination
- Labour practices and policies, and how these compare to the International Labour Organization on decent working conditions
- Corporate social investment programmes, including details of donations and charitable giving
- The progress of addressing the principles of the UN Global Compact and OECD guidelines
- Consumer relationships, including the company's advertising, public relations and compliance with consumer protection laws
- CSRD readiness.

Key focus areas going forward

The committee recognises that areas in its mandate are evolving and that management's responses will also adapt to changes in the ESG agenda.

Legislation on ESG matters is rapidly developing. Particular attention will be paid to the group's journey to compliance with the evolving ESG legislative landscape.

Management will continue to improve techniques in how it reports to the committee on responsible corporate citizenship and sustainability, using ever-evolving legislation and the United Nations Sustainable Development Goals (UN SDGs). Accordingly, the group will continue to enhance the way it reports on corporate citizenship and sustainability to its stakeholders in the annual report.

Debra Meyer
Chair: Sustainability committee

22 June 2024

Nominations committee

Members	Capacity	Attendance at meetings
RCC Jafta (chair)	Independent non-executive	3
JP Bekker	Non-executive	3
HJ du Toit	Independent non-executive	3
CL Enenstein	Independent non-executive	3
R Oliveira de Lima	Independent non-executive	3

Mandate

The committee assists the board in ensuring effective performance of the board, its committees and directors. It reviews the composition of the board and its committees and recommends suitable candidates to fill vacancies in these governance structures, and reviews continuous development programmes for directors.

Key focus areas during the year

- Evaluating the board composition to ensure it appropriately reflects the required skill set and diversity in accordance with the board diversity policy
- Assessing the composition of the board to execute its duties effectively
- Assessing the impact of newly enacted gender-diversity legislation in the Netherlands
- Assessing the effectiveness of the board, its members and committees through a board-evaluation process
- Evaluating the performance and independence of the company secretary.

Key areas of focus going forward

Focus areas for the committee going forward will include:

- Assessing the composition of the board to execute its duties effectively
- Evaluating the board, including structure, size, composition, balance of skills, experience and diversity of the board and its committees.

Rachel Jafta
Chair: Nominations committee

22 June 2024

Committee reports

Human resources and remuneration committee

Members	Capacity	Attendance at meetings
CL Enenstein (chair)	Independent non-executive	5
JP Bekker	Non-executive	5
R Oliveira de Lima	Independent non-executive	5

Mandate

The committee assists the board in ensuring remuneration policies and practices are aligned to the company's objectives for value creation and benchmarked to ensure fairness and competitiveness in remunerating employees to attract and retain key talent and critical skills required to deliver business goals and results.

Making executive pay decisions

OUR PAY PRINCIPLES

Pay for performance
Achieve the business plan

Attracting and retaining talent
Fair, responsible, consistent

Shareholder alignment
Longer term

INPUTS

Individual performance as per STI | **Business performance**

When making executive pay decisions, we consider the individual's performance and the performance of the business.

Market situation – benchmarking

Willis Towers Watson (WTW) data high-tech sector and general industry | **AON Radford data high-tech sector**

We partner with local data providers in the countries in which we operate and with these two global providers of benchmarking information. Survey coverage is specifically strong in the US, Western Europe and in high-growth markets. We access its general industry and high-tech surveys, including media and technology.

Peer group

Where appropriate and available, we look at publicly disclosed data that are more or less comparable in the ecommerce, consumer internet, food-delivery and social media sector.

Scenario analysis

The committee undertakes a thorough assessment to ensure that targets on variable incentives are sufficiently stretched in the context of potential remuneration delivered, and applies judgement so that the remuneration policy continues to achieve its objectives of aligning pay with the long-term performance of Prosus and shareholder outcomes.

Committee deliberation

OUTPUTS

Pay decision

Key focus areas during the year

Refer to the remuneration report. We set out below the process through which the committee makes executive pay decisions:

Key focus areas going forward

Key focus areas for the year ahead include:

- Continued engagement with shareholders on remuneration topics
- Ongoing monitoring of market developments to ensure our remuneration structure allows us to compete globally for talent and that our offering is compelling, fair and responsible
- Achieving an appropriate mix of longer-term incentives, including those to which explicit performance conditions are attached.

Remuneration report

Having achieved its objectives for the financial year, the committee sets out remuneration disclosure in the remuneration report, comprising our overarching remuneration policy for executive directors and non-executive directors, and commentary on how it has been implemented during the year. The remuneration report is prepared in accordance with the requirements of Dutch Corporate Governance Code and Dutch law. It is divided into three sections (background statement, remuneration policy and implementation) and is detailed on pages 88 to 105.

Craig Enenstein
Chair: Human resources and remuneration committee

22 June 2024

Remuneration report

We aim to attract, motivate and retain the best people to create sustainable shareholder value.

Craig Enenstein
Chair:
Human resources and remuneration committee

Members of the committee

- CL Enenstein (chair)
- JP Bekker
- R Oliveira de Lima

Dear shareholder

I am pleased to present the remuneration report for FY24, which includes current remuneration policies for the board as approved by shareholders in August 2022 with 87.89% of the votes, and which describes how the policies have been put into practice in FY24.

The remuneration policy supports business strategy, shareholder alignment and paying for performance, competitively and fairly. The remuneration policy and underlying principles support our long-term sustainable business growth in the diverse markets in which we operate. The perspective and input of our stakeholders are considered in establishing and implementing the remuneration policy.

Business performance

On a consolidated basis, total revenue from continuing operations increased by US$520m, or 11% (19%), from US$4.9bn in the prior period to US$5.5bn. This was primarily due to strong revenue growth in Classifieds and Food Delivery. Consolidated trading loss of US$118m reflects a sizeable US$468m year-on-year (YoY) improvement. We have been particularly active in managing our businesses to remain on track to deliver against our published financial commitments. In addition, we have made uncompromising decisions on capital allocation, including reallocating capital away from those companies with no clear path to profitability, recognising that growth is still essential.

The group's free cash outflow was US$422m, a sizeable YoY improvement. Tencent remains a meaningful contributor to cash flow via a stable dividend of US$759m.

Feedback received from our shareholders

The group is committed to ongoing dialogue with shareholders and seeks their views in an annual remuneration roadshow. Overall, shareholders are supportive of the designed compensation packages for our executive directors as transparent and aligned with the performance of the business and shareholders' outcomes.

However, during last year's roadshow, some shareholders raised some concerns including the continuation of the discount-linked incentive and the complexity of long-term incentive plans lacking publicly available performance conditions that can be independently tracked. There was a discussion and different shareholder views on whether management should be incentivised including Tencent versus the performance of the Ecommerce portfolio, excluding Tencent.

Furthermore, some shareholders expressed concern that the performance threshold for PSUs vesting was low and suggested to include some type of floor. Lastly, some shareholders requested more transparency on the Ecommerce valuation process or reliance on market data as opposed to a third-party valuation process.

How we have addressed this feedback

In line with shareholder feedback, over the past few years, we have made the following changes to our compensation programmes:

- Linked executive compensation to discount reduction by introducing a specific discount-linked STI KPI in FY22 to ensure focus on the material reduction of the discount to net asset value
- Introduced performance stock units (PSUs) with a clear performance condition
- Enhanced disclosure on STIs and LTIs, in particular, disclosing the performance peers and metrics for PSUs and adding disclosure on how payout decisions in STIs are determined, and retrospectively disclosing STI targets
- Enhanced disclosure on the Ecommerce portfolio valuation
- Since FY20, embedded sustainability outcomes, linking sustainability targets to STIs
- Shortened the expiration period of SARs from 10 years to six years.

In FY24, we carefully considered shareholder feedback and took the following steps:

- In April 2024, we have included a specific discount-linked STI KPI for the CFO, to ensure focus on the material reduction of the discount to net asset value is maintained
- The Naspers/Prosus PSU plans were reviewed against the context of external market and technology-specific industry data on PSU design, performance measurements and associated payouts. The committee approved the updated peer group, broadening the performance benchmark beyond industry peers and further aligning executive pay with long-term shareholder interests
- For PSUs, the committee approved our adjustment to the payment threshold from 25% to 30% for future awards in existing plans
- Some simplification of the LTI disclosure.

Remuneration report

Executive director remuneration

To incentivise long-term value creation, growth and shareholder alignment, we continued with a similar remuneration structure to prior years, with a strong focus on variable compensation linked to long-term business growth and performance.

On 18 September 2023, Bob van Dijk stepped down as chief executive as well as his position on the boards of Naspers and Prosus. He agreed to assist with the transition after this date, remaining as a consultant to the group until 30 September 2024. Ervin Tu assumed the role of interim chief executive of Naspers and Prosus. Ervin's remuneration is not included separately in this report due to the interim nature of his appointment.

After an extensive process, Fabricio Bloisi was appointed chief executive effective 10 July 2024. Details of his package will be published on the website. Ervin Tu will continue to play a critical role as president and CIO.

Details of Bob's severance package are disclosed on page 96.

Looking forward to the year ahead

We welcome shareholder feedback and will continue to incorporate shareholder views in our remuneration policy and plans.

Craig Enenstein
Chair: Human resources and remuneration committee

22 June 2024

Key focus areas during the year

- Reflecting business performance in FY24 remuneration decisions
- Defining a variable incentive mix aligned to the strategy and value creation
- Setting annual short-term incentive (STI) targets, including sustainability goals that are measurable, sufficiently stretched and linked to the group's strategy
- Improving disclosure on executive remuneration in the annual report, for greater transparency
- Continuing engagement with shareholders on remuneration topics and making design adjustments in response, where appropriate
- Monitoring market developments continually to ensure our remuneration structure allows us to compete globally for talent, and that our offering is compelling, fair and responsible.

Structure of report

In compliance with article 2:135b of the Dutch Civil Code, the European Shareholder Rights Directive (SRD II) and the Dutch Corporate Governance Code, this report is split into the following sections:

- Background and policy: A detailed view of our approach to remuneration and information on the components of our executive pay packages.

Read more on page 90.

- Implementation of remuneration policy: Sets out information on how we implemented our policy for FY24.

Read more on page 93.

We conclude with an additional information section on page 105.

Note: All remuneration is presented at 100%, including the cost apportioned to Naspers.

Background and policy

Philosophy

Our remuneration philosophy underpins our group strategy and the achievement of our business objectives. Our commitment to pay for performance and alignment with shareholder value creation drives all our remuneration activities and supports the ownership mentality and spirit of entrepreneurship in our teams around the world. We believe in a level playing field for our people across all our business operations, so we strive to pay fairly and responsibly. As much as possible, the structure of our pay is consistent, regardless of seniority, ensuring equality of pay structures across all employees.

In the committee's view, the remuneration policy achieved its stated objectives in the year under review.

Five key principles guide our remuneration approach

Paying for performance
Bigger rewards for those who make the greatest contribution.

Shareholder alignment
Alignment with desired shareholder outcomes.

Achieving the business plan
Incentivisation of the achievement of strategic, operational, sustainability and financial objectives in the short and longer term.

Consistency and equality
Equal and transparent pay for equal work.

Attracting and retaining talent
Our reward systems help us attract, engage and retain the best talent around the world in a fair and responsible way.

Fair

Equitable
Equal pay for work of equal value

Relevant
Linked to personal, team and company performance

Rational
Fairness and that we promote a diverse and inclusive work environment and society

Responsible

Independent
With oversight, top-down via the board

Managed
All employee pay decisions are properly overseen

Considered
We apply judgement, avoiding formulaic appraisals that could lead to unacceptable outcomes

Sustainable
Remuneration designed with sustainability in mind

Ensuring pay equality is embedded in the way we work. Through regular analyses, we compare compensation levels for groups of people performing similar jobs at similar scale companies. We conduct calibrations across the group as a standard process before (annual) reward decisions are taken, working to close unjustified pay gaps, should they exist. At all levels, we ensure our pay practices around the world are fair, competitive and above local minimum-wage standards. We ensure critical benefits and protection for our entire workforce are in line with the markets in which we operate.

Our competitive environment for talent

A global market for talent

We are a global rather than a Dutch company, operating in highly competitive industries and geographies. Most of our competitors are not listed in Amsterdam. Our remuneration practices are aligned within a global technology landscape and may differ from what is customary in the Dutch context. Executive talent comes from global leading listed organisations in the consumer internet and technology sector, which forms the basis of our executive remuneration benchmarking.

Policy

In this section, we outline our remuneration policy for executive directors.

Pay for performance

Remuneration for our executive directors (CEO and CFO) comprises base salary, STI, LTI, pension and other benefits. The approach is similar for the CEO's other direct reports.

Our pay design links to our pay principles

	Pay for performance	Shareholder alignment	Achieving the business plan	Consistency	Attracting and retaining talent	
Fixed remuneration	✓	✓	✓	✓	✓	› Base salary reflects contribution of the individual and market value of the role › Paid monthly in cash › May be reviewed annually; any increase typically effective from 1 April each year › Benefits typically include pension, medical insurance, life and disability insurance.
STI* – Annual performance-related incentive	✓	✓	✓	✓	✓	› Discretionary annual performance-related incentive with performance measures tailored to the executives' roles and responsibilities › Sustainability goals are set for the short and longer term › Target and maximum bonus opportunities are the same (no payout for over-performance against target), and the standard STI is set at 100% of base salary for the CEO and CFO › The committee thoroughly assesses whether targets are rigorous and sufficiently stretched › STI payout is typically below the maximum 100% opportunity › Any STI payout is made in cash › The committee has the discretion to apply judgement in making appropriate adjustments to an annual bonus › The committee may consider an additional cash short-term incentive, aligned to specific shareholder interests, of no more than five times the annual fixed gross salary.
LTI* – Performance share units (PSUs)	✓	✓	✓	✓	✓	› PSUs are designed to incentivise an increase in the value of Ecommerce businesses (excluding Tencent) and to deliver superior returns to shareholders › Three-year cliff-vesting, subject to achieving the performance condition › Performance condition is the three-year compound annual growth rate (CAGR) of the Global Ecommerce SAR scheme, relative to a group of industry peers[1] › Vested PSUs are settled in shares › Details on page 91.
LTI* – Share appreciation rights (SARs)	✓	✓	✓	✓	✓	› SARs incentivise growth in the value of business units or an aggregation of underlying assets. See page 100 for details on the valuation process and performance of the Ecommerce portfolio linked to the SARs plan › Any value upside delivered by individual businesses is offset by any value downside from other businesses. This ensures that senior executives' remuneration is negatively affected if individual businesses do not perform › The change in value is measured over a four-year period to ensure focus on the longer-term delivery of shareholder value › Any gains are settled in cash.
LTI* – Share options (SOs)	✓	✓	✓	✓	✓	› Any gains are based on the growth in share price over a four-year period › Performance hurdle: Value is only delivered to participants if there is an increase in the share price › Any gains are settled in shares.

1 At 1 April 2024 the peer group comprises Adyen N.V., Airbnb, Alphabet, Amazon, Auto Trader, Bajaj Finance, Block, Booking.com, Chewy, Coupang, Deliveroo plc., DoorDash, eBay, Etsy, Expedia group, FSN Ecommerce (Nykaa), IAC, Just Eat Takeaway.com, LY Corporation, Match group, MercadoLibre, Meta Platforms, Ocado group, One97 Comms, PayPal, Pinterest, Rakuten group, Sea Limited, Shopify Inc., Snap, Uber Technologies, Wayfair, Zalando SE, Zillow group and Zomato.
* Malus and clawback provisions apply to STI and LTI.

Background and policy

Executive director participation in LTI plans

The committee reviews three key elements before determining the size of any award of PSUs, SARs or SOs:

- Superior business performance over the executive's tenure, leading to value creation in the scheme and for the shareholder
- Strong individual performance
- Industry benchmarking of executive compensation in consultation with external advisers, Willis Towers Watson and FW Cook.

LTI awards form a significant portion of total executive compensation. They are designed to incentivise the delivery of sustainable longer-term growth and provide alignment with our shareholders:

- 100% of the performance of our executive directors' LTI is determined by the performance of the company valuation of the underlying assets as well as other elements and, as such, is deemed 'at risk'
- PSUs are linked to relative business performance and only vest if PSU performance conditions are met and SARs or SOs are only exercisable if the value of the underlying assets has increased, ensuring strict alignment with our wider stakeholder interests.

Detailed scheme rules underpin the operation and governance by trustees of each scheme.

A blend of LTI

Our executive pay is heavily weighted towards longer-term value creation, typically delivered via PSUs, SARs and SOs. Each element of the LTI programme has a distinct role in implementing a remuneration approach that drives longer-term growth and business performance. Our programmes are aligned with shareholder outcomes, fair and market competitive to ensure we attract and retain the best talent in the market (see adjacent table).

SARs

Instrument used to incentivise value creation in underlying Ecommerce business (excluding Tencent).

A right to benefit from any increase in value of the business. Performance hurdle is embedded, as there is no value to be gained unless there is an increase in value in the underlying, unlisted Ecommerce business (excluding Tencent) between grant and vesting/exercise.

SOs

Remuneration instrument used to align with shareholders incentivising executive management to full portfolio (including Tencent).

A right to buy a company share at a pre-agreed price. The performance hurdle is embedded, as there is no value to be gained unless there is an increase in a share value between grant and vesting/exercise. This instrument, as it is settled in Naspers and Prosus shares, includes Tencent.

PSUs

Instrument that aligns business strategy and objectives with executive compensation and shareholder returns.

Achievement of the performance condition is assessed by the human resources and remuneration committee based on the performance of the Ecommerce CAGR, and validated by the valuations subcommittee as per the process described on page 100.

The level of achievement relative to the performance condition at the end of the three-year performance period drives the number of shares that ultimately will vest:

- At threshold: 50% of allocated shares awarded if performance is at the 30th percentile of the peer group
- At target: 100% of allocated shares awarded if performance is at the median of the peer group
- At maximum: 200% of allocated shares awarded if performance is at the 75th percentile of the peer group.

The PSU threshold level of achievement was set at the 25th percentile, and has been increased to the 30th percentile as from FY25, aligned to international best practices and considering the highly competitive set of comparator companies[1].

If the threshold level of performance is not achieved, no shares are awarded to the participant. If above-maximum performance is achieved, no more than 200% of allocated shares are awarded.

The board remains committed to continuing on the journey for long-term value creation of the group. To emphasise that intent, FY25 remuneration will be adjusted accordingly. Further details are on page 98.

Blend of LTI	PSU	Global Ecommerce SAR	SOs
Plan characteristics	A performance share award transferred to participants after time restrictions have passed, subject to the performance condition being met. PSUs vest in full on the third anniversary of the grant, subject to the performance condition being met.	A right to benefit from any increase in value of the business unit over which an award is made. Vests over four years.	A right to buy a company share at a pre-agreed price. Vests over four years.
Performance	Performance is determined against verifiable financial results and metrics.	Embedded performance hurdle as there is no value to be gained unless there is an increase in value in the underlying, unlisted Ecommerce businesses (excluding Tencent) between grant and vesting/exercise.	Embedded performance hurdle as there is no value to be gained unless there is an increase in share value between grant and vesting/exercise.
Settlement	Depending on achievement against performance condition, between 0% and 200% of awarded PSUs may vest and Prosus or Naspers[2] shares are delivered[3] on vesting.	Gains, if any, are settled in cash.	On exercise, SOs are settled in Naspers or Prosus shares[2, 3].
Focus on longer-term value creation	Value driven by longer-term outcomes.	Third-party valuation driven by longer-term projections[4].	Market cap represents longer-term value.
Aligned with shareholder interests	PSUs align business strategy, objectives and other elements with executive compensation and shareholder returns.	Incentivises value creation in underlying Ecommerce businesses (excluding Tencent).	Aligned with shareholders, incentivising executive management to reduce discount to NAV.

1 As at 1 April 2024 the peer group comprises Adyen N.V., Airbnb, Alibaba group Ltd, Alphabet, Amazon, Auto Trader, Baidu, Bajaj Finance, Bilibili, Block, Booking.com, Chewy, Coupang, Deliveroo plc., DoorDash, eBay, Etsy, Expedia group, Exor N.V., FSN Ecommerce (Nykaa), IAC, JD.com, Just Eat Takeaway.com, Kinnevik AB, Kuaishou Technology, LY Corporation, Match group, Meituan, MercadoLibre, Meta Platforms, NetEase, Ocado group, One97 Comms, PayPal, Pinterest, Pinduoduo, Rakuten group, Schibsted ASA, Sea Limited, Shopify Inc., Snap, SoftBank group, Trip.com group, Uber Technologies, Vipshop Ltd, Wayfair, Zalando SE, Zillow group and Zomato.
2 The issue of PSU and SO awards, if any, will gradually be rebalanced between Prosus and Naspers shares, aligned with the free-float ownership in Prosus and Naspers.
3 Shares are purchased in the market for cash to avoid shareholder dilution as a result of the company settling its LTI award obligations.
4 See page 100 for details on the valuation process.

Background and policy

Governance

Stakeholder engagement

Shareholder voting at annual general meetings

	2023 (% in favour)	2022 (% in favour)	2021 (% in favour)
Remuneration report	84.89	86.48	85.00
Remuneration policy[1]	n/a	87.89	83.98
Non-executive directors' remuneration	99.42	–	–

Percentages included above relate to votes for ordinary shares N, ordinary shares B and ordinary shares A1 exercised at the annual general meeting.

We have outlined the committee's decision process on remuneration on page 87. A remuneration section is included on our investor pages on our website at www.prosus.com.

Post publication of the FY23 remuneration report, the committee chair, head of investor relations, group company secretary and head of rewards engaged with key stakeholders on the group's remuneration policy and implementation report.

The primary feedback from our engagements was the maintenance of the discount-linked incentive, reduction of the long-term incentive plans, complexity and the introduction of publicly available performance conditions that can be independently tracked.

Executive directors

Recruitment policy

On appointing a new executive director, their package will be in line with our remuneration policy and the market.

Termination policy

Executive directors' contracts do not contain clauses that provide a benefit on termination. Payments in lieu of notice may be made to executive directors, comprising salary for the unexpired portion of the notice period. Such payments may be phased. On termination, there is no entitlement to an annual performance-related incentive (STI). However, the committee retains the discretion to award a bonus to a leaver during the financial year, considering the circumstances of their departure, considering pro-rating for time and actual performance achieved.

There is no entitlement to a particular severance package in executive directors' contracts.

Details of Bob van Dijk's severance package are disclosed on page 96.

Malus and clawback

Malus and clawback provisions apply to STIs and LTIs awarded to executive directors and the CEO's direct reports (in line with article 135(6) and (8) of Book 2 of the Dutch Civil Code and our remuneration policy). All or part of the unpaid STI and unvested LTI may be modified or cancelled. In addition, all or part of the vested LTI may be claimed back. Malus and clawback provisions may be invoked for certain material events, including cases of material financial misstatement or gross misconduct on the part of the executive director or direct reports of the CEO.

Service contracts

Executive directors' contracts comply with terms and conditions in the relevant local jurisdiction.

	Basil Sgourdos
Date of appointment at the group	1 August 1995
Date of appointment to current position	1 July 2014
Employer notice period	Three months

Other non-executive roles

Executive directors do not hold any board positions outside the Prosus and Naspers groups.

Non-executive directors

The fee structure for non-executive directors has been designed to ensure we attract, retain and appropriately compensate a diverse and internationally experienced board of non-executive directors, given the highly competitive global markets in which we operate.

Non-executive directors receive an annual fee as opposed to a fee per meeting, which recognises their ongoing responsibility for effective control of the company. They may also receive an additional fee for group board committees and subsidiary boards, to reflect additional responsibilities and associated time commitments. Remuneration is reviewed regularly and not linked to the company's share price or performance. Non-executive directors do not qualify for share allocations under the group's incentive schemes.

The remuneration of non-executive directors is determined after regular benchmarking that primarily considers international comparators in the consumer internet and media sectors, as well as the top 10 AEX-listed and JSE-listed companies.

Dual responsibilities

Non-executive directors receive no additional compensation for their dual responsibilities to Naspers and Prosus. However, the aggregate cost of their compensation is currently allocated 70% to Prosus and 30% to Naspers. The split was determined based on the underlying assets and amount of time required to sufficiently assume their dual responsibilities.

Terms of appointment

The board has procedures for appointing and orienting directors. The nominations committee periodically assesses skills represented on the board and determines whether these meet the company's needs. The board and its committees complete annual self-evaluations. Directors are invited to give input in identifying potential candidates and we frequently engage the services of a reputable search firm. Members of the nominations committee propose suitable candidates for consideration by the board. A fit-and-proper evaluation is performed for each candidate.

Retirement and re-election of non-executive directors

The governance structures of Prosus and Naspers mirror each other in an identical one-tier board structure of executive and non-executive directors.

All non-executive directors are subject to retirement and re-election by shareholders every three years. The names of non-executive directors submitted for election or re-election are accompanied by brief biographical details to enable shareholders to make an informed decision on their election. The reappointment of non-executive directors is not automatic.

1 *In 2022 and 2021, the resolution regarding adoption of the remuneration policy of the executive and non-executive directors was put to shareholders as a single item. In 2023, no amendments to the remuneration policy were proposed and was, therefore, not put to shareholders.*

Implementation of remuneration policy

Aligning remuneration to our strategy and performance

We outline how our remuneration policy for executive directors was implemented in FY24 and how we intend to operate it in FY25. All decisions on executive remuneration have been made in line with our remuneration policy for this financial year and reflect our business performance.

Investing for sustainable long-term value creation

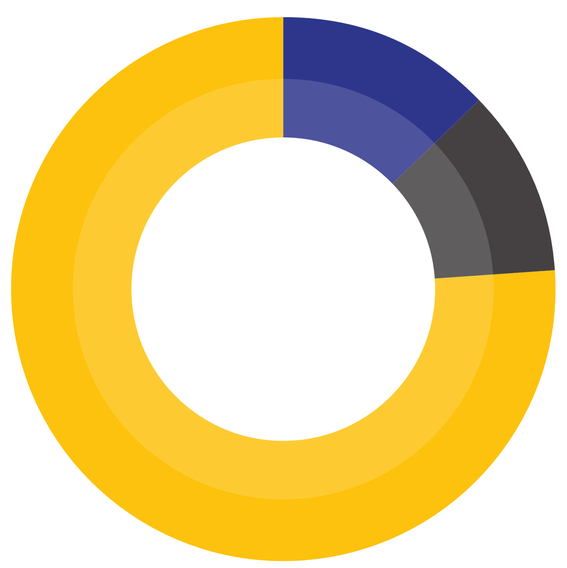
Prosus competes with tech companies of every size in the consumer internet industry worldwide. To compete effectively, our assets need to reach scale – in user numbers and markets served – relatively quickly. For Prosus, this translates to significant investment and support through their early loss-making years: our diverse portfolio allows us to sustain this investment phase or divest from assets that no longer meet our stringent criteria. This is a strategic choice as we search for entrepreneurs who can build global tech leaders addressing societal needs in high-growth markets. At the same time, we have an obligation to shareholders who entrust their capital to Prosus to create sustainable, long-term value through disciplined capital allocation and robust financial performance. Against our stated goal of profitability across our core Ecommerce segment by H1 FY25, it is appropriate to incentivise management to find the correct balance between investing for growth and competing effectively.

Compensation is substantially 'at risk' and longer term

The human resources and remuneration committee emphasises the importance of aligning the remuneration outcomes of our CFO to pay for performance, shareholder value creation and long-term growth; that is why our remuneration structures are highly 'at risk', with a strong focus in the long term.

Remuneration mix awarded in FY24

Basil Sgourdos (%)



- Annual fixed pay 13
- Annual STI (target) 11
- Annual fair value LTI 76

Business performance and remuneration outcomes

Executive directors' remuneration versus company performance

	FY24 (%)	FY23[1] (%)	FY22 (%)	FY21 (%)	FY20[6] (%)	CAGR[2] (%)
CFO remuneration						
Cash[3] YoY change	**(40)**	98	(9)	5	13	3
LTI[4] YoY change	**100**	(100)	(2)	17	26	4
Company performance						
Organic revenue growth[5]	**12**	7	24	33	23	17
Organic revenue growth[6] (excluding Tencent)	**17**	31	50	51	32	31
Ecommerce share price growth	**2**	(24)	(22)	55	15	(2)

1 Includes continuing operations (excluding a portion of OLX Autos).
2 Period CAGR is between FY20 and FY24.
3 Base salary + benefits + actual bonus payout, using the currency in which the CFO (in US$) is paid. The primary reason for the FY23 increase is the inclusion of the discount-linked STI.
4 Fair value at grant, using the currency (US$) in which we grant LTIs.
5 Metric, excluding impact of foreign exchange (FX) and M&A.
6 FY20 growth measured from date of listing. It is noted that all remuneration is presented on a full-year basis and at 100%, including the cost that is apportioned to Naspers.

Implementation of remuneration policy

Illustrating the implementation of our remuneration policy for executive directors in FY24, the tables below show a single figure for remuneration, as well as summarised STI and LTI.

Section 1: Chief financial officer – Basil Sgourdos

FY24 single-figure tables

			LTI[1, 2]														
Currency	Base salary	Standard STI	Naspers performance share units (PSUs)	Prosus performance share units (PSUs)	PSUs	Naspers Global Ecommerce share appreciation rights (SARs)	Naspers N share options SOs	Prosus N share options SOs	SO	Naspers PSUs (%)	Prosus PSUs (%)	Naspers SOs (%)	Prosus SOs (%)	Pension	Other benefits[3]	Total remuneration[4]	Proportion of fixed and variable remuneration (%)
€'000	1 168	1 109	1 899	2 524	4 423	2 224	316	421	737	42.9	57.1	42.9	57.1	92	19	9 772	13/87
US$'000	1 260	1 197	2 049	2 724	4 773	2 400	341	454	795	42.9	57.1	42.9	57.1	99	20	10 544	13/87

FY24 goals and achievements

Group financial goals[5]	Weighting (%)	Target	Actual results (US$'000)	Outcome[6]	Actual payout (US$'000)
Core headline earnings (including Tencent)	30	Achieve core headline earnings at target, including Tencent	2 139	✓	378
Free cash flow to equity	10	Achieve free cash to equity inflow at target	375	✓	126
Subtotal	**40**				**504**

Strategic, operational and sustainability goals	Weighting (%)	Target	Actual results	Outcome	Actual payout
Holding company discount	30	Ensured share buyback is sustained and identify opportunities to simplify corporate structure	Details on page 14	✓	378
Taxation	5	Executed plans to navigate the changing global tax landscape	Details on page 71	✓	63
Governance, internal audit and risk management	5	Ensured effective systems of internal control were operated throughout the group's controlled entities	Details on page 79	✓	63
Balance sheet	10	Maintained our debt ratings and delivered appropriate funding structures for M&A transactions the group considered	Details on page 6	✓	126
Sustainability: People	5	Improve employee engagement with a positive engagement score of 71%	Details on page 56	✗	0
Sustainability: Climate sustainability	5	Majority-owned businesses to measure and document material scope 3 emissions and obtain limited assurance from auditors	Details on page 50	✓	63
Subtotal	**60**				**693**
Total	**100**				**1 197**

1 Represents the grant date fair value in accordance with IFRS 2 of awards made during FY22, assuming on-target vesting for PSUs. The actual value accruing to the executive will depend on the real value created over the time of the award. PSUs and SOs will be partly settled in Naspers shares (approximately 43%) and partly in Prosus shares (approximately 57%). The figures disclosed in the 2023 remuneration report were estimated and therefore differs slightly form the figures reported in this table.
2 The total IFRS 2 expense is shown in note 42 'Related party transactions and balances' (executive directors remuneration) of the financial statements.
3 Medical insurance, life and disability insurance.
4 Executive directors are executive directors of both Naspers and Prosus. The costs of their remuneration as executive directors of these entities are split 10/90 between Naspers and Prosus. The remuneration paid to executive directors above reconciles with executive directors' remuneration disclosed in note 42 of the consolidated financial statements. In note 42, we show base pay, STI, pension and benefits at 90% of the aggregate cost as set out in this remuneration report, plus the full IFRS 2 expense of the LTI per footnote 1, minus the FY14 LTI awards in fair value at grant, as shown in this single-figure table.
5 Financial targets, actual results and outcomes based on Naspers economic-interest results.
6 Outcome assessed after adjustments for M&A, foreign exchange/constant currency and other approved items.

STI – FY24 goals, targets and achievements

STIs are based on financial, strategic, operational and sustainability performance targets tailored for each role, including financial objectives on the underlying business performance. The minimum STI payout is 0% of base salary, while the target and maximum STI opportunity are the same at 100% of base salary, ie there is no opportunity to overachieve on bonus payout.

We disclose STI goals and achievements for FY24, as well as FY24 targets, retrospectively. Measurements for bonus achievement were based on the business plan for FY24.

In the annual report, we have highlighted metrics for FY24 that were included in the STI of executive directors in the adjacent table.

The outcomes of the annual STI, as shown in the adjacent tables, resulted in annual bonus payout levels of US$1 197 or 95% of base salary for Basil Sgourdos (CFO).

Special discount-related short-term incentive

As detailed in our last report, a special one-year cash incentive for reducing the discount to net asset value was introduced, with the condition that this reduction be sustained or improved for FY24. For the active period of this incentive in FY23, the Prosus discount reduced materially from 54% to 38%, representing value creation of some US$16bn.

At 31 March 2024, the group discount was 37%. Accordingly, the human resources and remuneration committee deemed that the discount had been sustained/improved and the incentive was paid out as follows:

Basil Sgourdos US$2m
Bob van Dijk US$3.414m

No further discount-related incentive is proposed for FY25.

Implementation of remuneration policy

LTI FY24

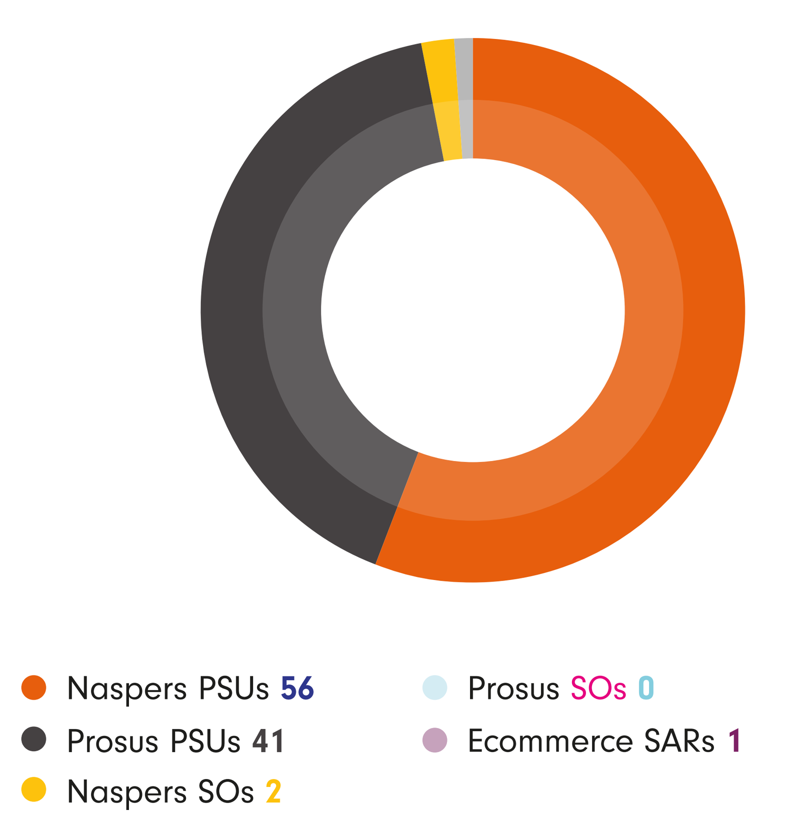
LTI awards represent a significant portion of total compensation. They are designed to incentivise the delivery of sustainable longer-term growth and value creation and align the interests of our management with our shareholders.

The entirety of our executive directors' LTI is determined by the performance of the company and growth in the valuation of the underlying assets and, as such, is deemed 'at risk'.

Balance of executive directors' unvested LTIs

As at 31 March 2024 (based on potential value using share prices on that date).

Basil Sgourdos (%)



In the adjacent tables we set out information on unvested LTIs and awards that vested in FY24. Details of the group's LTI schemes settlement are disclosed in note 37 on page 164 of the consolidated financial statements.

Overview of LTI awards

Main conditions of share plans						Number of unvested awards[1]				Value in US$	
Basil Sgourdos	Performance metric	Award date	Vesting date(s)	Expiry date	Strike price of option/ SAR	Opening balance 1 April 2023 (unvested)	Awarded during the year	Vested during the year	Closing balance 31 March 2024 (unvested)	Potential gain of awards vested during the year at vesting date[2]	Potential value of unvested awards 31 March 2024[3]
Naspers Performance Share Units (PSUs)	Three-year cliff – TSR	21/09/2020	21/09/2023	–	–	28 623	–	(28 623)	–	9 111 566	–
		21/06/2021	21/06/2024	–	–	16 472	–	–	16 472	–	2 929 165
		27/06/2023	27/06/2026	–	–	–	11 721	–	11 721	–	2 084 309
		Subtotal				**45 095**	**11 721**	**(28 623)**	**28 193**	**9 111 566**	**5 013 474**
Prosus Performance Share Units (PSUs)	Three-year cliff – TSR	26/08/2021	26/08/2024	–	–	15 995	–	–	15 995	–	1 093 669
		27/06/2023	27/06/2024	–	–	–	37 150	–	37 150	–	2 540 204
		Subtotal		**–**	**–**	**15 995**	**37 150**	**–**	**53 145**	**–**	**3 633 873**
Naspers Global Ecommerce Share Appreciation Rights (SARs)	Four-year measurement of value growth of Ecommerce business units	16/07/2019	16/07/2023	16/07/2029	36.70	56 627	–	(56 627)	–	156 857	–
		21/09/2020	21/09/2023	21/09/2030	41.98	37 079	–	(37 079)	–	–	–
		21/09/2020	21/09/2024	21/09/2030	41.98	37 080	–	–	37 080	–	–
		21/06/2021	21/06/2023	21/06/2031	63.89	23 165	–	(23 165)	–	–	–
		21/06/2021	21/06/2024	21/06/2031	63.89	23 165	–	–	23 165	–	–
		21/06/2021	21/06/2025	21/06/2031	63.89	23 166	–	–	23 165	–	–
		29/06/2023	29/06/2024	21/06/2031	34.98	–	35 490	–	35 490	–	27 672
		29/06/2023	29/06/2025	29/06/2029	34.98	–	35 490	–	35 490	–	27 672
		29/06/2023	29/06/2026	29/06/2029	34.98	–	35 490	–	35 490	–	27 672
		29/06/2023	29/06/2027	29/06/2029	34.98	–	35 493	–	35 493	–	27 674
		Subtotal				**200 282**	**141 963**	**(116 871)**	**225 373**	**156 857**	**110 690**
Naspers N Share Options (SOs)	Four-year share-price growth	16/07/2019	16/07/2023	16/07/2029	3 494.00	2 055	–	(2 055)	–	149 760	–
		21/09/2020	21/09/2023	21/09/2030	2 827.88	2 105	–	(2 105)	–	17 521	–
		21/09/2020	21/09/2024	21/09/2030	2 827.88	2 105	–	–	2 105	–	59 052
		13/07/2021	13/07/2023	13/07/2031	2 819.37	1 372	–	(1 372)	–	43 464	–
		13/07/2021	13/07/2024	13/07/2031	2 819.37	1 372	–	–	1 372	–	39 107
		13/07/2021	13/07/2025	13/07/2031	2 819.37	1 373	–	–	1 373	–	39 136
		27/06/2023	27/06/2024	27/06/2033	3 261.28	–	895	–	899	–	4 584
		27/06/2023	27/06/2025	27/06/2033	3 261.28	–	895	–	899	–	4 584
		27/06/2023	27/06/2026	27/06/2033	3 261.28	–	895	–	899	–	4 584
		27/06/2023	27/06/2027	27/06/2033	3 261.28	–	900	–	900	–	4 589
		Subtotal				**10 382**	**3 597**	**(5 532)**	**8 447**	**210 745**	**155 636**
Prosus N Share Options (SOs)	Four-year share-price growth	26/08/2021	26/08/2025	26/08/2031	71.61	1 362	–	–	1 362	–	–
		26/08/2021	26/08/2023	26/08/2031	71.61	1 360	–	(1 360)	–	–	–
		26/08/2021	26/08/2024	26/08/2031	71.61	1 360	–	–	1 360	–	–
		28/08/2023	28/06/2024	28/06/2033	67.19	–	3 303	–	3 303	–	–
		28/08/2023	28/06/2025	28/06/2033	67.19	–	3 303	–	3 303	–	–
		28/08/2023	28/06/2026	28/06/2033	67.19	–	3 303	–	3 303	–	–
		28/08/2023	28/06/2027	28/06/2033	67.19	–	3 306	–	3 306	–	–
		Subtotal				**4 082**	**13 215**	**(1 360)**	**15 937**	**–**	**–**
Total						**275 836**	**207 646**	**(152 386)**	**331 095**	**9 479 168**	**8 913 673**

1 The aggregate number of vested but unexercised SARs and SOs for Basil is 876 130 (FY23: 759 259) and 56 306 (FY23: 92 201) respectively. The aggregate cash-settled share-based payment liabilities of vested but unexercised SARs is included in note 37 of the financial statements on page 164. The share-based payment reserve of vested but unexercised SOs is included in the aggregate retained earnings balance shown in note 24 of the financial statements on page 151.

2 The potential gain vested in FY24 is calculated by taking the difference between the closing share price on vesting date and the offer price and multiplying that difference by the number of SOs/SARs that vested in FY24. The potential gain of the PSU award vested in FY24 reflects the actual pre-tax gain. With the exception of the PSU, the value does not necessarily accrue to the individual. It is available to them should they have chosen the exercise (buy and/or sell shares) on or after the date the SOs or SARs vested. In line with previous Prosus and Naspers capitalisation issues, Prosus shares were linked to Naspers and Prosus awards. The value of the additional Prosus shares is included where relevant.

3 The potential value of unvested awards on 31 March 2024 is calculated by taking the difference between the closing share price on 31 March 2024 and the offer price (if applicable) and multiplying that difference by the number of unvested SOs/SARs/PSUs as at 31 March 2024. With the exception of the PSU vesting in FY25, 100% vesting has been assumed for the PSU awards. In line with previous Prosus and Naspers capitalisation issues, Prosus shares were linked to Naspers and Prosus awards. The value of the additional Prosus shares is included where relevant. The actual value accruing to the executive will depend on the real value created over the time of the award.

Implementation of remuneration policy

Executive directors' LTIs vested and exercised in FY24

PSUs vested

In FY21, Basil Sgourdos was awarded 28 623 Naspers PSUs. The level of achievement relative to the performance condition, at the end of the three-year performance period, was determined above median and resulted in a 200% vesting. As a result, the total number of Naspers PSUs that he received was 57 246. No Prosus PSUs vested.

The achievement of the performance condition was assessed by the human resources and remuneration committee and validated by the valuations subcommittee, as per the valuations process described on page 100.

SOs exercised

Basil Sgourdos exercised Naspers SOs in the MIH Internet Holdings B.V. Share Trust; he disposed of 27 300 shares to cover taxes and took delivery of the remaining 18 695 shares in his recently established family trust.

The total PSUs and SOs vested and exercised respectively, are summarised below:

Basil Sgourdos	Date vested/ exercised	Number of PSUs/SOs	Gross gain (pre-tax) US$[1]
Naspers PSUs	2023/09/21	57 246	9 111 566
Naspers N SOs	2023/07/13	45 995	7 752 365
Total			**16 863 931**

1 The gain on the linked Prosus ordinary shares N is included above.

Section 2: Remuneration paid to the former chief executive – Bob van Dijk

Bob van Dijk stepped down as chief executive and executive director on 18 September 2023. We disclose Bob's remuneration from 1 April 2023 to 31 March 2024 (full-time employment) and the agreed severance.

Executive directors' remuneration versus company performance	FY24 (%)	FY23[1] (%)	FY22 (%)	FY21 (%)	FY20[5] (%)	CAGR[2] (%)
Bob van Dijk remuneration						
Cash[3] YoY change	(35)	145	(13)	5	9	10
LTI[4] YoY change	100	(100)	(3)	(2)	28	3
Company performance						
Organic revenue growth[5]	12	7	24	33	23	17
Organic revenue growth[6] (excluding Tencent)	17	31	50	51	32	31
Ecommerce share price growth	2	(24)	(22)	55	15	(2)

1 Includes continuing operations.
2 Period CAGR is between FY20 and FY23.
3 Base salary + benefits + actual bonus payout, using the currency in which CEO (in €) and CFO (in US$) are paid. The primary reason for the FY23 increase is the inclusion of the discount-linked STI.
4 Fair value at grant, using the currency (US$) in which we grant LTIs.
5 Metric, excluding impact of foreign exchange (FX) and M&A.
6 FY20 growth measured from date of listing. It is noted that all remuneration is presented on a full-year basis and at 100%, including the cost that is apportioned to Naspers.

FY24 goals and achievements

Group financial goals[1]	Weighting (%)	Target	Actual results (US$'000)	Outcome[2]	Actual payout (US$'000)
Core headline earnings (including Tencent)	20	Achieve core headline earnings at target (including Tencent)	2 139	✓	294
Free cash flow to equity	20	Achieve free cash to equity inflow at target	375	✓	294
Ecommerce financials: Organic topline growth (excluding Tencent)	10	Organic revenue growth for consolidated ecommerce at target	18%	✓	147
Ecommerce financials: Trading profit	40	Achieve trading profit for consolidated ecommerce at target	24	✓	588
Subtotal	**90**			✓	1 323

Strategic, operational and sustainability goals	Weighting (%)	Target	Actual results	Outcome	Actual payout (€'000)
Sustainability: People	5	Improved employee engagement	Details on page 56	✓	73
Sustainability: Climate	5	Majority-owned businesses measured and documented material scope 3 emissions	Details on page 50	✓	73
Subtotal	**10**				146
Total	**100**				1 469

1 Financial targets, actual results and outcomes based on Naspers economic-interest results.
2 Outcome assessed after adjustments for M&A, foreign exchange/constant currency and other approved items.

Severance payment

The severance payment qualifies as an appropriate, all-inclusive compensation for loss of office. Bob undertook to remain available for consultation and guidance and entered into a consultancy agreement commencing 1 April 2024, terminating on 30 September 2024, to allow for a smooth transition. In respect of these services rendered, a gross fee of €113 436.18 per month will be paid.

Discount-linked STI

Bob remained eligible for the STI for FY24 and the payment made was contingent on the achievement of the applicable targets and objectives set for Bob for FY24. The discount-linked STI, as disclosed in FY23, but not yet paid in FY23, was paid in full due to the original agreement being met whereby the discount as at 31 March 2024 was sustained or improved at no greater than 42% level as indicated and disclosed at 31 March 2023.

Implementation of remuneration policy

FY24 single-figure table

Currency	Base salary	Standard STI	LTI[1, 2] Naspers performance share units (PSUs)	Prosus performance share units (PSUs)	PSUs	Naspers Global Ecommerce share appreciation rights (SARs)	Naspers N share options SOs	Prosus N share options SOs	SO	Naspers PSUs (%)	Prosus PSUs (%)	Naspers SOs (%)	Prosus SOs (%)	Pension	Severance Pay	Other benefits[3]	Total remuneration[4]	Proportion of fixed and variable remuneration (%)
€'000	1 361	1 361	3 441	4 576	8 017	4 031	574	762	1 336	42.9	57.1	43.0	57.0	89	692	42	16 929	13/87
US$'000	1 469	1 469	3 714	4 938	8 652	4 350	619	822	1 441	42.9	57.1	43.0	57.0	96	747	45	18 269	13/87

Overview of LTI awards

In line with contractual obligations, Bob's existing long-term incentive awards vesting until 30 September 2024 in accordance with the predetermined terms will be settled in terms of the respective LTI plan rules.

Main conditions of share plans						**Number of unvested awards[5]**				**Value in US$**	
Bob van Dijk	Performance metric	Award date	Vesting date(s)	Expiry date	Strike price of option/SAR	Opening balance 1 April 2023 (unvested)	Awarded during the year	Vested during the year	Closing balance 31 March 2024 (unvested)	Potential gain of awards vested during the year at vesting date[6]	Fair value of unvested awards 31 March 2024[7]
Naspers Performance Share Units (PSUs)	Three-year cliff – TSR	21/09/2020	21/09/2023		–	48 302	–	(48 302)	–	15 382 660	–
		Subtotal				**48 302**	**–**	**(48 302)**	**–**	**15 382 660**	**–**
Naspers Global Ecommerce Share Appreciation Rights (SARs)	Four-year measurement of value growth of Ecommerce business units	16/07/2019	16/07/2023	16/07/2029	36.70	109 208	–	(109 208)	–	302 506	–
		21/09/2020	21/09/2023	21/09/2030	41.98	62 571	–	(62 571)	–	–	–
		21/09/2020	21/09/2024	21/09/2030	41.98	62 572	–	–	62 572	–	–
		21/06/2021	21/06/2023	21/06/2031	63.89	39 092	–	(39 092)	–	–	–
		21/06/2021	21/06/2024	21/06/2031	63.89	39 092	–	–	39 092	–	–
		29/06/2023	29/06/2024	29/06/2029	34.98	–	64 327	–	64 327	–	50 156
		Subtotal				**312 535**	**64 327**	**(210 871)**	**165 991**	**302 506**	**50 156**
Naspers N Share Options (SOs)	Four-year share-price growth	16/07/2019	16/07/2023	16/07/2029	3 494.00	3 961	–	(3 961)	–	288 662	–
		21/09/2020	21/09/2023	21/09/2030	2 827.88	3 552	–	(3 552)	–	29 565	–
		21/09/2020	21/09/2024	21/09/2030	2 827.88	3 552	–	–	3 552	–	99 645
		13/07/2021	13/07/2023	13/07/2031	2 819.37	2 316	–	(2 316)	–	73 369	–
		13/07/2021	13/07/2024	13/07/2031	2 819.37	2 316	–	–	2 316	–	66 015
		27/06/2023	27/06/2024	27/06/2033	3 261.28	–	1 629	–	1 629	–	8 306
		Subtotal				**15 697**	**1 629**	**(9 829)**	**7 497**	**391 595**	**173 965**
Prosus N Share Options (SOs)	Four-year share-price growth	26/08/2021	26/08/2022	26/08/2031	71.61	2 295	–	(2 295)	–	–	–
		26/08/2021	26/08/2023	26/08/2031	71.61	2 295	–	–	2 295	–	–
		28/06/2023	28/06/2024	28/06/2033	67.19	–	5 988	–	5 988	–	–
		Subtotal			**–**	**4 590**	**5 988**	**(2 295)**	**8 283**	**–**	**–**
Total						**381 124**	**71 944**	**(271 297)**	**181 771**	**16 076 761**	**224 121**

Furthermore, to compensate Bob for the lapse of certain LTI awards should the performance condition for the Prosus PSU award granted on 26 August 2021 and the performance condition for the Naspers PSU award granted on 21 June 2021 be met, He will be entitled to an additional gross payment. This additional payment will be equal to the amount he would have received if continued vesting of the relevant PSU awards had been possible in terms of the scheme rules. The amount payable will be fixed at the value of the PSU awards on the date on which they would have vested and will be payable on 26 August 2024 and 21 June 2024, respectively. The amount payable will be disclosed in FY25.

1 *Represents the grant date fair value in accordance with IFRS 2 of awards made during FY22, assuming on-target vesting for PSUs. The actual value accruing to the executive will depend on the real value created over the time of the award. PSUs and SOs will be partly settled in Naspers shares (approximately 43%) and partly in Prosus shares (approximately 57%). The figures disclosed in the 2023 remuneration report were estimated and therefore differs slightly form the figures reported in this table.*
2 *The total IFRS 2 expense is shown in note 42 'Related party transactions and balances' (executive directors remuneration) of the financial statements.*
3 *Medical insurance, life and disability insurance.*
4 *Executive directors are executive directors of both Naspers and Prosus. The costs of their remuneration as executive directors of these entities are split 10/90 between Naspers and Prosus. The remuneration paid to executive directors above reconciles with executive directors' remuneration disclosed in note 42 of the consolidated financial statements. In note 42, we show base pay, STI, pension and benefits at 90% of the aggregate cost as set out in this remuneration report, plus the full IFRS 2 expense of the LTI per footnote 1, minus the FY14 LTI awards in fair value at grant, as shown in this single-figure table.*
5 *The aggregate number of vested but unexercised SARs and SOs for Bob is 1 296 422 (FY23: 6 299 177) and 301 903 (FY23: 284 365) respectively. The aggregate cash-settled share-based payment liabilities of vested but unexercised SARs is included in note 37 of the financial statements on page 164. The share-based payment reserve of vested but unexercised SOs is included in the aggregate retained earnings balance shown in note 24 of the financial statements on page 151.*
6 *The potential gain vested in FY24 is calculated by taking the difference between the closing share price on vesting date and the offer price and multiplying that difference by the number of SOs/SARs that vested in FY24. The potential gain of the PSU award FY24 reflects the actual pre-tax gain. With the exception of the PSU, the value does not necessarily accrue to the individual. It is available to them should they have chosen to exercise (buy and/or sell shares) on or after the date the SOs or SARs vested. In line with previous Prosus and Naspers capitalisation issues, Prosus shares were linked to Naspers and Prosus awards. The value of the additional Prosus shares is included where relevant.*
7 *The potential value of unvested awards on 31 March 2024 is calculated by taking the difference between the closing share price on 31 March 2024 and the offer price (if applicable) and multiplying that difference by the number of unvested SOs/SARs/PSUs as at 31 March 2024. In line with previous Prosus and Naspers capitalisation issue, Prosus shares were linked to Naspers and Prosus awards. The value of the additional Prosus shares is included where relevant. The actual value accruing to the executive will depend on the real value created over the time of the award.*

Implementation of remuneration policy

Looking forward to FY25

Our remuneration philosophy underpins our group strategy and the achievement of our business objectives. Our commitment to pay for performance and alignment with shareholder value creation drives all our remuneration activities and supports the ownership mentality and spirit of entrepreneurship in our teams around the world. Annually we continue evolving our remuneration systems to reflect latest market practices, shareholders feedback and business growth.

For FY25, we are implementing the following changes:

- To ensure that the material reduction of the discount to net asset value is maintained, the CFO bonus includes a specific discount-linked STI KPI
- Enhanced disclosure on the Ecommerce portfolio valuation
- Shortened the expiration period of the SARs from six to five and for the SOs from 10 years to five years
- For PSUs threshold has been increased from 25% to 30% for future awards
- Regular annual review of the peer group.

Chief financial officer – Basil Sgourdos

FY25 base salary

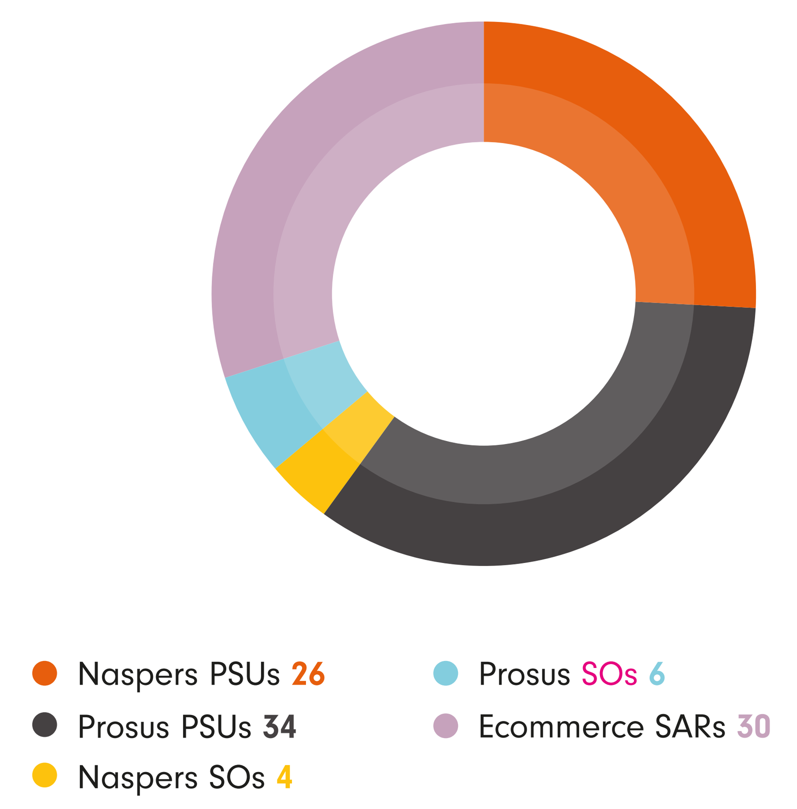
The committee has awarded 4% salary increase to the CFO in FY25.

FY25 STI goals and objectives

In the below table we disclose FY25 STI **goals** for Basil Sgourdos, which are all measurable and validated. Actual **targets** will be retrospectively disclosed in the FY25 remuneration report. Each year, the committee thoroughly assesses whether targets are sufficiently stretched in the context of potential remuneration delivered.

Approximate balance of unvested LTIs, post-FY25 allocation

Basil Sgourdos (%)



FY25 LTI awards to be made

The entirety of our executives' LTI is determined by the performance of the company and growth in the valuation of underlying assets and, as such, is deemed 'at risk'. We continue to assess and adjust the relevance in terms of size, scale and sector of the peer group for prospective PSU awards.

For the FY25 PSU award related to the Ecommerce CAGR, we have revised the comparator peer group to ensure it is more relevant to our current business context. Accordingly, the FY25 peer group is: Adyen N.V., Airbnb, Amazon, Auto Trader, Bajaj Finance, Block, Booking.com, Chewy, Coupang, DoorDash, Ebay, Etsy, Expedia Group, FSN Ecommerce (Nykaa), IAC, Just Eat Takeaway.com, LY Corporation, Match Group, MercadoLibre, Meta Platforms, Ocado Group, One97 Comms and Deliveroo plc Wayfair, PayPal, Pinterest, Rakuten Group, Sea Limited, Shopify Inc., Snap, Uber Technologies, Zalando SE, Zillow Group, Zomato.

Basil Sgourdos	Naspers performance share units (PSUs)	Prosus performance share units (PSUs)	PSUs	SARs	Naspers N share options (SOs)	Prosus N share options (SOs)	SOs
€'000	1 913	2 535	4 448	2 224	319	423	741
US$'000	2 064	2 736	4 800	2 400	344	456	800

Implementation of remuneration policy

FY25 single-figure table

Currency	Fixed[1] remuneration	Standard STI[2]	LTI[3] PSUs[6]	LTI[3] SARs	LTI[3] SOs	Pension	Other benefits[4]	Total remuneration[5]	Proportion of fixed and variable remuneration (%)
€000	1 214	1 214	4 448	2 224	741	95	19	9 956	13/87
US$'000	1 310	1 310	4 800	2 400	800	103	21	10 745	13/87

FY25 goals and achievements

Group financial goals	Weighting (%)	Description	Maximum payout (US$'000)
Core headline earnings (including Tencent)	16.6	Achieve core headline earnings at target, including Tencent	218
Free cash flow to equity	16.7	Achieve free cash-to-equity inflow at target	219
Trading profit	16.7	Achieve consolidated Naspers Ecommerce businesses trading profit at target	219
Subtotal			**655**

Strategic, operational and sustainability goals	Weighting (%)	Description	Maximum payout (US$'000)
Taxation	10	Execute plans to navigate the changing global tax landscape	131
Governance, internal audit and risk management	10	Ensure that effective systems of internal control are operated throughout the group's controlled entities	131
Balance sheet	5	Deliver appropriate funding structures for the Naspers group	66
Holding company discount	15	Maintain the holding company discount for FY25	197
Sustainability: Reporting	5	CSRD-complaint annual report to be published with limited assurance	66
Sustainability: People	5	Establish more frequent co-operation between the global functions and the rest of the organisation to enhance collaboration. Design and implement a combined internal NPS for group functions	66
Subtotal			**655**
Total			**1 310**

1 The executive directors received a 4% increase in base salary, effective 1 April 2023.
2 This is the at-target and maximum STI as a percentage to base salary. FY24 STI goals are shown on page 94 of the remuneration report.
3 The grant of the FY25 PSU and SO awards will be partly settled in Naspers shares (43%) and partly in Prosus shares (57%), aligned with the free-float ownership in Naspers and Prosus.
4 Medical insurance, life and disability insurance.
5 Executive directors are executive directors of both Naspers and Prosus. Their remuneration as executive directors of these entities is split 10/90 between Naspers and Prosus.
6 Represents the grant date fair value of awards to be made during FY25 assuming on-target vesting for PSUs. The actual value accruing to the executive will depend on the real value created over the time of the award. The figure is based on indicative values and may therefore differ from the final fair value granted.

Implementation of remuneration policy

Employees

CEO's remuneration compared to average employee remuneration

When reviewing the CEO's remuneration, the human resources and remuneration committee considers international CEO market data, CEO's performance, business performance, and the employees' remuneration globally across the group.

As a global technology group, we have a wide geographical footprint. Most of our activities and employees are based in high-growth countries, including India and Brazil, regions where socioeconomic disparities can be large. On a global level, the CEO pay ratio versus employees (including LTI) is not considered an appropriate measure of fairness given widely different pay levels in the countries where we operate.

The pay-at-risk portion for the CEO and, within that, more specifically LTI, weighs heavily in our total executive remuneration mix. This approach is typical in the consumer internet and technology sector where we compete for the best talent. For completeness, we have also reviewed pay ratios excluding LTI.

The ratios are obtained by dividing the FY24 total remuneration for the CEO by the FY24 average total remuneration of all other employees (which includes salaries, wages, on-target bonuses, pension and benefits for employees, excluding contractors). It excludes training and development that we offer to our employees. Details of staff costs appear in note 14 on page 138 of the consolidated financial statements.

Pay ratio CEO vs employees

	FY24[1] (%)	FY23 (%)	FY22 (%)	FY21 (%)	FY20 (%)
Global (including LTI)	120:1	237:1	340:1	316:1	311:1
Netherlands (including LTI)	16:1	30:1	40:1	19:1	22:1
Global (excluding LTI)	44:1	112:1	71:1	75:1	72:1
Netherlands (excluding LTI)	6:1	22:1	14:1	6:1	8:1
Average remuneration per full-time employee	US$70 262	US$67 697	US$57 669	US$45 433	US$43 870

Competitive pay – knowledge workers

We review the pay levels of our staff at least annually: relative to pay in the markets and countries where we operate, our reward levels are competitive. The effectiveness of our reward philosophy and practices is confirmed via our formal employee engagement surveys: in recent years, most employees find that they are paid fairly, relative to similar jobs in other companies, reporting a high satisfaction level that is above external benchmarks.

1 *For FY24 we have annualised Bob van Dijk's total remuneration to calculate the CEO pay ratio.*

Management of share-based incentive schemes

Valuations

The Global Ecommerce portfolio

The performance of SARs and PSUs is determined by YoY changes in the per share valuation of the group's Global Ecommerce portfolio. This scheme excludes the performance of Tencent.

Methodology

The valuation is an amalgamation of a number of individual schemes and assets that are valued annually, or in the interim if required, by an independent external entity. In determining the company value and scheme share value, the valuer uses appropriate and reasonable valuation methods, including comparable peer multiples, precedent transactions and discounted cash flow (DCF) valuations. Importantly, the methodology has remained consistent since its inception, which is essential both for the legitimacy of the valuation and transparency for scheme participants.

Where predominantly employing a DCF methodology, the valuer is using assumptions for future cash generation, discount rates and long-term growth. These valuations assess the pathway to value creation and serve as a critical component of a comprehensive compensation vehicle designed to align management performance and compensation, excluding Tencent, with shareholder outcomes. It is also important to note that funding is initially dilutive to value, and many of our companies are early-stage or loss-making, meaning that the schemes are diluted by short-term investment and acquisitions. The Global Ecommerce portfolio scheme is made up of underlying schemes, each with a different set of assumptions.

FY24 valuation outcome

The group's assets have achieved consolidated profitability, ahead of the target communicated to investors previously. This is attributable to the strong performance in the Classifieds and Food Delivery assets, though offset by performance in Payments and Fintech and Edtech. The increase in the value of the portfolio reflect the re-rating of all our listed assets, including Delivery Hero in particular which saw a YoY decline, but offset by increases in other listed assets. The updated valuations at 31 March 2024 reflect the performance of our businesses in the context of an ongoing difficult macroeconomic environment, including volatile market movements and high inflation that resulted in high interest rates remaining in most of our markets.

Implementation of remuneration policy

Governance of our valuation process

Valuation process

Underlying business submits 10-year business plan and annual budget.	Prosus reviews all business plans before providing them to the external valuer.	Independently from management, the valuer values the underlying assets at 31 March annually and whenever a significant change occurs.	The valuer issues a report detailing the valuation for each underlying operation.

Segment schemes and Ecommerce schemes are a 'basket of assets' representing the valuation of underlying operations

Governance

Report issue
The external valuer[1] issues a report with the respective share-scheme valuations.

Review
Valuations subcommittee of the human resources and remuneration committee reviews valuations before recommending values for approval to the human resources and remuneration committee. The subcommittee consists of members of the board: Craig Enenstein (chair) and Steve Pacak.

Submission
Reports from the valuer and valuations subcommittee submitted to human resources and remuneration committee as part of their approval process.

Approval
Once the human resources and remuneration committee approves valuations and resultant share prices, the share prices are updated and participants can exercise their SARs or SOs at these updated prices in accordance with the trading-in-securities policy.

Ecommerce portfolio and SARs performance 2022 to 2024	**2024**	2023	2022[2]
Ecommerce valuation (US$'m)	**29 254**	28 049	35 780
Ecommerce valuation growth	**4%**	(22%)	(8.5%)
SAR share price (US$'m)	**38.86**	38.11	49.91
Notional shares	**18 820 357**	18 401 174	17 923 495

Dilutive impact of group LTI schemes

The board has determined that no more than 5% of the current ordinary share N capital may be used for share-based incentive schemes.

LTI costs

LTIs across the group account for 15% of total staff costs, and 4% of overall group costs, for example the cost of providing services and sale of goods, selling, general and administration expenses. The LTI costs increased due to changes in valuation assumptions, including share prices and volatility, as well as the impact of allocations made and vesting of options. Further details can be found in note 37 on page 164 of the consolidated financial statements on our website at www.prosus.com.

Shares purchased in the market

To avoid shareholder dilution from employee LTIs, since 1 April 2018, the group has purchased Naspers and Prosus shares on JSE/Euronext to issue new Naspers SOs, Naspers PSUs, Naspers RSUs, Prosus SOs, Prosus PSUs and Prosus RSUs to employees and settle gains made on all share-based incentive schemes (prior to 31 March 2020).

In FY24, the group purchased Naspers N ordinary shares to the value of US$36m (FY23: US$14m) and Prosus N shares to the value of US$134m (FY23: US$210m) in the market, totalling US$170m (FY23: US$224m).

The table below details Prosus shares purchased in the market through the Prosus N.V. Share Award and Option Plan Trust in FY24 and FY23 for grants made in the Prosus N.V. Share Award Plan and Prosus N.V. Share Option Plan[3]:

	2024			2023		
	Number of shares	**Purchase price (US$)[4]**	**Average purchase price range**	Number of shares	Purchase price (US$)[4]	Average purchase price range (€)
Prosus N.V. Share Award and Option Plan Trust[3]	**2 045 505**	**133 713 518**	**€25.97 and €67.78 (R612.23 and R1 349.24)**	3 174 063	210 373 660	€58.21 and €71.71 (R1 007.90 and R1 330.68)

1 KPMG was appointed as the external valuer for the group's unlisted assets from FY23.
2 Adjusted to account for the disposal of Avito.

3 The Prosus N.V. Share Award Plan is used to grant Prosus RSUs to employees of the group (executive directors are not eligible to receive RSUs) and PSUs to executive directors and eligible senior management. The Prosus N.V. Share Option Plan is used to grant Prosus options to executive directors and eligible senior management. Shares are purchased on the Euronext Amsterdam and Johannesburg Stock Exchange for non-South African and South African employees respectively.
4 Purchase price in euro converted to US dollar by using the exchange rate on date of purchase.

Implementation of remuneration policy

Non-executive directors

Non-executive directors' fees

Given the global scale and complexity of the businesses we operate and in which we have interests, it is important that we can attract and retain the best globally orientated board members. Accordingly, the committee regularly benchmarks our fees for non-executive directors to ensure they are competitive, fair and reasonable. This process is informed by the external market, including market-fee levels for Naspers and Prosus industry peers internationally, as well as fee levels in the top 10 AEX and JSE companies.

At the August 2022 annual general meeting, shareholders approved a deferral of the FY23 fee increase to FY24. Based on a recent review, the board is proposing a 5% fee increase for FY25.

Non-executive directors' fee development

	2020 (%)	2021 (%)	2022 (%)	2023 (%) (deferred to 2024)	2024 (%)	2025 (%)	2026 (%) (proposed)
Board	5	0	5	0	5	5	5
Committees	5	0	5	0	5	5	5
Trustees of group share schemes/other personnel funds	5	0	5	0	5	5	5
All members: Daily fees when travelling to and attending meetings outside of home country	0	0	0	0	0	0	0
Total non-executive fees paid (US$'000)	**5 252**	**4 836**	**4 782**	**4 734**	**5 039**		

***Note:** Following the listing of Prosus N.V. on the Euronext Amsterdam in September 2019, Naspers non-executive directors serve on the boards of both companies, with fees split 30/70 between Naspers and Prosus.*

No additional fees are paid to board members serving on the projects committee or the valuations subcommittee of the human resources and remuneration committee. Non-executive directors do not receive any short or long-term incentives or equity-based compensation.

Non-executive directors serve on the boards of both Naspers and Prosus and receive no additional compensation for their dual responsibilities. Fees are split 30/70 between Naspers and Prosus, pro-rated from the date of listing Prosus. The split was determined based on the underlying assets and amount of time required to ensure that sufficient attention was paid to their dual responsibilities.

The non-executive chair does not receive additional remuneration for attending meetings or being a member of or chairing any committee of the board or attending Tencent board and committee meetings.

Non-executive directors' fees as approved at annual general meetings[1]

US$ (unless specified)		FY23 (total proposed fee payable by Naspers and Prosus)	FY24 (total proposed fee payable by Naspers and Prosus)	FY24 (amount payable by Prosus)	FY24 (amount payable by Naspers)
Board					
Chair[2]		523 243	549 405	384 583	164 821
Member		209 297	219 762	153 833	65 929
All members: Daily fees when travelling to and attending meetings outside of home country		3 500	3 500	2 450	1 050
Committees					
Audit committee	Chair	128 915	135 361	94 753	40 608
	Member	51 566	54 144	37 901	16 243
Risk committee	Chair	76 573	80 401	56 281	24 120
	Member	30 629	32 160	22 512	9 648
Human resources and remuneration committee	Chair	90 590	95 120	66 584	28 536
	Member	36 236	38 048	26 633	11 414
Nominations committee	Chair	48 825	51 266	35 886	15 380
	Member	19 530	20 507	14 355	6 152
Sustainability committee	Chair	67 013	70 363	49 254	21 109
	Member	26 805	28 145	19 702	8 444
Other (ZAR): Trustee of group share schemes/ other personnel funds		56 448	59 270	41 489	17 781

1 Following the listing of Prosus on the Euronext Amsterdam, Naspers non-executive directors serve on the boards of both Naspers and Prosus. As a result of these dual responsibilities, proposed fees will be split between Naspers and Prosus on a 30/70 basis.
2 The chair of Prosus does not receive additional remuneration for attending meetings or being a member of or chairing any committee of the board. He receives no compensation for serving on the board of Tencent.

Implementation of remuneration policy

Non-executive directors' fees – US$'000

2024	Directors' fees[1]		Committees and trusts		Other fees[2]		
Non-executives	**Paid by company**	**Paid by subsidiary**	**Paid by company**	**Paid by subsidiary**	**Paid by company**	**Paid by subsidiary**	**Total**
JP Bekker[3]	609	21	–	7	–	–	637
HJ du Toit[4]	–	–	–	–	–	–	–
S Dubey	265	–	54	–	–	–	319
CL Enenstein	265	–	116	–	–	50	431
M Girotra	237	–	54	–	–	–	291
RCC Jafta	283	64	112	36	–	–	495
AGZ Kemna	237	–	86	–	–	–	323
FLN Letele	283	–	28	–	–	–	311
D Meyer	283	–	70	–	–	–	353
R Oliveira de Lima	286	–	59	–	–	50	395
SJZ Pacak	283	–	216	–	–	–	499
MR Sorour[5]	272	–	–	–	–	120	392
JDT Stofberg	286	–	28	–	–	–	314
Y Xu	279	–	–	–	–	–	279
Total	**3 868**	**85**	**823**	**43**	**–**	**220**	**5 039**

2023	Directors' fees[1]		Committees and trusts		Other fees[2]		
Non-executives	Paid by company	Paid by subsidiary	Paid by company	Paid by subsidiary	Paid by company	Paid by subsidiary	Total
JP Bekker[3]	576	22	–	7	–	–	605
HJ du Toit[4]	–	–	–	–	–	–	–
S Dubey[6]	174	–	26	–	–	–	200
CL Enenstein	269	–	110	–	–	50	429
M Girotra	251	–	52	–	–	–	303
RCC Jafta	265	65	106	37	–	–	473
AGZ Kemna	258	–	82	–	–	–	340
FLN Letele	262	–	27	–	–	–	289
D Meyer	265	–	67	–	–	–	332
R Oliveira de Lima	272	–	56	–	–	50	378
SJZ Pacak	258	–	205	–	–	–	463
MR Sorour[5]	258	–	–	–	–	120	378
JDT Stofberg	262	–	27	–	–	–	289
Y Xu	255	–	–	–	–	–	255
Total	3 625	87	758	44	–	220	4 734

1 *Following the listing of Prosus, non-executive directors serve on the boards of both Naspers and Prosus. As a result of these dual responsibilities, fees were split between Naspers and Prosus on a 30/70 basis.*
2 *Compensation for assignments.*
3 *Koos Bekker elected to donate the after-tax rand equivalent of all his directors' fees to education. This year, the recipients will be two schools in Cape Town, the Jan van Riebeeck Primary and Secondary Schools.*
4 *Hendrik du Toit elected not to receive directors' fees.*
5 *Mark Sorour received US$11 320.59 from MIH Holdings Proprietary Limited for the period 1 April 2023 to 31 March 2024. This payment relates to the increased cost of medical aid for retired members of the MMED medical aid scheme after the unbundling of MultiChoice group Limited. Originally, it was noted that the company would provide an annual allowance to cover the difference in cost for retired scheme members. This is not disclosed in the above table.*
6 *Appointed as a director of Prosus on 24 August 2022 and Naspers on 1 April 2022.*

General notes

Directors' fees include fees for services as directors, where appropriate, of Naspers and Media24 Proprietary Limited. An additional fee may be paid to directors for work done because of specific expertise. Committee fees include fees for attending meetings of the audit committee, risk committee, human resources and remuneration committee, nominations committee and sustainability committee. Non-executive directors are subject to regulations on appointment and rotation in terms of Naspers' memorandum of incorporation, Prosus' articles of association, Dutch legal requirements and the South African Companies Act.

The group arranges for and pays directors and officers liability insurance for the directors and officers of the group.

As at the date of this report, the group has not provided any personal loans, advances or guarantees to the executive and non-executive directors.

Koos Bekker and Cobus Stofberg each have an indirect 25% interest in Wheatfields 221 Proprietary Limited, which controls 168 605 Naspers Beleggings (RF) Limited ordinary shares, 16 860 500 Keeromstraat 30 Beleggings (RF) Limited ordinary shares, 179 988 (FY22: 179 988) Naspers A shares and 1 207 198 (FY23: 834 540) Prosus A1 shares.

Compliance

There were no deviations from the executive and non-executive directors' remuneration policy in FY24.

Executive and non-executive directors' interest in Prosus shares

The non-executive directors of Prosus had the following interests in Prosus ordinary shares A1 on 31 March 2024 and 31 March 2023:

	31 March 2024[7] – Prosus ordinary shares A1 – beneficial		
Directors	**Direct**	**Indirect**	**Total**
JDT Stofberg	–	1 171	1 171
SJZ Pacak	–	1 603[8]	1 603
Total	**–**	**2 774**	**2 774**

	31 March 2023 – Prosus ordinary shares A1 – beneficial		
Directors	Direct	Indirect	Total
JDT Stofberg	–	810	810
SJZ Pacak	–	486	486
Total	–	1 296	1 296

7 *As part of unwind of the cross-holding structure, including the Prosus capitalisation issue, approved by shareholders on 23 August 2023, additional ordinary shares A1 were issued to holders of ordinary shares A1 on a pro rata basis on 18 September 2023.*
8 *On 18 September 2023, outside of the Prosus capitalisation issue, Steve Pacak's family trust acquired 1 301 ordinary shares A1.*

Implementation of remuneration policy

Directors	31 March 2024[1] – Prosus ordinary shares N – beneficial		
	Direct	**Indirect[2]**	**Total**
JP Bekker	**–**	**19 646 498**	**19 646 498**
HJ du Toit	**11 139**	**–**	**11 139**
S Dubey	**–**	**–**	**–**
CL Enenstein	**–**	**904**	**904**
M Girotra	**–**	**–**	**–**
RCC Jafta	**–**	**–**	**–**
AGZ Kemna	**–**	**–**	**–**
FLN Letele	**5 675**	**–**	**5 675**
D Meyer	**–**	**–**	**–**
R Oliveira de Lima	**–**	**–**	**–**
SJZ Pacak[3]	**754 599**	**1 260 648**	**2 015 247**
V Sgourdos	**–**	**452 593**	**452 593**
MR Sorour[4]	**1 961**	**963**	**2 924**
JDT Stofberg	**906 639**	**309 259**	**1 215 898**
B van Dijk[5]	**1 144 549**	**612 897**	**1 757 454**
Y Xu	**–**	**–**	**–**
Total	**2 824 562**	**22 283 762**	**25 108 324**

Directors	31 March 2023 – Prosus ordinary shares N – beneficial		
	Direct	Indirect[6]	Total
JP Bekker[7]	–	9 013 809	9 013 809
HJ du Toit	5 111	–	5 111
S Dubey[8]	–	–	–
CL Enenstein	–	415	415
M Girotra	–	–	–
RCC Jafta	–	–	–
AGZ Kemna	–	–	–
FLN Letele	2 604	–	2 604
D Meyer	–	–	–
R Oliveira de Lima	–	–	–
SJZ Pacak[9]	460 911	693 086	1 153 997
V Sgourdos[10, 11]	124 718	86 619	211 337
MR Sorour[14]	3 955	442	4 397
JDT Stofberg	415 966	141 888	557 854
B van Dijk[12, 13]	525 119	274 945	800 064
Y Xu	–	–	–
Total	1 538 384	10 211 204	11 749 588

1 As part of unwind of the cross-holding structure, including the Prosus capitalisation issue approved by shareholders on 23 August 2023, additional ordinary shares N were issued to holders of ordinary shares N on a pro rata basis on 18 September 2023.
2 Prosus SOs that have been released (vested), but not yet been exercised, are included in the indirect column: Bob van Dijk 612 897 (FY23: 274 945), Basil Sgourdos: 95 983 (FY23: 86 619).
3 On 28 March 2024, Steve Pacak and a family trust linked to him each disposed of 250 000 ordinary shares N on the open market at an average price of €29.00 per share.
4 On 25 March 2024, Mark Sorour disposed of 6 658 ordinary shares N on the open market at an average price of R569.86 per share.
5 Resigned as a director of Naspers and Prosus on 18 September 2023.

6 Prosus SOs that have been released (vested), but not yet been exercised, are included in the indirect column: Bob van Dijk: 274 945 (FY23: 1 085 405). Basil Sgourdos: 86 619 (FY23: 102 290). Steve Pacak: 0 (FY23: 54 000).
7 Between 24 March 2023 and 28 March 2023, Koos Bekker's family trust sold a parcel of Prosus shares to fund building operations at hotels in various countries in which the family trust has an interest. These shares were sold at a volume-weighted average price of €69.3312.
8 Appointed as a director of Prosus on 24 August 2022 and Naspers on 1 April 2022.
9 On 8 July 2022, Steve Pacak exercised 54 000 share options and the linked Prosus N.V. and MultiChoice group Limited share options. These share options relate to 54 000 Naspers N ordinary share options awarded on 7 September 2012.
10 On 25 January 2023, Basil Sgourdos exercised 27 360 share options and the linked Prosus N.V. share options. These share options related to 27 360 Naspers share options awarded on 11 July 2013.
11 On 7 December 2022, Basil Sgourdos exercised 16 279 Naspers PSUs and the linked Prosus PSUs awarded to him on 9 September 2019. He disposed of 2 451 Prosus shares to cover taxes and other related costs on market and took delivery of the remaining 13 828 Prosus shares.
12 On 7 December 2022, Bob van Dijk exercised 31 395 Naspers PSUs and the linked Prosus PSUs awarded to him on 9 September 2019. He disposed of the entirety of the award on market.
13 On 29 August, 30 August and 31 August 2022, Bob van Dijk exercised 832 000 Naspers share options and the linked Prosus share options. The share options were awarded on 28 March 2014. 281 556 Prosus ordinary shares N have been disposed of to cover taxes and other related costs incurred on the exercise of the linked Prosus share options. 275 300 Prosus ordinary shares N were sold to realise cash. The remaining 275 144 Prosus ordinary shares N have been transferred to his name.
14 On 29 June 2022, Mark Sorour exercised 6 766 share options. These share options relate to 1 827 share options linked to the listing of Prosus and 4 939 share options awarded on 2 July 2012.

Additional information

Graphic overview of our LTI plans

PSU How does a performance share unit (PSU) typically work?

Award made: Performance conditions and vesting period specified at grant

Date → **Third anniversary of grant (year three)** (Achievement of performance condition; Continued employment) → If yes → **According to number of shares released to participant (0% to 200% of awarded PSUs)**

The vesting of a PSU is determined by time and meeting certain business performance conditions. If the threshold level of performance is not achieved, no shares will be awarded to the participant.

SAR How does a share appreciation right (SAR) work?

Award: 10 000 SARs at a value of US$10 each

Percentage of SARs vesting / Date / Total number of SARs vested

25%	25%	25%	25%
First anniversary of grant (year one)	Second anniversary of grant (year two)	Third anniversary of grant (year three)	Fourth anniversary of grant (year four)
2 500	5 000	7 500	10 000

After two years, the employee, assuming they did not exercise their first 2 500 after year one, may exercise 5 000 of their 10 000 SARs. If the value of a SAR at this point has increased to US$14, the employee made a gain of US$4 per SAR, giving the employee a total gain of US$20 000 (5 000 SARs x US$4 gain per SAR). So, if exercised, the employee would be awarded a value of US$20 000. If there is no increase in share value, there is no gain to the participant.

SO How does a stock option (SO) work?

Offered: 400 SOs, and closing price on grant date is US$100 per scheme share

Share options vesting / Date / Total number of SOs vested

25%	25%	25%	25%
First anniversary of grant (year one)	Second anniversary of grant (year two)	Third anniversary of grant (year three)	Fourth anniversary of grant (year four)
100	200	300	400

To illustrate: Two years after grant date, the employee chooses to exercise and pay for 200 scheme shares, ie US$100 x 200 = US$20 000. If the market price of a scheme share has increased to US$120, and the employee decides to sell, that is a gain of US$20 per share. This means the employee shares in the success of the group by earning a benefit of US$4 000, ie US$20 x 200 scheme shares. If there is no increase in share value, there is no gain to the participant.

RSU How does a restricted share unit (RSU) work?

Awarded: 200 RSUs

RSUs vesting / Date / Total number of RSUs vested

25%	25%	25%	25%
First anniversary of grant (year one)	Second anniversary of grant (year two)	Third anniversary of grant (year three)	Fourth anniversary of grant (year four)
50	100	150	200

An employee is awarded 200 RSUs on grant date. On each vesting date, they will automatically receive 50 shares. Assuming that on the first vesting date the price is US$100 per share, the employee would receive a benefit, at that point, to the value of US$5 000, ie 50 shares x an assumed US$100 per share.

Note: RSUs are not available to the CEO, CFO, or other senior executives across the group.

LTI policies

Date and price of SARs, SOs and PSUs/RSUs

Our LTI policy does not allow for backdating LTI awards, or for the offer price to be adjusted to bring underwater SARs or SOs 'into the money'. There is no strike price for a PSU or an RSU; these are full-value shares and PSUs vest only if the performance conditions determined at grant are achieved. Offer prices may be adjusted under the rules of the scheme to take account of material structural changes to the group. For example, when Prosus was listed in 2019, Naspers shareholders and employees holding Naspers SOs received Prosus capitalisation/Naspers N capitalisation shares (depending on which share trust they participated in) linked to each option.

LTI dividend policy

Employees of the Prosus group holding unvested PSUs, RSUs or SOs do not receive ordinary dividends. On vesting, these participants are treated like all other shareholders with respect to ordinary dividends.

Prudent approach

Vesting periods are conservative relative to the companies with which we compete for talent. Our LTI plans typically vest over four years, with equal tranches vesting annually. The PSU plan has a three-year cliff-vesting. Across the consumer internet sector, a three or four-year vesting period is common, with grants often vesting monthly after the first year. In FY23, we continued to broaden the use of RSUs as an effective LTI for many of our employees. RSUs are a common LTI vehicle across the competitive consumer technology sector. For our senior roles (excluding senior executives), RSUs will continue to be complemented with SAR allocations on our unlisted assets, aligning the incentive to performance delivery and value creation in the underlying business sectors. With that, RSUs do not come in addition to SARs, but are part of the blend of LTIs offered.

Note that RSUs are not available to the CEO, CFO, or other senior executives across the group. In an exceptional case, RSUs may be applied for a new appointment to 'buy out' remuneration forfeited on joining the company.

Our SO plans typically have a 10-year expiry term. This is a common term length across the consumer internet sector where early-stage businesses take longer to reach maturity and create shareholder value. Since 1 April 2022, we have limited the expiry period of our SARs plans to six years.

LTI scheme limits

We place limits on how much of the capitalisation (cap) table is available for employee compensation. In general, no more than 5% of the Prosus cap table can be used for unvested employee compensation. For SARs plans relating to our unlisted assets, no more than 15% of the cap table can be used for unvested employee compensation. Depending on the life stage of the business, the scheme limit can be lower. When the business takes funding from Prosus, the SAR scheme is diluted as additional shares are issued.

Offer price

Also called grant price, strike price or purchase price. The price of the share on the date the SAR or SO was granted, at which the participant can buy the share at a later date (or in the case of a SAR, used to calculate a gain).

Exercise price

The price of the share at the time the participant chooses to exercise their SARs or SOs. The value gain to the participant is calculated by subtracting offer price from exercise price.

Offer date

Also called grant date. The date on which an LTI is offered to the participant, giving them the right to buy or receive shares at a future date.

Performance management

Pay for performance is a pillar of our reward philosophy. Personal performance and business performance are the determining factors in whether an individual receives a base salary increase, an annual performance-related incentive payout and/or an LTI in the form of SARs, PSUs (for executives only), RSUs (not for executives) or SOs.

Personal goals are determined as an outcome of the annual business-planning process. As budgets and operating plans are designed prior to the end of the financial year, so too are personal performance goals. These goals, if achieved, drive the accomplishment of the financial and operating plan of the business.

Managers engage continuously with their teams throughout the financial year to ensure their plans are on track. At the end of the period, both the overall performance of the business and the individual's achievement of their personal goals are considered, and this may translate into paying an annual performance-related STI. While we do not force-rank performance scores, we do expect that any performance-related incentive payments reflect overall performance, where appropriate. Individuals who have performed well against their performance-related incentive goals are eligible to be considered for an LTI grant and pay increase. Only strong performers are considered for LTI awards.

About this report

This annual report assesses our performance for the financial year ended 31 March 2024. We aim to provide a view of our progress and impact on society.

Reporting

We measure our performance by evaluating how we create value for our key stakeholders. We also report on the 11 material matters identified by our stakeholders in our second materiality assessment and progress against our strategy. We regularly measure returns on invested capital. We understand the risks we take and manage these to minimise their impact on our business and results.

This way of telling a comprehensive, connected story fits well with our holistic view of value and our focus on creating sustainable value for long-term good.

Scope and boundary of reporting

Financial and non-financial reporting

This report constitutes the annual report as defined by Dutch law and extends beyond financial reporting. It reflects on non-financial performance, opportunities, risks and outcomes attributable to or associated with key stakeholders who have a significant influence on our ability to create value.

Our subsidiaries, associates and investees (non-controlled entities) are required to comply with applicable law and regulation. The group also encourages its associates and investees to adopt appropriate governance standards (for example, codes of business ethics and conduct, and policies relating to anti-bribery and anti-corruption, competition compliance, privacy and sanctions and export controls).

It includes the strategy and financial performance of Prosus and its subsidiaries, joint ventures and associates (the group). The scope of reporting on non-financial data (GHG emissions), is included as an appendix 'Boundaries and scope of our GHG accounting' to this report. Group reporting standards are continually being developed to make disclosure meaningful and measurable for stakeholders. Given the highly competitive environment in which we operate, this report mostly excludes financial targets or forward-looking statements other than as explained on page 1.

Information on our website to which we refer in this annual report is not included by reference in this annual report and does not form part of it.

Non-IFRS financial measures and alternative performance measures

In presenting and discussing our performance, we use certain alternative performance measures not defined by IFRS-EU, referred to as non-IFRS-EU financial measures, alternative performance measures or APMs. Such measures include economic-interest-basis information; trading profit; adjusted EBITDA; headline earnings; core headline earnings; and growth in local currency, excluding acquisitions and disposals.

Segmental reviews in this report are prepared showing revenue on an economic-interest-basis (which includes consolidated subsidiaries and a proportionate share of associated companies and joint ventures), unless otherwise stated. Numbers included in brackets represent the equivalent measure on the basis of growth in local currency, excluding acquisitions and disposals.

The group provides APMs because the board believes these give investors additional information to measure its operating performance. These APMs should not be viewed in isolation as alternatives to the equivalent IFRS-EU measures and should be used as supplementary information in conjunction with the most directly comparable IFRS-EU measures. APMs do not have a standardised meaning under IFRS-EU and therefore may not be comparable to similar measures presented by other companies. As such, their usefulness is subject to limitations.

Refer to:

- Note 21 'Segment information' of the consolidated financial statements for a reconciliation to the nearest IFRS-EU measure of the following alternative performance measures used in the segment information: revenue on an economic-interest basis; adjusted EBITDA; and trading profit or loss
- Note 22 'Earnings per share' of the consolidated financial statements for a reconciliation to the nearest IFRS-EU measure of headline earnings
- Non-IFRS-EU financial measures and alternative performance measures included in 'Other information' on pages 199 to 204 of this annual report for a reconciliation to the nearest IFRS-EU measure of core headline earnings; (diluted) core headline earnings per share; and growth in local currency, excluding acquisitions and disposals. Core headline earnings information includes adjustments to exclude certain results. The exclusion of certain items from non-IFRS-EU measures does not imply that these items are necessarily non-recurring. From time to time, the group may exclude additional items if it believes doing so would result in more transparent and comparable disclosure.

Under IFRS-EU, the group accounts for its associate and joint-venture investments under the equity method. Throughout the financial review, references to 'total revenue' or 'total trading profit' therefore exclude the group's share of revenue or trading profit from investments in associated companies and joint ventures. However, the group proportionately consolidates its share of the results of its associated companies and joint ventures in its segment information (referred to as economic interest). This is considered to provide additional information on the economic reality of these investments and corresponds to the manner in which the chief operating decision-maker (CODM) assesses sector performance.

For further information, see 'Non-IFRS-EU financial measures and alternative performance indicators' and note 21 of the consolidated financial statements.

Legislation and frameworks that inform our reporting

This annual report was prepared in compliance with:

- Dutch corporate law, in particular the Dutch Civil Code *(Burgerlijk Wetboek)*
- Dutch securities law, in particular the Financial Supervision Act *(Wet op het Financieel Toezicht)*
- Dutch Corporate Governance Code 2022, and
- IFRS-EU.

In addition, we are guided by the following standards in preparing this annual report:

- IFRS Foundation, which includes the Value Reporting Foundation/SASB: this principles-based approach promotes the concept of the six capitals[1], which considers material inputs and resources required to create and sustain value in the long term. We describe key components of the Prosus value chain (business model) that create and sustain value for our stakeholders.

1 *As identified in the framework of the International Integrated Reporting Council: financial, human, intellectual, manufactured, social and natural capitals.*

Material matters

Geopolitical stability	Business integrity	Management of workers in value chain	Climate action
Data privacy and Cyber-resilience	Responsible investment	Social inclusion	Sustainable deliveries
Digital regulation and AI governance	People (own workforce management, diversity, equity and inclusion, talent attraction and retention)		Water use

About this report

- We have aligned our climate change approach and our annual reporting to the framework of the Task Force on Climate-related Financial Disclosures (TCFD).
- To meet the needs of investors and analysts and provide financially material information for all our stakeholders, we base our disclosures where possible on the industry standards of the Sustainability Accounting Standards Board (SASB).
- We support the United Nations Sustainable Development Goals (UN SDGs) and, like many other businesses, have identified those goals that closely align with our businesses.

Sections of the directors' report

This directors' report, within the meaning of article 391 of Book 2 of the Dutch Civil Code, includes the following sections:

- Group overview (pages 2 to 31)
- Performance review (pages 32 to 45)
- Sustainability review (pages 46 to 74)
- Governance (pages 75 to 107)
  - Consolidated financial statements: Note 23 'Share capital and premium – capital management'
  - Note 40 'Financial risk management'
  - Note 44 'Subsequent events'.

The performance review provides information on developments and results for the year ended 31 March 2024, as well as information on cash flow and net debt. The directors' report provides a true and fair view of the group.

Details of the voting overview and protection structure are included on pages 76 to 80.

On 22 June 2024, the board of directors authorised the annual report for issue on 24 June 2024. This annual report is subject to adoption by the annual general meeting of shareholders.

Statement of responsibility by the board of directors for the year ended 31 March 2024

The annual report of the Prosus N.V. group (Prosus or the group) and the company is the responsibility of the directors of Prosus. In discharging this responsibility, they rely on the management of the group to prepare the annual report in accordance with Dutch law, including the consolidated and company financial statements presented on pages 117 to 184 and pages 185 to 198.

The consolidated and company financial statements of Prosus for the year ended 31 March 2024, and the undertakings included in the consolidation taken as a whole, have been prepared in accordance with International Financial Reporting Standards as adopted by the European Union (IFRS-EU) and additional disclosure requirements for financial statements as required by Dutch law.

To the best of our knowledge:

1. The consolidated and company financial statements, including the accompanying notes, give a true and fair view of the assets, liabilities, financial position as at 31 March 2024, and of the results of our consolidated and company operations for the year ended 31 March 2024.
2. The directors' report includes a fair review of the development and performance of our businesses and the position of Prosus, as well as the undertakings included in the consolidation taken as a whole, and describes our principal risks and uncertainties.
3. The directors' report for the year ended 31 March 2024 gives a fair view of the information required pursuant to article 5:25c of the Dutch Financial Supervision Act *(Wet op het Financieel Toezicht).*
4. The consolidated and company financial statements for the year ended 31 March 2024 give a fair view of the information required pursuant to IFRS-EU and additional disclosure requirements as required by Dutch law.
5. The annual report includes material risks and uncertainties that are relevant to the expectation of the company's continuity for the period of 12 months after the preparation of the report.

The directors are responsible for the establishment and adequate functioning of a system of governance, risk management and internal controls in the company. Consequently, the directors have implemented a broad range of processes and procedures designed to provide control over the company's operations.

These processes and procedures include measures regarding the general control environment. All these processes and procedures are aimed at providing a reasonable level of assurance that we have identified and managed the significant risks of the company. Also, that we meet the operational and financial objectives in compliance with applicable laws and regulations. Information on our internal control systems is set out in the governance section.

The internal audit function monitors compliance with our internal control systems and updates management on the emergence of new risks. It supports the annual review of the effectiveness of the system of governance, risk management and internal controls of the board of directors. Internal audit provides comfort to the audit committee and board of directors that our system of risk management and internal controls – as designed and represented by management – are adequate and effective. While we work towards continuous improvement of our processes and procedures for financial reporting, no major failings have occurred to the knowledge of the directors and therefore directors are of the opinion that these systems provide reasonable assurance that financial reporting does not contain material inaccuracies.

Based on forecasts and available cash resources, the directors believe that the group and company have adequate resources to continue operations as a going concern for a period of at least 12 months after the date of this report. Furthermore, the group has sufficient liquidity to meet obligations as they fall due. Accordingly, the financial statements support the viability of the group and the company.

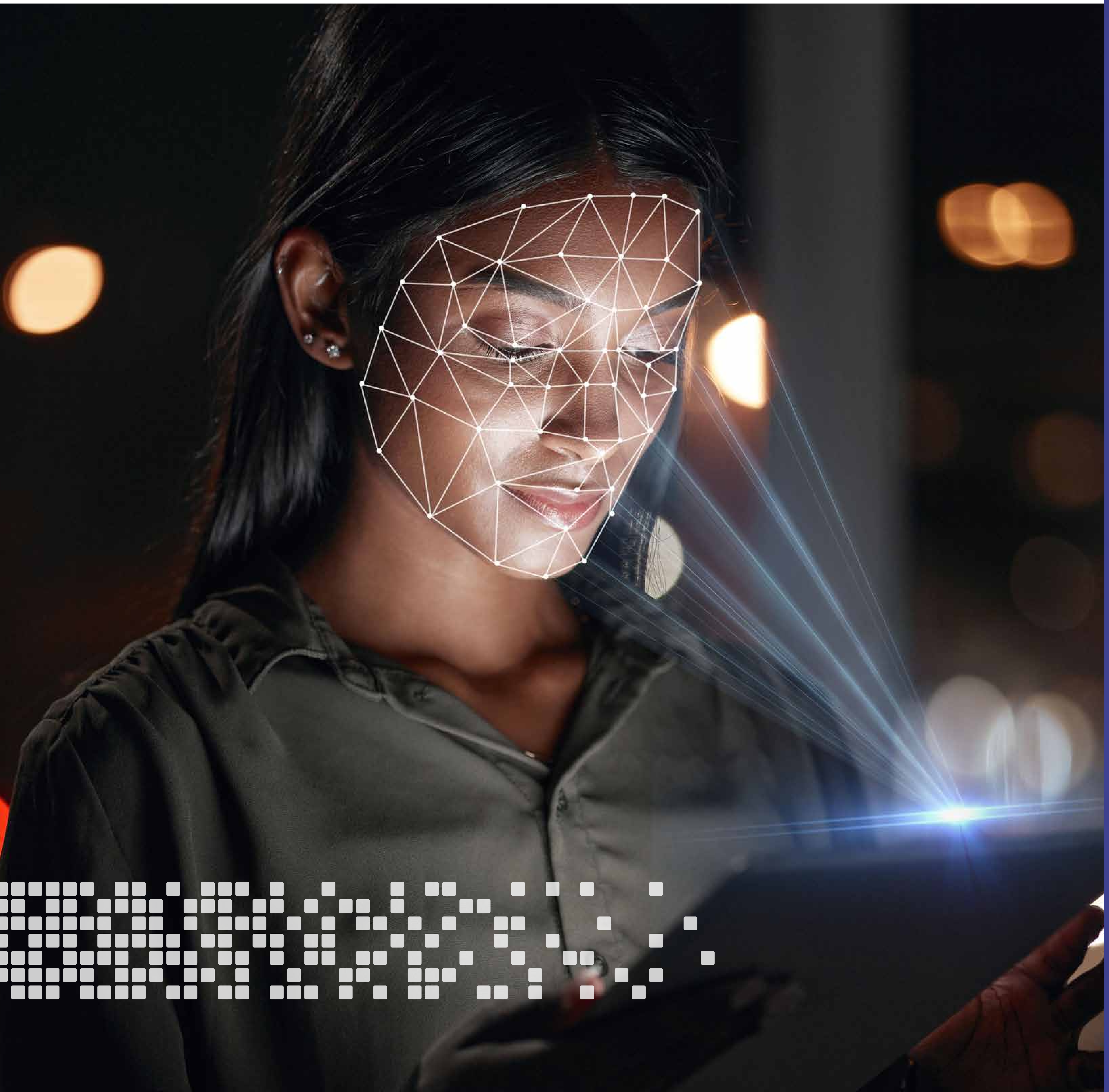
The independent auditing firm Deloitte Accountants B.V., which was given unrestricted access to all financial records and related data, including minutes of all meetings of shareholders, the board of directors and committees of the board, has audited the consolidated and company financial statements. The directors believe that all representations made to the independent auditors during their audit were valid and appropriate. Deloitte Accountants B.V. audit report is presented on pages 109 to 115.

The annual report, including the consolidated and company financial statements, was approved by the board of directors on 22 June 2024 for release on 24 June 2024 and signed by:

JP Bekker	FLN Letele
V Sgourdos	D Meyer
HJ du Toit	R Oliveira de Lima
S Dubey	SJZ Pacak
CL Enenstein	MR Sorour
M Girotra	JDT Stofberg
RCC Jafta	Y Xu
AGZ Kemna	

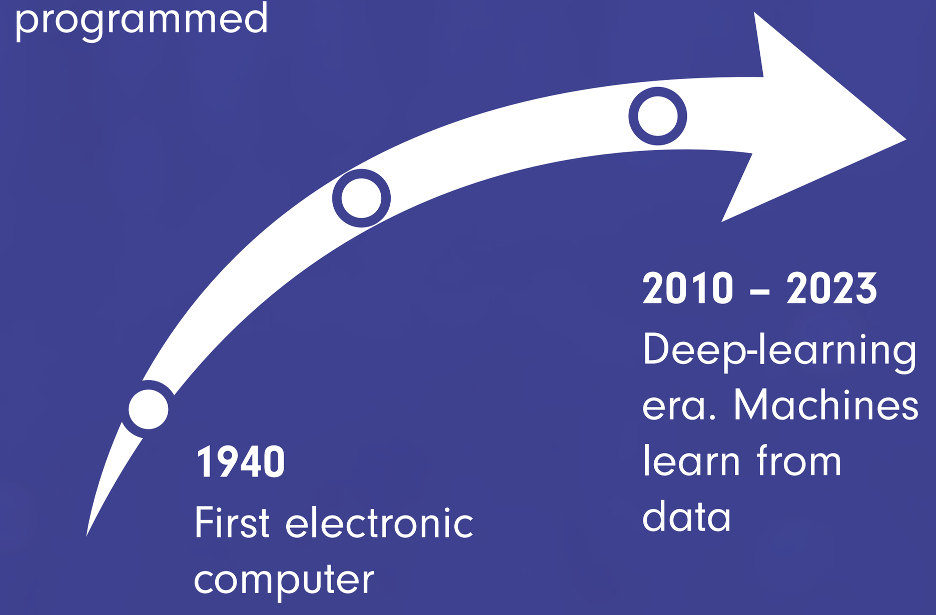
Financial statements

In this section we provide our full set of annual financial statements for the year ended 31 March 2024.



GenAI

– creating, preserving and avoiding the destruction of value



Artificial intelligence (AI) exploded into the global public consciousness in 2023 when generative AI or GenAI became part of the everyday lexicon. In the business world, AI also took centre stage with R&D spending funnelled into AI projects and investments flowing into AI start-ups as the scale and breadth of the opportunity became apparent.

In tandem with the initial awe and excitement, however, is ongoing scrutiny of the ethical implications and need for safeguards against misuse, at domestic and international level. Governments of most major economies giving laser focus to AI regulation.

Creating value

As a tech-focused group, we keenly understand that AI is turbocharging the digitisation of economies and sparking opportunities that will shape future generations of business. AI has been core to our business and strategy for over five years. In the same period, our talent pool of data scientists, machine-learning engineers and data engineers has grown over eightfold to around 550.

GenAI is creating another wave of opportunities, but also risks of disruption. For our group, the priorities are to protect existing investments and operations from this disruption, while significantly accelerating innovation and designing new products/businesses with GenAI.

Preserving value

Our edtech companies are most-exposed to risks and opportunities from GenAI by virtue of their business models centred on content.

Stack Overflow, for example, has faced this duality earlier than other companies. While models like ChatGPT can distract traffic from Stack Overflow, at the same time, its data and community are unique and essential to train new models for code assistance, such as those of OpenAI and Google but also proprietary and others. In response, Stack Overflow has introduced a set of tools called OverflowAI which includes GenAI assistance for the public site and for Stack Overflow for Teams products.

Avoiding value destruction

Every tech wave has its downside. In terms of AI, the different types and levels of risks all require focus: the long-term existential risks, and the existing ones. Disinformation, supercharged by deep fakes, data privacy issues, and biased decision making continue to erode trust.

In line with our purpose as a tech-centred group – using AI responsibly is not negotiable. Our models must be robust, so that they operate predictably within known boundaries of reliability. They must be unbiased, not discriminate and be transparent, so that their outputs can be clearly explained and understood.

Independent auditor's report

To: The general meeting and the board of directors of Prosus N.V.

Report on the audit of the 2024 financial statements for the year ended 31 March 2024 and the annual report

Our opinion

We have audited the financial statements for the year ended 31 March 2024 of Prosus N.V., based in Amsterdam, the Netherlands.

In our opinion, the accompanying financial statements give a true and fair view of the financial position of Prosus N.V. as at 31 March 2024, and of its result and its cash flows for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union (EU-IFRS) and Part 9 of Book 2 of the Dutch Civil Code.

The financial statements comprise:

1 The consolidated and company statements of financial position as at 31 March 2024.

2 The following statements for the year then ended: the consolidated income statement, the consolidated and company statements of comprehensive income, changes in equity and cash flows.

3 The notes comprising material accounting policy information and other explanatory information.

Basis for our opinion

We conducted our audit in accordance with Dutch law, including the Dutch Standards on Auditing.

Our responsibilities under those standards are further described in the 'Our responsibilities for the audit of the financial statements' section of our report.

We are independent of Prosus N.V. in accordance with the EU Regulation on specific requirements regarding statutory audit of public-interest entities, the Wet toezicht accountantsorganisaties (Wta, Audit firms supervision act), the Verordening inzake de onafhankelijkheid van accountants bij assurance-opdrachten (ViO, Code of Ethics for Professional Accountants, a regulation with respect to independence) and other relevant independence regulations in the Netherlands. Furthermore, we have complied with the Verordening gedrags- en beroepsregels accountants (VGBA, Dutch Code of Ethics).

We believe the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Information in support of our opinion

We designed our audit procedures in the context of our audit of the financial statements as a whole and in forming our opinion thereon. The following information in support of our opinion was addressed in this context, and we do not provide a separate opinion or conclusion on these matters.

Materiality

Based on our professional judgement we determined the materiality for the consolidated financial statements as a whole at US$ 411 million and US$ 1 billion for the company financial statements. The materiality for the consolidated financial statements is based on 1% of the net assets and for the company financial statements equates to 0.7% of the net assets.

We have also taken into account misstatements and/or possible misstatements that in our opinion are material for the users of the consolidated financial statements for qualitative reasons.

We agreed with the board of directors that misstatements in excess of US$ 20.5 million for the consolidated financial statements and US$ 50 million for the company financial statements, which are identified during the audit, would be reported to them, as well as smaller misstatements that in our view must be reported on qualitative grounds.

Component materiality for our five largest components ranged from US$ 70 million to US$ 140 million and our materiality for other components did not exceed our overall group materiality.

Scope of the group audit

Prosus N.V. is at the head of a group of entities. The financial information of this group is included in the consolidated financial statements of Prosus N.V.

Because we are ultimately responsible for the opinion, we are responsible for directing, supervising and performing the group audit. We tailored the scope of our audit to ensure that we, in aggregate, achieve sufficient coverage of the financial statements for us to be able to give an opinion on the financial statements as a whole, taking into account the management structure of the group, the nature of the operations of its components, the accounting processes and controls, and the markets in which the component of the group operate. In this respect we have determined the nature and extent of the audit procedures to be carried out on the entities within the group.

Our group audit is mainly focused on components individually significant to the group or due to risk, namely the Classifieds, Etail, Payments & Fintech segments, Movile group (including iFood), Tencent Holdings Limited, Delivery Hero SE, as well as the parent company Prosus N.V. These components have been subject to full scope audits of their complete financial information which also means that our component audit teams performed further scoping and corresponding directing, supervision and oversight procedures over their sub-components. Furthermore, we performed an audit of specified account balances on selected financial statement line items within the Edtech segment due to risk in order to achieve appropriate coverage over the consolidated financial statements.

We have performed audit procedures ourselves at Prosus N.V. and the corporate entity in the Netherlands. Furthermore, we performed audit procedures at group level on areas such as consolidation, disclosures, impairment testing of assets (including goodwill and investments in associates), share-based compensation and acquisitions and divestments. Specialists were involved amongst others in the areas of valuations, information technology, forensics, tax and accounting.

For the selected component audit teams, the group audit team provided detailed written instructions, which, in addition to communicating our requirements of component audit teams, also detailed significant audit areas and information obtained centrally relevant to the audit of individual components.

We developed a plan for overseeing each component audit team based on its relative significance and specific risk characteristics. For the Classifieds, Etail, Payments & Fintech segments, Movile group (including iFood) and Tencent Holdings Limited components, oversight procedures included (virtual) meetings with the component auditor and component management and working paper reviews. For Delivery Hero SE we met with the component auditor. We also reviewed for all components, the component audit team deliverables to gain a sufficient understanding of the work performed based on our instructions. The nature, timing and extent of our oversight procedures varied based on both quantitative and qualitative considerations.

Independent auditor's report

By performing the procedures mentioned above at group entities, together with additional procedures at group level, we have been able to obtain sufficient and appropriate audit evidence about the group's financial information to provide an opinion on the financial statements.

As the result of the procedures performed audit coverage represents approximately 97% of the consolidated revenue, 93% of consolidated profit before tax and 94% of consolidated total assets. Note that these percentages are calculated based on the components that were subjected to a full audit as, on the basis of the oversight procedures described above, we have concluded that the segment auditors have planned and performed their sub-group audits such that it allowed them to obtain sufficient appropriate evidence to report to us on the financial information of the segment as a whole.

Audit approach fraud risks

We identified and assessed the risks of material misstatements of the financial statements due to fraud. During our audit we obtained an understanding of the entity and its environment and the components of the system of internal control, including the risk assessment process and management's process for responding to the risks of fraud and monitoring the system of internal control and how the audit committee exercises oversight, as well as the outcomes. We refer to section "Creating value through intelligent risk management "of the management report for management's (fraud) risk assessment and how the non-executive board reflects on this (fraud) risk assessment.

We evaluated the design and relevant aspects of the system of internal control and in particular the fraud risk assessment, as well as among others the code of business ethics and conduct, Speak Up policy and incident registration. We evaluated the design and the implementation and, where considered appropriate, tested the operating effectiveness, of internal controls designed to mitigate fraud risks.

We have made inquiries with executive and non-executive board members, including the chair of the audit committee and risk committee, segment management and others, including internal audit and the legal affairs. As part of these interviews we have obtained an understanding of management's fraud risk assessment and the processes for identifying and responding to the risks of fraud and the internal control that management has established to mitigate these risks. In these interviews we also asked them whether they are aware of any actual or suspected fraud. This did not result in signals of actual or suspected fraud that may lead to a material misstatement.

As part of our process of identifying fraud risks, we evaluated fraud risk factors with respect to financial reporting fraud, misappropriation of assets and bribery and corruption in close co-operation with our forensic specialists. We evaluated whether these factors indicate that a risk of material misstatement due fraud is present.

We identified the following fraud risks and performed the following specific procedures.

Management override of controls

Description

As for any company, management is in a unique position to perpetrate fraud because of their ability to manipulate accounting records and prepare fraudulent financial statements by overriding controls that otherwise appear to be operating effectively.

Our audit work and observations

Our audit procedures to respond to these fraud risks include, amongst others, an evaluation of relevant internal controls and supplementary substantive audit procedures, including detailed testing of journal entries and post-closing adjustments based on supporting documentation. Data analytics, including selection of journal entries based on risk-based characteristics, form part of our audit approach to address the identified fraud risks.

Additionally, we performed further procedures including, among others, the following:

- We incorporated elements of unpredictability in our audit. We also considered the outcome of our other audit procedures and evaluated whether any findings were indicative of fraud or noncompliance.
- We considered available information and made enquiries of relevant key management personnel, the executive and non-executive board.
- We tested the appropriateness of journal entries recorded in the general ledger and other adjustments made in the preparation of the financial statements.
- We evaluated whether the selection and application of accounting policies by the group, particularly those related to subjective measurements and complex transactions, may be indicative of fraudulent financial reporting.
- We evaluated whether the judgments and decisions made by management in making the accounting estimates included in the financial statements indicate a possible bias that may represent a risk of material misstatement due to fraud. Management's insights, estimates and assumptions that might have a major impact on the financial statements are disclosed in note 3 of the financial statements. We have challenged management on several assumptions, that are subject to significant management judgment, used in the valuation models for amongst others impairment tests. For further information on our audit approach with respect to these assumptions and estimates, reference is made to the section 'Our key audit matters'.
- We performed a retrospective review of management judgments and assumptions related to significant accounting estimates reflected in prior year financial statements.
- For significant transactions such as corporate transactions – including divestments, the share-repurchase program and the removal of the cross-holding agreement with Naspers, we evaluated whether the business rationale of the transactions suggests that they may have been entered into to engage in fraudulent financial reporting or to conceal misappropriation of assets.

We did not identify specific indications of fraud or suspected fraud in respect of management override of controls.

Revenue recognition

The group operates various businesses across their operating segments and therefore has diverse processes, control environments and systems utilized by management in accounting for revenue transactions.

Depending on the specific business, the contributing revenue stream, and the maturity thereof in its lifecycle, management may have an incentive to understate or overstate revenue.

Independent auditor's report

Our audit work and observations

Where relevant to our audit, we have performed the following procedures to the identified fraud risk related to revenue recognition:

- Obtained an understanding of management's control environment and tested the relevant controls pertaining to revenue cycles;
- Obtained an understanding of the IT environment relevant revenue recognition process, identified and tested the relevant IT controls;
- Evaluated the judgements applied by management in determining the appropriate accounting policies pertaining to the revenue recognition;
- Performed test of detail to agree the revenue recognized to underlying agreements, invoices and supporting documentation, as well as performed substantive procedures over revenue transactions;
- Evaluated the accounting treatment of any new transactions/contracts, one-off transactions, and significant changes to existing contracts to confirm the timing of when the risk and rewards of the transaction have transferred;
- Tested significant journal entries to revenue by verifying the appropriateness and validity of such entries; and
- Tested the disclosures in the notes to the financial statements in accordance with IFRS.

We did not identify specific indications of fraud or suspected fraud in respect of revenue recognition.

Accounting and other implications of acquisitions and disposals – OLX Autos and PayU GPO

Description

In 2023, the board approved the decision to exit the OLX Autos and PayU GPO businesses through a combination of sales and/or closures of various business operations. Considering the size and complexity of these transactions, we determined the fraud risk to be related to the accounting and disclosure of the related parties in such disposals.

Our audit work and observations

In order to address the fraud risk, we have performed the following specific procedures:

- We have obtained an understanding of the end-to-end process and governance environment relevant to material acquisitions and disposals;
- We have tested the design and implementation of the relevant controls;
- We evaluated whether the disposals of OLX Autos and PayU GPO involved related parties;
- We performed background checks of acquiring parties and tested the appropriateness of the related disclosures.

We did not identify specific indications of fraud or suspected fraud associated with these disposals.

We have also identified fraud risks related to the valuation of share-based compensation and the impairment of goodwill, equity-accounted investments with limited headroom. We refer to the paragraph "Key audit matters" for our procedures performed. We did not identify specific indications of fraud or suspected fraud in relation to these valuations.

Audit approach compliance with laws and regulations

We assessed the laws and regulations relevant to the entity through discussion with, amongst others, management, the Legal Counsel and those charged with governance, reading minutes and reports of internal audit.

We involved our forensic specialists in this evaluation.

As a result of our risk assessment procedures, and while realizing that the effects from non-compliance could considerably vary, we considered the following laws and regulations: (corporate) tax law, the requirements under the International Financial Reporting Standards as adopted by the European Union (EU-IFRS) and Part 9 of Book 2 of the Dutch Civil Code with a direct effect on the financial statements as an integrated part of our audit procedures, to the extent material for the financial statements.

We obtained sufficient appropriate audit evidence regarding provisions of those laws and regulations generally recognized to have a direct effect on the financial statements.

Apart from these, the entity is subject to other laws and regulations where the consequences of non-compliance could have a material effect on amounts and/or disclosures in the financial statements, for instance, through imposing fines or litigation.

Given the nature of the entity's business and the complexity of these other laws and regulations, there is a risk of non-compliance with the requirements of such laws and regulations In addition, we considered major laws and regulations applicable to listed companies.

Our procedures are more limited with respect to these laws and regulations that do not have a direct effect on the determination of the amounts and disclosures in the financial statements. Compliance with these laws and regulations may be fundamental to the operating aspects of the business, to the entity's ability to continue its business, or to avoid material penalties (e.g., compliance with the terms of operating licenses and permits or compliance with environmental regulations) and therefore non-compliance with such laws and regulations may have a material effect on the financial statements. Our responsibility is limited to undertaking specified audit procedures to help identify non-compliance with those laws and regulations that may have a material effect on the financial statements.

Our procedures are limited to (i) inquiry of management, the audit committee, the Executive Board and others within the entity as to whether the entity is in compliance with such laws and regulations and (ii) inspecting correspondence, if any, with the relevant licensing or regulatory authorities to help identify non-compliance with those laws and regulations that may have a material effect on the financial statements.

Naturally, we remained alert to indications of (suspected) non-compliance throughout the audit.

Finally, we obtained written representations that all known instances of (suspected) fraud or non-compliance with laws and regulations have been disclosed to us.

Independent auditor's report

Audit approach going concern

Our responsibilities, as well as the responsibility of the board of directors, related to going concern under the prevailing standards are outlined in the "Description of responsibilities regarding the financial statements" section below. The board of directors has assessed the going concern assumption, as part of the preparation of the financial statements, and as disclosed in the consolidated financial statements (note 2, basis for preparation). The board of directors believes that no events or conditions give rise to doubt about the ability of the group to continue in operation of a least twelve months after adoption of the financial statements.

We have obtained management's assessment of the entity's ability to continue as a going concern, and have assessed the going concern assumption applied. As part of our procedures, we evaluated whether sufficient appropriate audit evidence has been obtained regarding, and have concluded on, the appropriateness of management's use of the going concern basis of accounting in the preparation of the financial statements. Based on these procedures, we did not identify any reportable findings related to the entity's ability to continue as a going concern.

Our key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements. We have communicated the key audit matters to the general meeting of shareholders. The key audit matters are not a comprehensive reflection of all matters discussed.

The below identified key audit matters were addressed in the context of our audit of the financial statements as a whole and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Impairment assessment of goodwill, equity-accounted investments and investment in subsidiaries with limited headroom

Description

The consolidated financial statements include the following material assets as at 31 March 2024:

- Goodwill, included in note 7, amounting to US$ 1 billion
- Investment in associates, included in note 9, amounting to US$ 34.8 billion

The company financial statements includes the investments in subsidiaries, being the investment in MIH Internet Holdings B.V., amounting to US$ 130 billion (including the amounts due from group companies) as disclosed in note 3 of the company financial statements.

For goodwill, the Group is required to perform an annual test to assess the recoverable amount at the level of relevant cash generating units and whenever there is an indication for impairment at an intermediate reporting date in accordance with IAS 36 Impairment of Assets (IAS 36). For investments in associates and investment in subsidiaries, the Group and the Company are required in accordance with IAS 36 to perform the impairment test whenever there is objective evidence of impairment.

Management's impairment tests resulted in recognition of impairment charges in the consolidated financial statements amounting to US$ 372 million for goodwill and US$ 482 million for investments in associates.

We have pinpointed the risk to those material assets or CGUs which were most sensitive, thus where the headroom between the carrying value and the recoverable value is such that a reasonable change in the assumptions or estimates could result in an impairment.

Given the inherent level of judgement made by management to identify indicators of impairment and the subsequent estimate of the recoverable amounts used in management's impairment tests for these assets, procedures to evaluate the reasonableness of amongst others projected cashflows and discount rates, required a high degree of judgement and an increased extent of audit effort, including the need to involve our valuation specialists. Therefore, we considered the impairment (indicator) assessment of goodwill, equity-accounted investments and the investment in subsidiaries as a key audit matter.

Our audit work and observations

For investments in associates in the consolidated financial statements and the investment in subsidiaries in the company financial statements, we assessed management's evaluation of the presence of impairment indicators and for material investments independently assessed, amongst others based on external market data, whether indicators for impairment existed.

Our audit procedures over management's impairment tests, with assistance of our valuation specialists, included amongst others:

- Obtained an understanding of management's impairment process and tested the design and implementation of relevant controls as a basis for our mainly substantive audit approach;
- Tested the carrying values of the CGUs or investments by tracing to underlying support or calculations;
- Evaluated the reasonableness of the future forecast cashflows and underlying assumptions applied by management in the impairment tests by, and where applicable (i) comparing actual results and/or forecasts to management's historical forecasts, (ii) evaluating the consistency with external market and industry data and (iii) evaluating the expectation of analysts covering specific investments or CGUs of the Group;
- Tested the reasonableness of discount rates by comparing inputs to external data, developing a range of independent estimates and comparing those to the discount rate selected by management;
- Tested the reasonableness of the terminal growth-rate by comparing to external sources for comparable businesses and/or economic growth in combination with the reasonableness of the overall valuation;
- Evaluated external analyst report valuations and compared these to management's valuation (where applicable);
- Where a value-in-use model was applied to listed investments, we compared the result to the listed share price (fair value less cost of disposal) as at year-end and considered market related adjustments;
- Evaluated the implied valuation multiples of the businesses in comparison to trading multiples of comparable businesses and to financial analyst estimates;
- Evaluated sensitivities in management's projections that could cause a substantial change to the recoverable amount; and
- Tested the disclosures provided by the Group in the notes to the consolidated and company financial statements in accordance with IFRS.

The scope and nature of the procedures performed were appropriate and sufficient to address the key audit matter. Our procedures did not result in any reportable matters.

Independent auditor's report

Accounting for the equity-accounted investment in Tencent

Description

The Group holds a material investment in Tencent Holdings Limited (Tencent) which is equity accounted for in accordance with IAS 28 *Investments in Associates and Joint Ventures* (IAS 28). The carrying amount at 31 March 2024 is US$ 30.1 billion.

Tencent has a year-end (31 December) that is not coterminous with that of the Group (31 March). In accordance with IAS 28, the Group applies lag period accounting where significant transactions that occurred between Tencent's year-end and the Group's year-end are adjusted for.

As disclosed in note 6 in the consolidated financial statements, during the financial year, the group disposed of a net 2% (inclusive of Tencent's own share buy-back programme) of its investment in Tencent following the group's open-ended share-repurchase program from June 2022, aimed at increasing the Naspers' and Prosus' net asset value per share.

The disposal of a net 2% (inclusive of Tencent's own share buy-back programme) resulted in a US$5.1 billion gain on partial disposal being the excess of the proceeds received on the disposal over the proportion of its carrying value.

The accounting for the investment in Tencent is a matter of significance due to the magnitude of the carrying amount, the significant contribution of the associate investment to the consolidated results of the Group, the accounting for the partial disposals and the judgement involved in adjusting for significant transactions that occur in the lag period.

Therefore, we considered the accounting for the investment in Tencent as a key audit matter.

The disclosure related to the impact of Tencent on the Group's results is included in notes 5, 6 and 9 of the consolidated financial statements.

Our audit work and observations

We performed, among others, the following procedures:

› Tested the design and implementation of the controls in place to review the calculation which includes the lag adjustments and gain on partial disposal calculations of the investment in Tencent;
› Obtained the equity-accounted results recorded by the Group and reconciled them to the audited 31 December 2023 financial statements of Tencent;
› Tested the appropriateness of the lag period adjustments based on Tencent's publicly available first quarter financial information for the period ended 31 March 2024, as well as input from the component team to obtain evidence that material lag period adjustments were appropriately accounted for;
› Independently evaluated the accounting policies of Tencent to those of the Group to identify material differences with IFRS;
› Tested the appropriateness of the accounting and reperformed the calculation underlying the gain on partial disposal of the investment in Tencent and agreed the transaction to external supporting documentation such as bank statements, share certificates and external public information; and
› Tested the disclosures provided by the group in the notes to the consolidated financial statements in accordance with IFRS.

The scope and nature of the procedures performed were appropriate and sufficient to address the key audit matter. Our procedures did not result in any reportable matters.

Significance of share-based compensation schemes and valuation of share-based payments

Description

The Group has a number of share-based payment schemes (SBPs) which are used to grant share options, restricted stock units (RSUs), performance share units (PSUs) and share appreciation rights (SARs) to employees and directors.

The grant date option fair value of equity settled SBPs and the reporting date fair value of the cash settled SBPs are calculated by management using an option valuation model. In estimating the fair value of options management uses assumptions relating to risk-free rates, volatility rates, dividend yields, forfeiture rates, listed share prices, and for schemes with unlisted shares, the share prices of the underlying businesses. All awards are granted subject to the completion of a requisite service (vesting) period by employees.

In determining the value of entities with unlisted shares, management uses an independent external valuation expert. The expert uses a number of valuation methods in determining the entity value including the use of comparable peer multiples and discounted cash flow valuations.

Due to the nature of share-based payment schemes as well as the complexity relating to the valuations, including the judgements and estimates used in the option fair value models attributable to the schemes, the share-based payment schemes were considered a key audit matter.

The disclosure of the SBPs is included in notes 37 of the consolidated financial statements.

Our audit work and observations

We performed the following procedures in respect of the share-based payment schemes:

In relation to the option fair value, we:
› Obtained an understanding of management's approach, model and assumptions in determining the option grant date fair value of equity settled SBPs;
› Evaluated whether the approach is in line with IFRS 2 Share Based Payments (IFRS 2);
› Tested the design and implementation of relevant controls;

With the assistance of our internal valuation specialists, we evaluated the reasonability of the key inputs into the option fair value models including:
› Risk free rates;
› Expected volatility rates;
› Dividend yields; and
› Forfeiture rates;
› For schemes with listed shares, we agreed the share prices to the listed share price and for schemes with unlisted shares, recalculated the share prices of the underlying businesses by dividing the valuations performed by management's expert by the outstanding number of shares of the relevant scheme.

In relation to the valuation of the unlisted shares, we:
› Evaluated the competence, capabilities and objectivity of management's experts utilised in performing the valuations; and
› With the support of our internal valuation specialists, we obtained an understanding and tested the reasonability of the valuation methodology applied by management's expert in determining the enterprise value of the schemes with unlisted shares.

Independent auditor's report

We evaluated whether the disclosures were in compliance with the disclosure requirements of IFRS 2.

The scope and nature of the procedures performed were appropriate and sufficient to address the key audit matter. Our procedures did not result in any reportable matters.

Elimination of the cross-holding structure between Naspers Limited (Naspers) and Prosus N.V. (Prosus)

Description

Effective 18 September 2023, the cross-holding structure whereby Prosus held shares in its parent, Naspers, was eliminated (the transaction).

The effective economic interest of the Prosus free-float shareholders and Naspers was retained at 57% and 43% of the issued Prosus Ordinary N Shares respectively subsequent to the elimination of the cross-holding structure. Naspers continues to exercise control over Prosus through its holding of 72% of the share voting rights in Prosus.

The elimination of the cross-holding structure was implemented through a series of transactions whereby, amongst others:

- Prosus undertook a capitalisation issue of Prosus Ordinary N Shares which Naspers irrevocably waived its entitlement to; and
- Simultaneously, Naspers undertook a capitalisation issue of Naspers Ordinary N Shares which Prosus irrevocably waived its entitlement to.

This resulted in Naspers maintaining its economic interest in Prosus but Prosus no longer owning shares in Naspers.

Due to the significance and complexity of the resultant impact on Naspers and Prosus, the elimination of the cross-holding structure has been identified as a key audit matter.

The disclosure relating to the impact of the elimination of the cross-holding structure has been included in note 5 of the consolidated financial statements.

Our audit work and observations

In evaluating the elimination of the cross-holding structure, we performed the following procedures:

- Tested the design and implementation of the relevant controls that Prosus and Naspers have over the regulatory, accounting and taxation considerations for the elimination of the cross-holding structure;
- Evaluated the accounting treatment of the transaction in accordance with the requirements of IFRS with the support of our technical accounting specialists;
- Evaluated the taxation consequences of the transaction together with taxation specialists;
- Confirmed the appropriate regulatory approvals were obtained by Naspers and Prosus;
- Confirmed the approval of this transaction by the shareholders of both Prosus and Naspers on 23 August 2023 and 24 August 2023, respectively; and
- Tested the disclosures provided by the group in the notes to the consolidated financial statements in accordance with IFRS.

The scope and nature of the procedures performed were appropriate and sufficient to address the key audit matter. Our procedures did not result in any reportable matters.

Report on the other information included in the annual report

The annual report contains other information. This includes all information in the annual report in addition of the financial statements and our auditor's report thereon.

Based on the following procedures performed, we conclude that the other information:

- Is consistent with the financial statements and does not contain material misstatements.
- Contains all the information regarding the Directors' report and the other information as required by Part 9 of Book 2 of the Dutch Civil Code and as required by Sections 2:135b and 2:145 sub-Section 2 of the Dutch Civil Code for the remuneration report.

We have read the other information. Based on our knowledge and understanding obtained through our audit of the financial statements or otherwise, we have considered whether the other information contains material misstatements.

By performing these procedures, we comply with the requirements of Part 9 of Book 2 and Section 2:135b sub-Section 7 of the Dutch Civil Code and the Dutch Standard 720. The scope of the procedures performed is substantially less than the scope of those performed in our audit of the financial statements.

The board of directors of Prosus N.V. is responsible for the preparation of the other information, including the directors' report and other information in accordance with Part 9 of Book 2 of the Dutch Civil Code. The board of directors of Prosus N.V. is responsible for ensuring that the remuneration report is drawn up and published in accordance with sections 2:135b and 2:145 subsection 2 of the Dutch Civil Code.

Report on other legal and regulatory requirements and ESEF

Engagement

We were appointed by the general meeting of shareholders as auditor of Prosus N.V. on 24 August 2022. The audit of the year ended 31 March 2024 was our first year audit.

No prohibited non-audit services

We have not provided prohibited non-audit services as referred to in Article 5(1) of the EU Regulation on specific requirements regarding statutory audit of public-interest entities.

European Single Electronic Format (ESEF)

Prosus N.V. has prepared its annual report in ESEF. The requirements for this are set out in the Delegated Regulation (EU) 2019/815 with regard to regulatory technical standards on the specification of a single electronic reporting format (hereinafter: the RTS on ESEF).

In our opinion, the annual report, prepared in XHTML format, including the (partly) marked-up consolidated financial statements, as included in the reporting package of Prosus N.V. complies in all material respects with the RTS on ESEF.

Management is responsible for preparing the annual report including the financial statements in accordance with the RTS on ESEF, whereby management combines the various components into one single reporting package.

Our responsibility is to obtain reasonable assurance for our opinion whether the annual report in this reporting package complies with the RTS on ESEF.

Independent auditor's report

We performed our examination in accordance with Dutch law, including Dutch Standard 3950N 'Assurance-opdrachten inzake het voldoen aan de criteria voor het opstellen van een digitaal verantwoordingsdocument' (assurance engagements relating to compliance with criteria for digital reporting).

Our examination included amongst others:

- Obtaining an understanding of entity's financial reporting process, including the preparation of the reporting package.
- Identifying and assessing the risks that the annual report does not comply in all material respects with the RTS on ESEF and designing and performing further assurance procedures responsive to those risks to provide a basis for our opinion, including:
  - obtaining the reporting package and performing validations to determine whether the reporting package containing the Inline XBRL instance and the XBRL extension taxonomy files has been prepared in accordance with the technical specifications as included in the RTS on ESEF;
  - examining the information related to the consolidated financial statements in the reporting package to determine whether all required mark-ups have been applied and whether these are in accordance with the RTS on ESEF.

Description of responsibilities regarding the financial statements

Responsibilities of the Board of Directors of Prosus N.V. for the financial statements

The Board of Directors of the entity is responsible for the preparation and fair presentation of the financial statements in accordance with EU-IFRS and Part 9 of Book 2 of the Dutch Civil Code. Furthermore, the Board of Directors is responsible for such internal control as the Board of Directors determines is necessary to enable the preparation of the financial statements that are free from material misstatement, whether due to fraud or error.

As part of the preparation of the financial statements, the Board of Directors is responsible for assessing the company's ability to continue as a going concern. Based on the financial reporting frameworks mentioned, the Board of Directors should prepare the financial statements using the going concern basis of accounting unless the Board either intends to liquidate the company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors should disclose events and circumstances that may cast significant doubt on the company's ability to continue as a going concern in the financial statements.

Our responsibilities for the audit of the financial statements.

Our objective is to plan and perform the audit assignment in a manner that allows us to obtain sufficient and appropriate audit evidence for our opinion.

Our audit has been performed with a high, but not absolute, level of assurance, which means we may not detect all material errors and fraud during our audit.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements. The materiality affects the nature, timing and extent of our audit procedures and the evaluation of the effect of identified misstatements on our opinion.

We have exercised professional judgement and have maintained professional scepticism throughout the audit, in accordance with Dutch Standards on Auditing, ethical requirements and independence requirements. Our audit included among others:

- Identifying and assessing the risks of material misstatement of the financial statements, whether due to fraud or error, designing and performing audit procedures responsive to those risks, and obtaining audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtaining an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control.
- Evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors.
- Concluding on the appropriateness of the Board of Directors' use of the going concern basis of accounting, and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the company to cease to continue as a going concern.
- Evaluating the overall presentation, structure and content of the financial statements, including the disclosures.
- Evaluating whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Because we are ultimately responsible for the opinion, we are also responsible for directing, supervising and performing the group audit. In this respect we have determined the nature and extent of the audit procedures to be carried out for group entities. Decisive were the size and/or the risk profile of the group entities or operations. On this basis, we selected group entities for which an audit or review had to be carried out on the complete set of financial information or specific items.

We communicate with the audit committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant findings in internal control that we identified during our audit. In this respect we also submit an additional report to the audit committee in accordance with Article 11 of the EU Regulation on specific requirements regarding statutory audit of public-interest entities. The information included in this additional report is consistent with our audit opinion in this auditor's report.

We provide the audit committee with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the audit committee, we determine the key audit matters: those matters that were of most significance in the audit of the financial statements. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, not communicating the matter is in the public interest.

Amsterdam, 22 June 2024

Deloitte Accountants B.V.

Ingrid Buitendijk

Limited assurance report of the independent auditor on the sustainability information of Prosus N.V.

To: The general meeting and the board of directors of Prosus N.V.

Our conclusion

We have performed a limited assurance engagement on a selection of the sustainability information as stated in the Annual Report of Prosus N.V. for the reporting year ending March 31, 2024 of Prosus N.V. based in Amsterdam.

Based on our procedures performed and the assurance information obtained, nothing has come to our attention that causes us to believe that the selection of sustainability information in the accompanying Annual Report is not prepared, in all material respects, in accordance with the applicable criteria as included in the 'Applicable Criteria' section of our report.

The selection of sustainability information is included in the Sustainability review chapter of the Annual Report.

Basis for our conclusion

We performed our examination in accordance with Dutch law, including Dutch Standard 3000A 'Assurance-opdrachten anders dan opdrachten tot controle of beoordeling van historische financiële informatie (attest-opdrachten) (assurance engagements other than audits or reviews of historical financial information (attestation engagements)). This engagement is aimed to obtain limited assurance. Our responsibilities in this regard are further described in the 'Our responsibilities for examination of the selection of sustainability information' section of our report.

We are independent of Prosus N.V. in accordance with the 'Verordening inzake de onafhankelijkheid van accountants bij assurance-opdrachten' (ViO, Code of Ethics for Professional Accountants, a regulation with respect to independence). Furthermore, we have complied with the 'Verordening gedrags- en beroepsregels accountants' (VGBA, Dutch Code of Ethics for Professional Accountants).

We believe that the assurance evidence we have obtained is sufficient and appropriate to provide a basis for our conclusion.

Applicable criteria

The reporting criteria applied for the preparation of the selection of sustainability information are internally developed and are disclosed on the Prosus website within the "Boundaries and scope of ESG reporting – Prosus FY24" document (available at: www.prosusreport2024.com/downloads.html).

The comparability of the selection of sustainability information between entities and over time may be affected by the absence of a uniform practice on which to draw, to evaluate and measure this information. This allows for the application of different, but acceptable, measurement techniques.

Consequently, the selection of sustainability information needs to be read and understood together with the criteria applied.

Materiality

Based on our professional judgement we determined materiality levels for each relevant selection of sustainability matter. When determining our materiality levels, we considered quantitative and qualitative aspects as well as the relevance of information for both stakeholders and the company.

We agreed with the board of directors that misstatements which are identified during the assurance engagement and which in our view must be reported on quantitative or qualitative grounds, would be reported to them.

Scope of the assurance engagement of the group

Prosus N.V. is the parent company of a group of entities. The selection of sustainability information incorporates the consolidated information of this group of entities to the extent as specified in the publicly available document "Boundaries and scope of ESG reporting – Prosus FY24".

Our assurance procedures for the assurance engagement of the group consisted of both assurance procedures at group level (consolidated) as well as at group components.

We have determined the scope of our assurance procedures in such a way that we perform sufficient procedures enabling us to provide a conclusion on the selection of sustainability information. We considered, among other things, the management structure of the group, the nature of the activities of the group components, the business processes and controls and the industry in which the entity operates.

On this basis, we determined the nature and extent of the procedures at component level that were necessary to be performed by the group auditor and by the component auditors.

The scope of our assurance engagement was to provide limited assurance on the following selection of sustainability information:

Key performance Indicator*	Location of reporting
Scope 1 GHG Emissions	Page 3/50
Scope 2 GHG Emissions	Page 3/50
Scope 3 GHG Emissions	Page 3/50
Carbon Intensity	Page 3/50
Energy Consumption	Page 3/50
Training completion rate	Page 3/64
Number of substantiated Speak Up cases	Page 3/64
Number of non-substantiated Speak Up cases	Page 3/64
Number of ongoing Speak Up cases	Page 3/64
Data protection officer/CPO/privacy leader/privacy manager appointments	Page 3/63
Human resources/training/external certifications	Page 3/63
Number of audits, as aligned with Prosus' approach in the past FYs	Page 3/63

Limitations to the scope of our assurance engagement

In the selection of sustainability information, the calculations to determine the GHG-related KPI's are mostly based on assumptions and sources from third parties. The assumptions and sources used are disclosed in the chapter Sustainability review of the annual report and further elaborated in the publicly available document "Boundaries and scope of ESG reporting – Prosus FY24" where the reporting policies, models and assumptions are explained, as available on the website of Prosus N.V. We have reviewed that these assumptions and external sources are appropriate, but we have not performed procedures on the content of these assumptions and external sources.

The references to external sources or websites in the selection of sustainability information are not part of the selection of sustainability information as included in the scope of our assurance engagement. We therefore do not provide assurance on this information.

Our conclusion is not modified in respect to these matters.

* *For a description of these KPIs, reference is made to the "Boundaries and scope of ESG reporting – Prosus FY24" document.*

Limited assurance report of the independent auditor on the sustainability information of Prosus N.V.

Responsibilities of the board of directors for the sustainability information

The board of directors is responsible for the preparation and fair presentation of the sustainability information in accordance with the criteria as included in the 'Applicable Criteria' section. The board of directors is also responsible for selecting and applying the criteria and for determining that these criteria are suitable for the legitimate information needs of stakeholders, considering applicable law and regulations related to reporting. The choices made by the board of directors regarding the scope of the sustainability information and the reporting policy are summarised in the publicly available document "Boundaries and scope of ESG reporting – Prosus FY24".

Furthermore, the board of directors is responsible for such internal control as it determines is necessary to enable the preparation of the sustainability information that is free from material misstatement, whether due to error or fraud.

The non-executive board is responsible for overseeing the sustainability reporting process of Prosus N.V.

Our responsibilities for the examination of the selection of sustainability information

Our objective is to plan and perform the examination in a manner that allows us to obtain sufficient and appropriate assurance evidence for our conclusion.

The procedures performed in this context differ in nature and timing and are less in extent as compared to reasonable assurance engagements. The level of assurance obtained in a limited assurance engagement is therefore substantially lower than the assurance that would have been obtained had a reasonable assurance engagement been performed.

We apply the ('Nadere voorschriften kwaliteitssystemen') (NVKS, regulations for Quality management systems) and accordingly maintain a comprehensive system of quality management including documented policies and procedures regarding compliance with ethical requirements, professional standards and other relevant legal and regulatory requirements.

Our limited assurance engagement included among others:

› Identifying areas of the selection of sustainability information where a material misstatement, whether due to errors or fraud, is likely to occur, designing and performing assurance procedures to address these areas, and obtaining assurance evidence that is sufficient and appropriate to provide a basis for our conclusion;
› These procedures consisted among others of:
  – obtaining inquiries from management and/or relevant staff at corporate and segment level responsible for the sustainability strategy, policy and results;
  – obtaining inquiries from relevant staff responsible for providing the information for, carrying out internal procedures on, and consolidating the data in the selection of sustainability information;
  – obtaining assurance evidence that the selection of sustainability information reconciles with underlying records of the company;
  – reviewing, on a limited test basis, relevant internal and external documentation;
› Reconciling the relevant financial information with the financial statements.

Amsterdam, 22 June 2024

Deloitte Accountants B.V.

Ingrid Buitendijk

Consolidated statement of financial position
as at 31 March 2024

	Notes	31 March 2024 US$'m	2023 US$'m
ASSETS			
Non-current assets		**39 771**	41 707
Property, plant and equipment	32	**555**	620
Goodwill	7	**1 027**	1 412
Other intangible assets	33	**326**	367
Investments in associates	9	**34 789**	35 930
Investments in joint ventures	10	**42**	69
Other investments	28	**2 533**	2 863
Related party loans and receivables	42	**244**	254
Financing receivables	29	**197**	133
Other receivables	35	**40**	43
Deferred taxation	20	**18**	16
Current assets		**22 050**	23 371
Inventory	34	**268**	324
Trade receivables	29	**278**	248
Financing receivables	29	**360**	278
Other receivables	35	**998**	829
Related party loans and receivables	42	**31**	40
Derivative financial instruments	40	**–**	5
Other investments	28	**3 185**	4 707
Short-term investments	27	**13 834**	6 726
Cash and cash equivalents	26	**2 175**	9 565
		21 129	22 722
Assets classified as held for sale	36	**921**	649
Total assets		**61 821**	65 078
EQUITY AND LIABILITIES			
Capital and reserves attributable to the group's equity holders		**41 260**	44 593
Share capital and premium	23	**24 512**	39 186
Treasury shares	23	**(2 563)**	(10 043)
Other reserves	24	**(46 867)**	(45 756)
Retained earnings	25	**66 178**	61 206
Non-controlling interests		**32**	32
Total equity		**41 292**	44 625
Non-current liabilities		**15 910**	16 048
Long-term liabilities	30	**15 739**	15 768
Other non-current liabilities	31	**62**	135
Related party loans and payables	42	**2**	2
Cash-settled share-based payment liabilities	37	**29**	57
Provisions	38	**4**	3
Deferred taxation	20	**74**	83
Current liabilities		**4 619**	4 405
Current portion of long-term liabilities	30	**472**	467
Provisions	38	**63**	45
Trade payables		**365**	356
Accrued expenses	39	**1 763**	1 720
Other current liabilities	31	**688**	773
Cash-settled share-based payment liabilities	37	**483**	656
Related party loans and payables	42	**10**	6
Taxation payable		**31**	76
Derivative financial instruments	40	**1**	2
Bank overdrafts	26	**15**	28
		3 891	4 129
Liabilities classified as held for sale	36	**728**	276
Total equity and liabilities		**61 821**	65 078

The notes are an integral part of these consolidated financial statements.

Consolidated income statement
for the year ended 31 March 2024

	Notes	31 March 2024 US$'m	31 March 2023 US$'m
Continuing operations			
Revenue	13	**5 467**	4 947
Cost of providing services and sale of goods	14	**(3 245)**	(3 310)
Selling, general and administration expenses	14	**(2 388)**	(2 023)
Other (losses)/gains – net	15	**(380)**	(641)
Operating loss		**(546)**	(1 027)
Interest income	16	**912**	475
Interest expense	16	**(557)**	(553)
Other finance income/(costs) – net	16	**73**	(55)
Dividend income		**–**	61
Share of equity-accounted results	9, 10	**2 810**	5 174
Impairment of equity-accounted investments	9, 10	**(483)**	(1 742)
Dilution losses on equity-accounted investments	9	**(238)**	(252)
Gains on partial disposal of equity-accounted investments	9	**5 053**	7 622
Net (losses)/gains on acquisitions and disposals	17	**(3)**	54
Profit before taxation		**7 021**	9 757
Taxation	19	**(161)**	(42)
Profit from continuing operations		**6 860**	9 715
(Loss)/profit from discontinued operations[1]	5	**(270)**	307
Profit for the year		**6 590**	10 022
Attributable to:			
Equity holders of the group		**6 606**	10 112
Non-controlling interests		**(16)**	(90)
		6 590	10 022
Per share information for the year from total operations (US cents)[2]			
Earnings per ordinary share N		**255**	368
Diluted earnings per ordinary share N		**253**	363
Per share information for the year from continuing operations (US cents)[2]	22		
Earnings per ordinary share N		**265**	357
Diluted earnings per ordinary share N		**263**	352

1 *The prior year amount has been restated due to the discontinued operation of OLX Autos. Refer to note 5.*
2 *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 22.*

The notes are an integral part of these consolidated financial statements.

Consolidated statement of comprehensive income
for the year ended 31 March 2024

	Notes	31 March 2024 US$'m	31 March Restated[1] 2023 US$'m
Profit for the year		**6 590**	10 022
Other comprehensive income (OCI)			
Items that may be subsequently reclassified to profit or loss			
Foreign exchange (losses)/gains arising on translation of foreign operations[2, 3]		**(1 564)**	(2 448)
Share of equity-accounted investments' movement in foreign currency translation reserve		**624**	797
Items that may not be subsequently reclassified to profit or loss			
Fair value (losses)/gains on financial assets through OCI	28	**(1 775)**	(158)
Share of equity-accounted investments' movement in OCI[1]	9	**(511)**	(3 005)
Total other comprehensive loss for the year – net of tax		**(3 226)**	(4 814)
Total comprehensive income for the year		**3 364**	5 208
Attributable to:			
Equity holders of the group		**3 368**	5 308
Non-controlling interests		**(4)**	(100)
		3 364	5 208

1 *Relates to the voluntary change in accounting policy for the group's share in the changes in NAV and share-based compensation reserve of equity-accounted investments. Refer to note 2.*
2 *The prior year includes the reclassification to the consolidated income statement of US$202m relating to the disposal of Avito.*
3 *The significant movement relates to the translation effects from equity-accounted investments (refer to note 9). The current year also includes a net monetary gain of US$37m (2023: US$102m) relating to hyperinflation accounting for the group's subsidiaries in Turkey (refer to note 2).*

The notes are an integral part of these consolidated financial statements.

Consolidated statement of changes in equity
for the year ended 31 March 2024

	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$'m	Share-based compensation reserve US$'m	Retained earnings US$'m	Shareholders' funds US$'m	Non-controlling interest US$'m	Total US$'m
Balance at 1 April 2023	**39 186**	**(10 043)**	**(1 990)**	**(1 929)**	**(45 681)**	**3 844**	**61 206**	**44 593**	**32**	**44 625**
Total comprehensive income for the year	–	–	(944)	(2 294)	–	–	6 606	3 368	(4)	3 364
Profit for the year	–	–	–	–	–	–	6 606	6 606	(16)	6 590
Total other comprehensive loss for the year	–	–	(944)	(2 294)	–	–	–	(3 238)	12	(3 226)
Movements in equity-accounted investments equity reserves and NAV	–	–	–	192	–	868	–	1 060	–	1 060
Cancellation of treasury shares	(14 675)	14 675	–	–	–	–	–	–	–	–
Removal of the cross-holding structure[1]	–	–	–	771	(204)	–	(771)	(204)	–	(204)
Derecognition of Naspers residual asset	–	–	–	771	(204)	–	(771)	(204)	–	(204)
Repurchase of own shares[2]	–	(7 195)	–	–	–	–	–	(7 195)	–	(7 195)
Share-based compensation movements	–	–	–	–	–	–	(17)	(17)	–	(17)
Share-based compensation expense	–	–	–	–	–	138	–	138	–	138
Contributions made to Naspers share trusts	–	–	–	–	–	(155)	–	(155)	–	(155)
Other share-based compensation movements	–	–	–	–	–	17	(17)	–	–	–
Direct equity movements	1	–	–	650	279	(285)	(645)	–	–	–
Direct movements from associates	–	–	–	651	–	–	(651)	–	–	–
Realisation of reserves as a result of partial disposal of associate	–		–	(1)	–	(285)	286	–	–	–
Realisation of reserves as a result of disposals	–	–	–	–	279	–	(279)	–	–	–
Other direct movements	1	–	–	–	–	–	(1)	–	–	–
Remeasurement of written put option liabilities	–	–	–	–	171	–	–	171	–	171
Cancellation of written put option liabilities	–	–	–	–	72	–	(6)	66	–	66
Dividends paid[3]	–	–	–	–	–	–	(199)	(199)	–	(199)
Transactions with non-controlling shareholders[4]	–	–	–	–	(387)	–	4	(383)	4	(379)
Balance at 31 March 2024	**24 512**	**(2 563)**	**(2 934)**	**(2 610)**	**(45 750)**	**4 427**	**66 178**	**41 260**	**32**	**41 292**

1 Relates to the removal of the group's cross-holding structure. Refer to note 5.
2 Refer to note 5 for details of the Prosus/Naspers share-repurchase programme.
3 Dividends paid consist of US$84m (2023: US$89m) attributable to Naspers and US$115m (2023: US$102m) attributable to Prosus' free float shareholders.
4 The current year relates to transactions with non-controlling shareholders. Refer to note 24.

The accompanying notes are an integral part of these consolidated financial statements.

Consolidated statement of changes in equity
for the year ended 31 March 2024

	Share capital and premium US$'m	Treasury shares US$'m	Foreign currency trans-lation reserve US$'m	Valuation reserve US$'m	Existing control business combi-nation 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)	(3 163)	–	–	10 112	5 308	(100)	5 208
Profit for the year	–	–	–	–	–	–	10 112	10 112	(90)	10 022
Total other comprehensive loss for the year – restated[1]	–	–	(1 641)	(3 163)	–	–	–	(4 804)	(10)	(4 814)
Movement in equity-accounted investments equity reserves and NAV[1]	–	–	–	156	–	1 106	–	1 262	2	1 264
Cancellation of treasury shares	(4)	6 411	–	–	–	–	(6 407)	–	–	–
Repurchase of own shares[2]	–	(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)	–	–	–
Realisation of reserves as a result of partial disposal of associate	–	–	–	274	–	(364)	90	–	–	–
Realisation 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 impact of the voluntary change in accounting policy for the group's share in the changes in NAV and share-based compensation reserve of equity-accounted investments. Refer to 2.
2 Relates to the purchase of Naspers shares as part of the share-repurchase programme. Refer to note 5 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 This relates mainly to the transaction with the non-controlling shareholders of iFood.

The accompanying notes are an integral part of these consolidated financial statements.

Consolidated statement of cash flows

for the year ended 31 March 2024

	Notes	31 March 2024 US$'m	2023 US$'m
Cash flows from operating activities			
Cash generated from/(utilised in) operations	18	**134**	(349)
Dividends received from equity-accounted investments		**759**	572
Cash generated from operating activities		**893**	223
Interest income received		**847**	315
Interest costs paid		**(557)**	(551)
Taxation paid		**(138)**	(107)
Net cash generated from/(utilised in) operating activities		**1 045**	(120)
Cash flows from investing activities			
Property, plant and equipment acquired		**(42)**	(229)
Proceeds from sale of property, plant and equipment		**10**	11
Intangible assets acquired		**(25)**	(33)
Proceeds from sale of intangible assets		**1**	(1)
Acquisitions of subsidiaries and businesses, net of cash	11	**(2)**	(18)
Disposals of subsidiaries and businesses, net of cash	12	**193**	2 055
Acquisition of associates	6	**–**	(12)
Additional investment in existing associates	6	**(49)**	(292)
Partial disposals of associates	6	**7 256**	10 613
Acquisition of short-term investments[1]		**(13 738)**	(6 605)
Maturity of short-term investments[1]		**6 709**	3 924
Repayment of loans/(loans advanced) to related parties	42	**37**	58
Cash paid for other investments[2]	28	**(136)**	(559)
Cash received from other investments[3]	28	**14**	3 764
Cash movement in other investing activities		**(19)**	(33)
Net cash generated from investing activities		**209**	12 643
Cash flows from financing activities			
Payments for the repurchase of own shares	23	**(7 277)**	(9 901)
Proceeds from long and short-term loans raised	30	**59**	104
Repayments of long and short-term loans	30	**(99)**	(56)
Capital restructure as a result of the share-repurchase programme[4]		**–**	(615)
Additional investments in existing subsidiaries[5]		**(385)**	(1 606)
Repayments of capitalised lease liabilities	30	**(60)**	(51)
Contributions made to the Naspers share trusts	42	**(155)**	(191)
Additional investment from non-controlling shareholders		**3**	67
Dividends and capital repayments to shareholders		**(199)**	(191)
Cash movements in other financing activities		**(3)**	(11)
Net cash utilised in financing activities		**(8 116)**	(12 451)
Net movement in cash and cash equivalents		**(6 862)**	72
Foreign exchange translation adjustments on cash and cash equivalents		**(165)**	(69)
Cash and cash equivalents at the beginning of the year		**9 537**	9 628
Cash and cash equivalents classified as held for sale	36	**(350)**	(94)
Cash and cash equivalents at the end of the year	26	**2 160**	9 537

1 Relates to short-term cash investments with maturities of more than three months from the date of acquisition. Refer to note 27.
2 Relates to payments for the group's fair value through other comprehensive income investments.
3 Relates mainly to the group's investments measured at fair value.
4 Relates to the capital restructure from the group's acquisition of Naspers shares.
5 Relates to transactions with non-controlling interest resulting in changes in the effective interest of existing subsidiaries.

The notes are an integral part of these consolidated financial statements.

Notes to the consolidated financial statements

for the year ended 31 March 2024

Accounting framework and critical judgements

1. Nature of operations

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 technology 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 segments 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 segments including online classifieds, food delivery, payments and fintech, edtech, health, etail and social and internet platforms.

The consolidated financial statements for the year ended 31 March 2024 have been authorised for issue by the board of directors on 21 June 2024.

2. Basis of preparation

The consolidated financial statements for the year ended 31 March 2024 have been prepared in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board (IFRS) as adopted by the European Union (IFRS-EU), as well as the Interpretations (IFRICs) of the IFRS Interpretations Committee (IFRS IC) and the interpretations published by the Standing Interpretations Committee (SIC) as well as the requirements under Dutch law, including Title 9 of Book 2 of the Dutch Civil Code.

The material accounting policies applied in the preparation of these consolidated and company financial statements have been consistently applied to all years presented, 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 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 disposed, classified as held for sale or closed down by 31 March 2024 have been presented as discontinued operations and are reviewed separately by the CODM.

The comparative financial results of 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 to prior periods. The change has no impact on the total group revenue, adjusted EBITDA and trading (loss)/profit in prior periods.

From 1 April 2022, following the 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 as a discontinued operation in the financial year ended 31 March 2023 in the operating segment information up until the date of disposal in October 2022.

The group proportionately consolidates its share of the results of its associates and joint ventures in its disclosure of segment results.

Notes to the consolidated financial statements
for the year ended 31 March 2024

Accounting framework and critical judgements

2. Basis of preparation continued

Going concern

The consolidated and company financial statements are prepared on the going concern basis. Based on forecasts and available cash resources, the group and company have adequate resources to continue operations as a going concern for the foreseeable future. As at 31 March 2024, the group recorded US$16.0bn in cash, comprising US$2.2bn of cash and cash equivalents net of bank overdrafts and US$13.8bn in short-term cash investments. The group had US$16.0bn of interest-bearing debt (excluding capitalised lease liabilities) and an undrawn US$2.5bn revolving credit facility. Refer to note 23 'Share capital and premium – capital management' for details of how the group manages its capital to safeguard its ability to continue as a going concern.

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 consolidated and company financial statements.

Foreign currencies

The consolidated financial statements are presented in US dollar (US$) which is the group's presentation currency. However, the group measures the transactions of its operations using the functional currency determined for that specific operating entity which is the currency of the primary economic environment in which the operation conducts its business.

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.

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 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 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 to 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 2024. The general price inflation factor up to 31 March 2024 was 385.69%.

Voluntary change in accounting policy for changes in net asset value and equity reserves of equity-accounted investments

Effective 1 April 2023, the group made a voluntary change to its accounting policy for the recognition of changes in the NAV and equity reserves of its equity-accounted investments. Changes in the NAV and equity reserves of equity-accounted investments are now recognised directly in equity. Previously, these changes were recognised in other comprehensive income in the consolidated statement of comprehensive income and accumulated in equity in the 'Valuation reserve' due to the lack of prescriptive IFRS guidance for transactions of this nature. These changes that will now be recognised directly in equity will continue to be accumulated in the 'Valuation reserve'.

The group considers that the voluntary change in the accounting policy will provide more relevant and reliable information about the effects of underlying transactions with equity-accounted investments as these changes impact their equity and have no impact on the equity-accounted investments' other comprehensive income.

The group has adopted this change in accounting policy retrospectively. The change has no impact on the group's equity or 'Valuation reserve' as the amounts previously recognised in the consolidated statement of comprehensive income will continue to be accumulated in the 'Valuation reserve'. The group has restated the consolidated statement of comprehensive income for this change. Below is a summary of the impact of the change in accounting policy on the consolidated statement of comprehensive income:

Consolidated statement of comprehensive income

	Year ended 31 March 2023		
	Previously reported US$'m	Change in accounting policy[1] US$'m	Restated US$'m
Share of equity-accounted investments movement in other comprehensive income and NAV	(1 741)	(1 264)	(3 005)
Total comprehensive income/(loss) for the year	6 472	(1 264)	5 208
Attributable to:			
Equity holders of the group	6 570	(1 262)	5 308
Non-controlling interests	(98)	(2)	(100)
	6 472	(1 264)	5 208

1 Represents the impact of the voluntary change in accounting policy for changes in the NAV and equity reserves of the group's equity-accounted investments.

AP

Accounting policy

Foreign currency transactions

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or the dates of the valuations where items are remeasured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the consolidated income statement, except when deferred in the consolidated statement of other comprehensive income as part of qualifying cash flow hedges.

Translation differences on non-monetary financial assets and liabilities are reported as part of the fair value gain or loss recognised in 'Other finance income – net' in the consolidated income statement. Translation differences on non-monetary equity investments classified at fair value through other comprehensive income are recognised in the consolidated statement of other comprehensive income and accumulated in the valuation reserve as part of the fair value remeasurement of such items.

The results and financial position of all foreign operations (except for those which operate in a hyperinflationary economy) that have a functional currency that is different from the group's presentation currency are translated into the presentation currency as follows:

- Assets and liabilities are translated at the closing rate at the reporting date.
- Income and expenses are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the spot rate on the dates of the transactions).
- The nominal amount of share capital is translated at the closing rate in terms of Dutch law. Exchange differences on translation are recognised directly in retained earnings.
- All other resulting exchange differences except equity are recognised in the consolidated statement of other comprehensive income and accumulated in the 'Foreign currency translation reserve' in the consolidated statement of changes in equity.

Foreign operations

The group recognises foreign exchange differences relating to monetary items that form part of its net investment in its foreign operations in the consolidated statement of other comprehensive income where settlement of the item is neither planned nor likely to take place in the foreseeable future. When a foreign operation is disposed of, the accumulated foreign exchange differences are reclassified to the consolidated income statement, as part of the gain or loss on sale.

Notes to the consolidated financial statements
for the year ended 31 March 2024

Accounting framework and critical judgements

3. Accounting judgements and sources of estimation uncertainty

The preparation of the financial statements necessitates the use of estimates, assumptions and judgements by management. These estimates and assumptions affect the reported amounts of assets, liabilities and contingent assets and liabilities at the statement of financial position date as well as the reported income and expenses for the year. Although estimates are based on management's best knowledge and judgement of current facts as at the statement of financial position date, the actual outcome may differ from these estimates.

Estimates are made regarding the fair value of intangible assets recognised in business combinations; goodwill impairment (refer to note 7); impairment of equity-accounted investments (refer to note 9 and note 10), the valuation of investments measured at fair value through other comprehensive income (refer to note 41); impairment of financial assets carried at amortised cost and other assets (refer to note 29); the valuation and remeasurement of written put option liabilities (refer to note 31); impairment of property, plant and equipment (refer to note 32); recognition and impairment of other intangible assets (refer to note 33); the fair value of the disposal group (refer to note 36), allocation of goodwill to the disposal group (refer to note 36), equity-compensation benefits (refer to note 37) and the fair value of the residual interest in the Naspers group (refer to note 5). Where relevant, the group has provided sensitivity analyses demonstrating the impact of changes in key estimates and assumptions on reported results.

The following accounting judgements had the most significant impact on the consolidated financial statements:

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.

Accounting for equity-accounted investments share of other comprehensive income and changes in net asset value

The group recognises its share of equity-accounted investments other comprehensive income in the statement of comprehensive income. Other changes in net assets of associates and joint ventures are recognised directly in equity. Other changes in net assets of the associate and joint ventures include changes in their share-based compensation reserve, transactions with non-controlling shareholders and other direct equity movements. Equity-accounted investments' share of other comprehensive income and changes in net asset value are accumulated in the valuation reserve.

Accounting for written put option liabilities

The group accounts for all written put options as liabilities equal to the present value of the expected redemption amount payable in the statement of financial position. The present value is based on a discounted cash flow model, market multiples or a recent transaction during the current year in which the equity value was determined. This applies regardless of whether the group has the discretion to settle in its own equity instruments or cash. Written put option liabilities that are linked to a committed employment period are accounted for as cash-settled share-based compensation benefits. The expected redemption amounts payable for these written put options are dependent on the completion of an employment service period. Management's judgements and estimates relate to the inputs used in determining the present value of the expected redemption amount payable.

Accounting for share-based payment transactions

The group recognises cash and equity-settled share-based payment expenses arising from its various share incentive schemes and exercises significant judgement when calculating these expenses. Where the group has a choice of settlement, it classifies the share-based payment transaction as cash-settled based on management's estimate of the most likely outcome, its settlement policy and whether it has a present obligation to settle in cash; otherwise, it accounts for the transaction as equity settled. Expenses are generally based on the fair values of awards granted to employees.

Fair value is measured using appropriate valuation and option pricing models, where applicable. The values assigned to the key assumptions used in the valuation models for the group's most significant share incentive schemes are disclosed in note 37.

The group provides funding via loan account or provides equity contributions to Naspers group share trusts to acquire Naspers or Prosus shares on the market for settlement of Naspers group's equity-compensation benefits. The trust provided with funding and the trusts that receive equity contributions from the group are controlled structured entities of the Naspers group as they administer Naspers group share schemes for all employees and are approved by the Naspers board. The group cannot make decisions over the Naspers group share trusts unilaterally even in the event that loan funding is provided.

Accounting judgements related to the cash flow classification for the contribution to Naspers group equity-compensation plans

The Naspers group has restricted stock units (RSUs) and performance share units (PSUs) which are accounted for as equity-settled compensation plans. These equity-compensation benefits are provided to employees of the Prosus group.

Contributions made by the group to fund the purchase of the shares on the market by the Naspers group share trusts have been classified as financing activities on the consolidated statement of cash flows. This is because the Prosus group has no economic interest in the shares acquired and does not control the share trusts. The contributions are in substance a distribution to the Naspers group.

Prosus share exchange with Naspers shareholders prior to the cancellation of the cross-holding structure

In August 2021, Prosus offered Naspers shareholders Prosus ordinary shares N in exchange for Naspers N ordinary shares. The transaction resulted in Prosus acquiring Naspers shares. Simultaneously with this transaction, a distribution agreement (hereafter referred to as the cross-holding agreement) was entered into between Naspers and Prosus. The cross-holding agreement takes into account Prosus' indirect interest in itself from holding Naspers shares. It 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). Prosus is also restricted from disposing all or any portion of its Naspers shares held without the consent of Naspers. In addition, Naspers is obligated to pass on any distributions (including dividends) it receives from Prosus to its free-float shareholders.

Majority of the value of the Naspers shares is derived from the investments in the Prosus group. Based on the substance of the transaction the portion of Prosus' effective interest in Naspers that relates to Prosus' underlying investments is accounted for as a shareholder distribution. This is recognised in equity in the 'Existing control business combination reserve'. This portion of the transaction is therefore treated as a transaction with shareholders in contemplation of a capital restructure. Only Prosus' residual interest in the Naspers group is recognised as an FVOCI investment on the consolidated statement of financial position.

In addition, as a result of the cross-holding agreement, Naspers shares acquired by Prosus in the share-repurchase programme are accounted for in the same manner as discussed above. In September 2023, the cross-holding structure of the group was removed. Refer to note 5.

Notes to the consolidated financial statements
for the year ended 31 March 2024

Accounting framework and critical judgements

4. Accounting developments
The group has adopted all new and amended accounting pronouncements that are relevant to its operations and that are effective for financial years commencing 1 April 2023 but these did not have a significant effect on the group's consolidated financial statements.

The following new standards, interpretations and amendments to existing standards, that are considered relevant to the group, are not yet effective as at 31 March 2024. The group is currently evaluating the effects of these standards and interpretations, which have not been early adopted. The estimated impact is not considered to be material at this stage for the following standards and interpretations except for the newly issued IFRS 18 which is still being assessed by the group:

Standard/Interpretation	Title/Amendment area	Effective for year ending
IAS 1	Classification of Liabilities as Current or Non-current and Non-current Liabilities with Covenants	March 2025
IFRS 16	Lease Liability in a Sale and Leaseback	March 2025
IAS 7/IFRS 7	Disclosures: Supplier Finance Arrangements	March 2025
IAS 21	Lack of exchangeability of currencies	March 2026
IFRS 18	Presentation and Disclosure in Financial Statements	March 2028

The Pillar Two model rules
Under the Organization for Economic Cooperation and Development (OECD)/G20 Inclusive Framework on Base Erosion and Profit Shifting (BEPS), Pillar Two introduces a global minimum effective tax rate (ETR) of 15% for multinational groups with consolidated revenue exceeding €750m or more in at least two of the last four consecutive financial years. The aim is to ensure that multinational groups pay a minimum level of tax on the income generated in each jurisdiction where they operate. The regulation will be effective to our group from 1 April 2024.

The group has evaluated what the implications are of these new tax laws and regulations in the countries in which we operate. Based on our assessments and analysis, the financial impact of Pillar Two on the financial statements is expected to be minimal. This is because our businesses are predominantly based in high tax jurisdictions, whereby (permanent) book-to-tax differences with a decreasing effective tax rate (ETR) effect are exceptional. Based on our analysis of the transitional Country-by-Country-Reporting (CbCR) safe harbour provisions, it is expected that the significant countries in which the group operates meet at least one of the safe harbour tests (Simplified ETR test, De minimis test exception or Routine Profit test) and that the vast majority of the smaller countries and businesses equally qualify for relief. Due to complexities in applying the Pillar Two legislation as well as the fact that further guidance on rules and regulations is expected in the coming period, the group will continue to assess the impact of the Pillar Two legislation on its future financial performance.

The group has adopted the IASB amendments to IAS 12 to introduce a temporary mandatory relief from accounting for deferred tax that arises from legislation implementing the Pillar Two rules. Under this relief, an entity would neither recognise nor disclose information about deferred tax assets and liabilities related to Pillar Two income taxes. Following the amendments, the group has applied the exception.

Considering the Pillar Two rules are effective from 1 April 2024 there is no current tax impact for the year ended 31 March 2024. The group has applied a temporary mandatory relief from deferred tax accounting for the impact of Top-up Tax and will account for it as a current tax if and when it is incurred.

Other new standards, interpretations and amendments to existing standards not yet effective
None of the other new standards, interpretations and amendments to existing standards that are not yet effective as at 31 March 2024 are expected to have a significant impact on the group.

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

Removal of the group's cross-holding structure
On 27 June 2023, the group announced its intention to remove the cross-holding structure between Prosus and Naspers (the transaction). This transaction was completed in September 2023. The transaction aimed to address the limitation on the share-repurchase programme at the Naspers level arising from the cross-holding structure and the complexity arising from the cross-holding structure.

The removal of the cross-holding structure was implemented by the completion of the following key transaction steps:

1 Prosus undertook a share capitalisation issue of new ordinary shares N, ordinary shares B and ordinary shares A1. The capitalisation issue of the ordinary shares N was to Prosus' free-float shareholders. Naspers irrevocably waived its entitlement to ordinary shares N. The capitalisation issue of the ordinary shares B was to Naspers and the capitalisation issue of ordinary shares A1 was to the holders of the issued ordinary shares A1.
2 Immediately prior to the Naspers capitalisation issue, the Naspers N ordinary shares held by its subsidiary MIH Treasury Services Proprietary Limited (MIH Treasury) were distributed to Naspers and were immediately cancelled.
3 Naspers undertook a capitalisation issue of new Naspers N ordinary shares and A ordinary shares. The capitalisation issue of the N ordinary shares was to Naspers' free-float shareholders. Prosus irrevocably waived its entitlement to Naspers N ordinary shares. The capitalisation issue of A ordinary shares was to the holders of the issued A ordinary shares.
4 Naspers converted its N ordinary shares and A ordinary shares from par to no par value shares. Subsequent to the capitalisation issue, Naspers facilitated the proportional share consolidation of N ordinary shares and A ordinary shares to the respective holders of these issued shares, including Prosus.
5 The share consolidation resulted in a Prosus minimal holding of Naspers N ordinary shares, which were subsequently sold on the market.

The memorandum of incorporation of Naspers and the articles of association of Prosus were amended to facilitate the above transaction steps. Prior to the implementation of the above transaction, the group obtained all regulatory and shareholder approvals.

Naspers' voting interest and control of Prosus is determined by the total voting rights that Naspers has in Prosus pursuant to the Prosus ordinary shares N and the Prosus ordinary shares B that it holds. The control structure of Prosus remained unchanged subsequent to the above transaction. Naspers remained the controlling shareholder of Prosus as it retained a 72.96% voting interest in Prosus. In addition, the tax status of Naspers and Prosus remained unchanged subsequent to this transaction.

The cross-holding structure between Naspers and Prosus established the effective economic interest (effective interest) of the Naspers free-float shareholders in the Prosus group. Post the implementation of the above transaction, the Naspers and Prosus free-float shareholders' respective effective interest in Prosus remained similar to what it was immediately prior to the removal of this cross-holding structure. The transaction therefore allowed for the Prosus free-float shareholders to directly have an effective interest in Prosus without the complexity of the cross-holding structure. The legal ownership of Prosus is now aligned with the effective economic interests of its shareholders.

The above key transaction steps happened simultaneously and in contemplation of each other. They were therefore accounted for as a single arrangement with the effective date of 18 September 2023, which is the closing date when all the transaction steps were completed.

Notes to the consolidated financial statements
for the year ended 31 March 2024

Accounting framework and critical judgements

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

Removal of the group's cross-holding structure continued

Accounting for the removal of the group's cross-holding structure

The capitalisation issue of the ordinary shares N, A1 and B to free-float shareholders is an issue of new shares in proportion to their existing shareholding for no consideration. The shares were therefore issued at par value. The group recognised a decrease in share premium and a corresponding increase in share capital of US$243m.

The removal of the cross-holding structure results in the derecognition of the Naspers residual asset and the recognition of the minimal investment in Naspers shares prior to the disposal of the shares on the market. The Naspers residual asset was initially recognised as a result of the cross-holding arrangement between Naspers and Prosus. The removal of this cross-holding structure resulted in the deemed disposal of this asset and a subsequent disposal of the Naspers N ordinary shares on the market. The group derecognised US$211m of the Naspers residual asset and recognised an investment in Naspers amounting to US$7m.

The excess of the residual asset derecognised and the Naspers shares of US$204m was recognised in the 'Existing control business combination reserve' in equity, representing the removal of the cross-holding structure with no change in the equity structure of the group. In addition, accumulated losses of the residual interest asset in the valuation reserve of US$771m were transferred to retained earnings within equity upon derecognition. The group received US$7m as a result of the sale of the N ordinary shares on the market.

Post the implementation of this transaction, the Naspers and Prosus free-float effective interest in Prosus was 43.3% (31 March 2023: 43.5%) and 56.7% (31 March 2023: 56.5%) respectively.

Share-repurchase programme

On 27 June 2022, the group announced the beginning of an open-ended, repurchase programme of the Prosus ordinary shares N and Naspers N ordinary shares. The group continued with the share-repurchase programme for the year ended 31 March 2024.

The Prosus repurchase programme of its ordinary shares N continued to be funded by an orderly, on-market sale of Tencent Holdings Limited (Tencent) shares.

The Naspers repurchase programme of its N ordinary shares continued to be funded by the disposal of some of the Prosus ordinary shares N that it holds. During the year, the Naspers repurchase programme was implemented by MIH Treasury up until the removal of the group's cross-holding structure. Subsequent to the removal of the cross-holding structure, the share-repurchase programme was continued by Naspers and not MIH Treasury.

For the year ended 31 March 2024, Prosus repurchased 165 373 009 (6% of outstanding ordinary shares N in issue) ordinary shares N on the market for a total consideration of US$7.2bn, which was funded by the sale of 177 871 500 Tencent shares yielding proceeds of US$7.2bn. Naspers repurchased 18 472 965 (10% of outstanding N ordinary shares in issue) N ordinary shares on the market for a total consideration of US$3.2bn of which US$3.1bn was received in cash by 31 March 2024. This transaction was funded by the disposal of 69 736 101 Prosus ordinary shares N on the market yielding proceeds of US$3.0bn.

At 31 March 2023, the Naspers and Prosus free-float shareholders' effective interest in Prosus was 56.5% and, subsequent to the removal of the cross-holding structure detailed above and the continuation of the share-repurchase programme, the Naspers and Prosus free-float shareholders' effective interest in Prosus at 31 March 2024 is 56.7%.

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 consolidated statement of financial position. The treasury shares were recognised at a cost of US$7.2bn. 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.

Disposal of shares in Tencent

The group reduced its ownership interest in Tencent from 26.2% to 24.6%, yielding US$7.2bn 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$5.1bn in the consolidated income statement. The group reclassified a loss of US$38m from the foreign currency translation reserve to the consolidated income statement related to this partial disposal.

Sale of PayU GPO

In August 2023, the group announced that it reached an agreement with Rapyd, a leading fintech service provider, to acquire the Global Payments Organisations (GPO) within PayU for a cash transaction worth US$610m. The transaction excludes the group's payments business in India as well as its businesses in south-east Asia – Red Dot Payment – and Turkey – Iyzico.

As a result of this agreement, the group classified the GPO investments being sold as a disposal group held for sale from August 2023. The disposal group consists of the GPO businesses in Eastern Europe and Latin America. The transaction is expected to close in the 2025 financial year.

Transactions with non-controlling shareholders

In November 2022, the group acquired 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 shares were acquired from the non-controlling shareholders for the cash consideration of US$1.5bn. In December 2023, the group settled the contingent consideration at the fair value of US$6m (2023: fair value of the contingent consideration was US$88m).

iFood change in revenue model

From 1 April 2023, iFood – the group's food delivery business – changed the terms and conditions for the delivery services in its logistics operation and, as a result, there was a change in its business model. This change in the business model impacts the amount of revenue recognised from 1 April 2023 as compared to the prior years. In prior years iFood controlled the food delivery service provided to customers and recognised revenue on a gross basis as a principal. From 1 April 2023, the revenue recognised represents commissions and services fees received as a result of facilitating food delivery services on behalf of third parties as an agent.

Exit of the OLX Autos business unit

In March 2023, the group announced its decision to exit the OLX Autos business unit. The OLX Autos business unit is a secondhand car-sale ecommerce platform which operates through a single technological platform located in various regions. 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. All the operations of this business are presented as discontinued operations as they have been disposed, classified as held for sale or closed down by 31 March 2024. OLX Autos operations previously presented in continuing operations for 31 March 2023 have been presented in discontinued operations as of 31 March 2024.

The group recognised US$137m impairment losses in the current year, primarily related to goodwill that was classified as held for sale at 31 March 2023. Total impairment losses of US$164m were recognised in March 2023 related to goodwill and other assets. The loss on disposal for the operations sold during the period, including the reclassification of accumulated foreign currency translation losses, was not material.

Notes to the consolidated financial statements
for the year ended 31 March 2024

Accounting framework and critical judgements

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

Profit from discontinued operations

Discontinued operations consist of the OLX Autos business unit. The comparative periods include the group's Russian business up until the date of disposal in October 2022. The financial information relating to the group's discontinued operations is set out below.

Income statement information of discontinued operations

	31 March 2024 US$'m	31 March 2023 US$'m
Revenue	**750**	2 444
Online sale of goods revenue	**737**	1 759
Classifieds listings revenue	**7**	602
Advertising revenue	**2**	52
Other revenue	**4**	31
Expenses	**(1 022)**	(2 660)
Impairment of goodwill and other assets[1]	**(137)**	(125)
Other expenses	**(885)**	(2 535)
Loss before tax	**(272)**	(216)
Taxation	**(6)**	(45)
Loss for the year	**(278)**	(261)
Gain on disposal of discontinued operation	**8**	568
(Loss)/profit from discontinued operations	**(270)**	307
(Loss)/profit from discontinued operations attributable to:		
Equity holders of the group	**(267)**	303
Non-controlling interest	**(3)**	4
	(270)	307

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

Cash flow statement information of discontinued operations

	31 March 2024 US$'m	31 March 2023 US$'m
Net cash (utilised in)/generated from operating activities	**(43)**	42
Net cash generated from investing activities[1]	**179**	1 981
Net cash (utilised in)/generated from financing activities	**(203)**	270
Cash (utilised in)/generated from discontinued operations	**(67)**	2 293

1 Prior year included the net cash inflow from the disposal of Avito.

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

	31 March 2024 US$'c	31 March 2023 US$'c
Earnings per ordinary share N	**(10)**	11
Diluted earnings per ordinary share N	**(10)**	11
Headline earnings/(loss) per ordinary share N	**(5)**	(5)
Diluted headline earnings/(loss) per ordinary share N	**(5)**	(5)

1 Refer to note 22 for further details on earnings per share from discontinued operations.

Basis of consolidation

AP

Accounting policy

The financial statements include the results of Prosus and its subsidiaries, associated companies and joint ventures.

Subsidiaries

Subsidiaries are entities over which the group has control. The existence and effect of potential voting rights are considered when assessing whether the group controls another entity to the extent that those rights are substantive. Subsidiaries are consolidated from the date on which control is obtained (acquisition date) up to the date control ceases. For certain entities, the group has entered into contractual arrangements that allow the group to control such entities. Because the group controls such entities, they are consolidated in the financial statements.

Intergroup transactions, balances and unrealised gains and losses are eliminated on consolidation.

Business combinations

Business combinations are accounted for using the acquisition method. The consideration transferred in an acquisition of a business (acquiree) comprises the fair values of the assets transferred, the liabilities assumed, the equity interests issued by the group and the fair value of any contingent consideration arrangements where applicable. If the contingent consideration is classified as equity, it is not subsequently remeasured and settlement is accounted for within equity. Otherwise, subsequent changes to the fair value of the contingent consideration are recognised in the consolidated income statement.

For each business combination, the group measures the non-controlling interest in the acquiree at the non-controlling interest's proportionate share of the acquiree's identifiable net assets. Costs related to the acquisition, other than those associated with the issue of debt or equity securities, are expensed as incurred.

Where a business combination is achieved in stages, the group's previously held equity interest in the acquiree is remeasured to fair value as at the acquisition date through the consolidated income statement. The fair value of the group's previously held equity interest forms part of the consideration transferred in the business combination at the acquisition date.

When a selling shareholder is required to remain in the group's employment subsequent to a business combination, retention agreements are recognised as employee benefit arrangements where applicable and dealt with in terms of the accounting policy for employee or equity-compensation benefits.

Goodwill

Goodwill in a business combination is recognised at the acquisition date when the consideration transferred and the recognised amount of non-controlling interests exceed the fair value of the net identifiable assets of the entity acquired. If the consideration transferred is lower than the fair value of the identifiable net assets of the acquiree (a bargain purchase), the difference is recognised in the consolidated income statement. The gain or loss arising on the disposal of an entity is calculated after consideration of attributable goodwill.

Notes to the consolidated financial statements
for the year ended 31 March 2024

Accounting framework and critical judgements

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

Basis of consolidation continued

AP **Accounting policy** continued

Transactions with non-controlling shareholders
Non-controlling shareholders are equity participants of the group and transactions with non-controlling shareholders are therefore accounted for in equity and included in the consolidated statement of changes in equity, where the transaction does not result in the loss of control of a subsidiary. In transactions with non-controlling shareholders, the excess of the cost/proceeds of the transaction over the group's proportionate share of the net asset value acquired/disposed is allocated to the existing control business combination reserve in equity. Refer to financial assets and liabilities for the group's accounting policy regarding written put options over non-controlling interests.

Common control transactions
Business combinations in which all of the combining entities or businesses are ultimately controlled by the same party or parties both before and after the business combination (and where that control is not transitory) are referred to as common control transactions. The accounting policy for the acquiring entity would be to account for the transaction at book value in its consolidated financial statements. The book value of the acquired entity is the consolidated book value as reflected in the consolidated financial statements of Naspers. The excess of the cost of the transaction over the acquirer's proportionate share of the net asset value acquired in common control transactions, will be allocated to the existing control business combination reserve in the consolidated statement of changes in equity.

The group applies the above common control accounting policy to distributions of non-cash assets that is ultimately controlled by the same party or parties both before and after the distribution.

Associates and joint ventures
Investments in associated companies (associates) and joint ventures are accounted for in terms of the equity method.

Associates are entities over which the group exercises significant influence, but which it does not control or jointly control. Joint ventures are arrangements in which the group contractually shares control over an activity with others and in which the parties have rights to the net assets of the arrangement.

Most major foreign associates and joint ventures do not have year-ends that are coterminous with that of the group, and the group's accounting policy is to account for an appropriate lag period in reporting their results where it is impractical for the associates and joint ventures to provide relevant information in time. Significant transactions and events occurring between the investees' and the group's March year-end are taken into account.

Unrealised gains or losses on transactions between the group and its associates and joint ventures are eliminated to the extent of the group's interest in the relevant associate or joint venture, except where the loss is indicative of impairment of assets transferred.

The group recognises its share of equity-accounted investments other comprehensive income in the statement of comprehensive income. Other changes in net assets of associates and joint ventures are recognised directly in equity. Other changes in net assets of the associates and joint ventures including changes in their share-based compensation reserve, transactions with non-controlling shareholders and other direct equity movements. Equity-accounted investments' share of other comprehensive income and changes in net asset value are accumulated in the valuation reserve and share-based compensation reserve.

For acquisitions of associates and joint ventures achieved in stages, the group measures the cost of its investment as the sum of the consideration paid for each purchase plus a share of the investee's profits and other equity movements. Other comprehensive income recognised in prior periods accumulated in the valuation reserve in relation to the previously held stake in investee is realised and transferred to retained earnings. Acquisition-related costs form part of the investment in the associate or joint venture.

When the group increases its shareholding in an associate or joint venture and continues to exercise significant influence or to exert joint control over the investee, the cost of the additional investment is added to the carrying value of the investee. The excess of the group's incremental share in the net assets of the associate/joint venture over the cost of the additional investment is recognised as goodwill. The group does not recognise its incremental share in the investee's identifiable net assets using fair value information at the date of acquiring the additional interest. Goodwill is included in the carrying value of the investment in the associate or joint venture.

Partial disposals of associates and joint ventures that do not result in a loss of significant influence or joint control are accounted for as dilutions. Dilution gains and losses are recognised in the consolidated income statement. The group's proportionate share of gains or losses previously recognised in the consolidated statement of other comprehensive income by associates and joint ventures is reclassified to the consolidated income statement when a dilution occurs if the gains or losses are required to be reclassified to the consolidated income statement in terms of the applicable accounting standard.

When the group increases its shareholding in an associate as a result of a share-repurchase programme by the associate, the increase in the ownership interest impacts the components within the carrying amount of the investment. A share-repurchase programme by the associate decreases the net asset value of the associate. The excess of the group's share of the decrease in net asset value of the associate over the increase in its share of net assets of the associate (as a result of the increased shareholding) is recognised as notional goodwill within the carrying value of the investment.

Where an associate or joint venture holds equity in the group, the carrying amount of the investment in the associate or joint venture is adjusted by an amount representing the group's indirect holding in its own equity because of the cross-holding. The amount of the group's share of the associate's or joint venture's results is determined after eliminating, from the associate's or joint venture's results, any income or dividends received by the associate or joint venture from the group.

Each associate and joint venture is assessed for impairment indicators at each reporting date as a single asset. Impairment indicators considered will include poor performance of the associate and joint venture on a consistent basis and/or other significant changes to the business that may indicate that the equity-accounted investment is impaired.

If there is an indicator that it is impaired, the carrying value of the group's investment in the associate or joint venture is adjusted to its recoverable amount determined as the higher of its fair value less costs of disposal and its value in use. The resulting impairment loss is included in 'Impairment of equity-accounted investments' in the consolidated income statement.

Where the group contributes a non-monetary asset (including a business) to an investee in exchange for an interest in that investee that is equity-accounted, the gain or loss arising on the remeasurement of the contributed non-monetary asset to fair value is recognised in the consolidated income statement only to the extent of other parties' interests in the investee. The gain or loss is eliminated against the carrying value of the investment in the associate or joint venture to the extent of the group's interest.

Disposals
When the group ceases to have control (subsidiaries), exercise significant influence (associates) or exert joint control (joint ventures), the retained interest is remeasured to its fair value, with the change in the carrying value recognised in the consolidated income statement. This fair value is the initial carrying amount for the purposes of subsequent accounting for the retained interest. In addition, the amounts previously recognised in other comprehensive income in respect of the entity disposed are accounted for as if the group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to the consolidated income statement.

Impairment of goodwill
Goodwill is tested annually for impairment or more frequently if change in circumstance indicate that it may be impaired. Goodwill is carried at cost less accumulated impairment losses.

Goodwill is allocated to cash-generating units for purposes of impairment testing. An impairment test is performed by determining the recoverable amount of the cash-generating unit to which the goodwill relates. The recoverable amount of a cash-generating unit or individual asset is the higher of its value in use and its fair value less costs of disposal. Where the recoverable amount is less than the carrying amount, an impairment loss is recognised in 'other (losses)/gains – net' in the consolidated income statement. Impairment losses recognised on goodwill are not reversed in subsequent periods.

Notes to the consolidated financial statements
for the year ended 31 March 2024

Group structure

6. 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 2024:

	Company	Classification	Amount invested US$'m Net cash paid/ (received)	Non-cash consideration	Cash in entity acquired/ (disposed)	Total consideration
	Acquisition of subsidiaries					
	Other[1]	Subsidiary	**2**	**–**	**–**	**2**
	Additional investment in existing equity-accounted investments					
	Other[1]	Associate	**49**	**–**	**–**	**49**
	Other investments					
	Other[1]	FVOCI/FVPL	**136**	**–**	**–**	**136**
	Disposal/partial disposal of investments					
a	Tencent Holdings Limited (Tencent)	Associate	**(7 256)**	**54**	**–**	**(7 202)**
b	OLX Autos	Subsidiary	**(171)**	**(18)**	**8**	**(181)**
	Other[1]		**(22)**	**–**	**–**	**(22)**
			(7 449)	**36**	**8**	**(7 405)**

1 Other includes various acquisitions and disposals of subsidiaries, associates, joint ventures and other investments that are not individually material.

Disposal/partial disposal of investments

a From April 2023 to the end of March 2024, the group sold 2% of Tencent's issued share capital for total proceeds of US$7.2bn of which US$49m (2023: US$103m) was receivable at year-end. Due to the concurrent Tencent share buyback the group reduced its stake in Tencent from 26.2% in April to 24.6% at the end of March. The group recognised a gain on partial disposal of US$5.1bn, including a reclassification of accumulated foreign currency translation losses of US$38m. Proceeds from this disposal are used to fund the group's share-repurchase programme.

b During the current year, the group sold operations of the OLX business unit for total proceeds of US$181m. The loss on disposal, including the reclassification of accumulated foreign currency translation losses, was not material.

The following sets out the group's significant transactions related to business combinations and equity-accounted investments for the year ended 31 March 2023:

	Company	Classification	Amount invested US$'m Net cash paid/ (received)	Non-cash consideration	Cash in entity acquired/ (disposed)	Total consideration
	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
b	DoorDash Inc. (DoorDash)	FVOCI	–	58	–	58
e	Think & Learn Private Limited (BYJU'S)	FVOCI	–	578	–	578
f	Udemy Inc. (Udemy)	FVPL	–	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 of subsidiaries, associates and other investments that are not individually material.
2 Includes the call options acquired for Delivery Hero shares prior to them being exercised.

Acquisition of subsidiaries

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.

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Group structure

6. Business combinations, other acquisitions and disposals continued

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$3.67bn. 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 accounts for its 9.60% effective interest in BYJU'S at fair value through other comprehensive income. The fair value of 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.

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.

7. Goodwill

	31 March 2024 US$'m	31 March 2023 US$'m
Cost		
Opening balance	**2 383**	3 727
Foreign currency translation effects[1]	**(10)**	369
Acquisitions of subsidiaries and businesses	**41**	11
Disposals of subsidiaries and businesses	**(6)**	(11)
Transferred to assets classified as held for sale[2]	**(69)**	(1 713)
Closing balance	**2 339**	2 383
Accumulated impairment		
Opening balance	**971**	355
Foreign currency translation effects[1]	**(8)**	(3)
Impairment	**372**	684
Disposals of subsidiaries and businesses	**(6)**	(1)
Transferred to assets classified as held for sale[2]	**(17)**	(64)
Closing balance	**1 312**	971
Carrying value	**1 027**	1 412

1 *The current period includes a net monetary gain of US$37m (2023: US$95m) relating to hyperinflation accounting for the group's subsidiaries in Turkey (refer to note 2).*
2 *The current period primarily relates to PayU GPO which was classified as held for sale in August 2023. The prior year relates to Avito and the OLX Autos operations classified in that year (refer to note 36).*

The group recognised impairment losses on goodwill of US$372m (2023: US$684m). The impairment in the current year related to Stack Overflow in the Edtech segment primarily as a result of a decline in the business performance in a challenging macroeconomic environment. The prior year impairment loss related primarily to Stack Overflow (US$560m) and the OLX Autos business unit (US$116m).

Impairment testing of goodwill

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. Fair value less costs of disposal of these CGUs takes into account the transaction value for the group's recent acquisitions or upcoming disposals where applicable or is determined using an option pricing methodology. Value in use is based on discounted cash flow calculations. During the current and prior financial year, the recoverable amounts for CGUs were determined predominantly using value in use calculations. 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. Long-term average growth rates for the respective countries in which the entities operate or, where more appropriate, the growth rate of the CGUs, were used to extrapolate cash flows into the future.

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Group structure

7. Goodwill continued

Impairment testing of goodwill continued

The discount rates used reflect specific risks relating to the relevant CGUs and the countries in which they operate, while maximising the use of market observable data. Discount rates take into account country risk premiums and inflation differentials as appropriate.

Management used 10-year projected cash flow models, terminal growth rates ranging between 1.5% and 4.3% (2023: 2% and 7.5%) and post-tax discount rates ranging between 12% and 29% (2023: 11.5% and 28%) in performing the impairment tests. The group uses up to 10-year projected cash flow models as many businesses have monetisation timelines longer than five years as further explained below.

Other assumptions included in cash flow projections vary widely between CGUs due to the group's diverse range of business models, and are closely linked to entity-specific key performance indicators.

Goodwill is tested annually as at 31 December or more frequently if there is a change in circumstance that indicates that it might be impaired. The group assessed its goodwill impairment calculations as well as the appropriateness of the recoverable amounts taking into account the impact of market changes and operational performance. The group's 10-year budgets and forecasts consisted of cash flow projections including macroeconomic factors and trends. These budgets and forecasts were used to calculate discounted cash flow valuations to identify whether goodwill allocated to various CGUs was impaired. The value in use amounts used were considered appropriate based on these budgets and forecasts.

Estimating the future performance of the group's CGUs is challenging during this current economic environment. As circumstances change and/or information becomes available, the risk of impairment may increase in future periods. The group therefore tests goodwill at 31 December and considers whether the test should be rolled forward to 31 March if a change in circumstance or operational performance results in the need for further testing.

The group's impairment testing of goodwill takes into account that, in most instances, longer forecast periods are required for many ecommerce businesses. These longer forecast periods are required as the group's ecommerce businesses generally only reach maturity once sufficient market share has been gained, the businesses have reached the appropriate scale and have become profitable. The forecast period is assessed annually to ensure it remains appropriate for the relevant businesses. Key assumptions in estimating these future cash flows over the forecast period include the CGU's ability to capture the required market share and the additional investment required in order for it to reach the appropriate scale. The group uses look-back analysis to assess past performance of its CGUs and uses it to validate past judgements and predict future performance. For certain CGUs risk adjustments are made to discount rates used when calculating the value in use. Value in use calculations are performed using the appropriate operational cash flows, and accordingly, discount rates take into account country risk premiums and inflation differentials as appropriate.

Where the group has committed to the sale of a CGU or has determined that an impairment loss should be recognised on a CGU based on its value in use, the group also calculates that CGU's fair value less costs of disposal to ensure that the recognition of an impairment loss is appropriate.

Post-tax discount rates have been applied as value in use was determined using post-tax cash flows. Impairment testing is performed using the appropriate currency cash flows and accordingly, discount rates take into account country risk premiums and inflation differentials as appropriate.

The calculation of value in use is most sensitive to the following assumptions:

- projected revenue and EBITDA growth rates;
- growth rates used to extrapolate cash flows beyond the budget and forecast period, including the terminal growth rate applied in the final projection year; and
- discount rates.

When determining cash flows over the forecast periods, EBITDA margin assumptions vary between the group's diverse range of businesses.

The group's Edtech and Payments and Fintech segments account for 47% and 32% (2023: 61% and 25%) of the overall balance of goodwill respectively. Accordingly, assumptions made in determining the cash flows of group's Edtech and Payments and Fintech CGUs have a significant impact on the annual impairment assessment. Key assumptions underlying revenue forecasts for CGUs in the Edtech and Payments and Fintech segment include the CGUs revenue and EBITDA contribution over the forecast period. EBITDA margins based on the long term 10-year business plan ranges between -8.6% and 42% (2023: -18% and 45%), depending on the stage of maturity of the relevant business. Terminal growth rates and discount rates used in performing impairment tests are detailed in the table below.

For those CGUs where no goodwill impairment is recognised, if either the pre- or post-tax discount rate applied to cash flows were to increase relatively by 5% or the growth rate used to extrapolate cash flows were to decrease relatively by 5%, or if both the discount rate and the growth rate were to increase and decrease relatively by 5% respectively, there would be no further significant impairments that would have to be recognised.

For Stack Overflow if either the pre- or post-tax discount rate applied to cash flows were to increase relatively by 5% there would be a further impairment of goodwill of US$32m (2023: US$71m). If the growth rate used to extrapolate cash flows were to decrease relatively by 5% there would be a further impairment of US$3m (2023: US$6m). If both the discount rate and the growth rate were to increase and decrease relatively by 5% respectively there would be a further impairment of goodwill of US$35m (2023: US$76m).

An adverse adjustment to EBITDA growth rates will change the value in use calculations but would not result in any impairment losses of the CGUs where no goodwill impairment was recognised. An adverse adjustment to EBITDA growth rates will result in an additional impairment loss for Stack Overflow.

The carrying value of goodwill presented per segment as at 31 March 2024, is as follows:

	Carrying value of goodwill US$'m	Basis of determination of recoverable amount[1]	Pre-tax discount rates at[2] %	Post-tax discount rate applied to cash flows[2] %	Growth rate used to extrapolate cash flows[2] %	Average revenue growth rate[2, 3] %
CGUs by segment						
Classifieds	**80**		Various	Various	Various	6.5 - 13.6
Payments and Fintech	**325**					21.0 - 26.4
PayU India	121	VIU	18.8	16.5	3.5	
iyzi Ödeme ve Elektronik Para Hizmetleri Anonim Şirketi (Iyzico)[4]	91	VIU	25.9	22.8	4.3	
Red Dot Payment Private Limited (Red dot payment)[4]	33	VIU	19.2	17.5	1.5	
Credit India	80	VIU	18.7	17.5	3.5	
Food Delivery	**16**	VIU	19.1	15.0	3.0	14.1 - 20.9
Edtech	**486**					17.1 - 22.0
Stack Overflow	281	VIU	18.1	16.5	2.7	
GoodHabitz	205	VIU	15.8	13.5	2.0	
Etail	**87**	VIU	17.1	15.2	2.5	6.8 - 15.8
Other	**33**	VIU	Various	Various	Various	
	1 027					

1 The recoverable amount for the subsidiary's goodwill in these segments is either the value in use (VIU) or the fair value less cost of disposal (FVLCoD).
2 Goodwill is tested annually as at 31 December or more frequently if changes in circumstances indicates that it might be impaired.
3 The revenue growth rate is based on an average rate over the forecast period.
4 Following the agreement to sell GPO within PayU, goodwill related to the investments in Red dot payment and Iyzico was separated and tested for impairment independently. These investments were previously part of the GPO CGU and were not included in the sale agreement.

Post-tax discount rates have been applied in calculations as value in use was determined using post-tax cash flows.

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7. Goodwill continued

Impairment testing of goodwill continued

The carrying value of goodwill presented per segment as at 31 March 2023, is as follows:

	Carrying value of goodwill US$'m	Basis of determination of recoverable amount[1]	Pre-tax discount rates[2] %	Post-tax discount rate applied to cash flows[2] %	Growth rate used to extrapolate cash flows[2] %	Average revenue growth rate[2, 3] %
CGUs by segment						
Classifieds	86		Various	Various	Various	6.9 - 14.6
Payments and Fintech	350					14.8 - 35.6
PayU India	113	VIU	18.9	16.5	3.5	
PayU Global Payments Organisations (GPO)	162	VIU	20.8	17	3.5	
Credit India	75	VIU	19.5	18	3.5	
Food Delivery	27	VIU	21.1	17	4.5	1.1 - 22.9
Edtech	858					19.6 - 30.5
Stack Overflow	653	VIU	16.7	14.5	3	
GoodHabitz	205	VIU	14.8	13	3.5	
Etail	47	VIU	16.8	15.5	4.5	11.1 - 17.0
Other	44	VIU/FVLCoD	Various	Various	Various	
	1 412					

1 The recoverable amount for the subsidiary's goodwill in these segments is either the value in use (VIU) or the fair value less cost of disposal (FVLCoD). FVLCoD is based on the most recent transaction value from an acquisition during the current financial year. The fair values for these CGUs are level 3 measurements.
2 Goodwill is tested annually as at 31 December or more frequently if changes in circumstances indicate that it might be impaired.
3 The revenue growth rate is based on an average rate over the forecast period.

Post-tax discount rates have been applied in calculations as value in use was determined using post-tax cash flows.

8. Significant subsidiaries

The following information relates to the group's interest in its significant subsidiaries as at 31 March:

	Effective percentage interest[1]				
Name of subsidiary	**2024 %**	2023 %	**Nature of business**	**Country of incorporation**	**Functional currency**
Unlisted companies					
Corporate companies					
MIH Internet Holdings B.V.	**100.00**	100.00	Investment holding	The Netherlands	US$
Prosus Services B.V.	**100.00**	100.00	Corporate entity	The Netherlands	US$
Classifieds					
OLX Global B.V.	**99.00**	99.00	Investment holding	The Netherlands	US$
Frontier Car Group Inc (FCG)[2]	**99.00**	99.00	Classifieds	United States of America	US$
Silver Indonesia JVCo B.V. (OLX Indonesia)	**99.00**	99.00	Classifieds	The Netherlands	US$
Food Delivery					
iFood.com Agência de Restaurantes Online S.A. (iFood)	**97.10**	96.05	Food delivery	Brazil	BRL
Payments and Fintech					
PayU Global B.V.	**100.00**	100.00	Investment holding	The Netherlands	US$
iyzi Ödeme ve Elektronik Para Hizmetleri Anonim Şirketi (Iyzico)	**86.40**	91.13	Payments platform	Turkey	TRY
PayU Payments Private Limited	**100.00**	100.00	Payments platform	India	INR
PaySense Private Limited	**100.00**	85.37	Credit platform	Singapore	SGD
Red Dot Payment Private Limited	**100.00**	95.54	Payments platform	Singapore	SGD
Wibmo Inc.	**100.00**	100.00	Payments platform	United States of America	US$
Zooz Mobile Limited	**100.00**	100.00	Payments platform	Israel	US$

1 The percentage interest shown is the financial effective interest, after disregarding the interests of the group's equity-compensation plans treated as treasury shares and taking into account retention options. The group's financial effective interest is, in some instances, impacted by its shareholding in intermediate holding companies.
2 This investment is included in the OLX Autos business that is classified as held for sale (refer to note 5).

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Group structure

8. Significant subsidiaries continued

The following information relates to the group's interest in its significant subsidiaries as at 31 March:

Name of subsidiary	Effective percentage interest[1] 2024 %	2023 %	Nature of business	Country of incorporation	Functional currency
Edtech					
MIH Edtech Investments B.V.	**100.00**	100.00	Investment holding	The Netherlands	US$
Good BidCo B.V. (GoodHabitz)	**68.91**	62.30	Educational platform	The Netherlands	EUR
Stack Overflow Limited	**100.00**	100.00	Educational platform	United Kingdom	GBP
Etail					
MIH B2C Holdings B.V.	**100.00**	100.00	Investment holding	The Netherlands	US$
Dante International S.A. (eMAG)	**88.02**	80.08	Retail and ecommerce	Romania	RON
Extreme Digital Zrt	**100.00**	61.81	Retail and ecommerce	Hungary	HUF
other Ecommerce					
Movile Mobile Commerce Holdings, S.L.	**97.10**	94.11	Mobile value-added services	Brazil	BRL
Sympla Internet Soluções S.A.	**82.16**	79.64	Mobile value-added services	Brazil	BRL

1 The percentage interest shown is the financial effective interest, after disregarding the interests of the group's equity-compensation plans treated as treasury shares and taking into account retention options. The group's financial effective interest is, in some instances, impacted by its shareholding in intermediate holding companies.

9. Investments in associates

The following information relates to the group's financial interest in its significant associates as at 31 March:

Name of associated company	Effective percentage interest[1] 2024 %	2023 %	Nature of business	Country of incorporation	Functional currency	Year-end
Listed companies						
Delivery Hero SE	**29.25**	29.83	Food delivery	Germany	EUR	December
Tencent Holdings Limited[2]	**24.61**	26.16	Internet-related services	Cayman Islands	RMB	December
Remitly Global Inc.[3]	**19.82**	21.44	Digital money transfer	United States of America	US$	December
Skillsoft Corp. (Skillsoft)	**37.91**	37.25	Educational platform	United States of America	US$	December
SimilarWeb Limited[3]	**14.33**	14.93	Internet metrics	Israel	NIS	December
Unlisted companies						
Classifieds						
Dubizzle Group Holdings Limited (previously EMPG Holdings Limited)	**37.57**	37.57	Classifieds	United Arab Emirates	US$	December
OfferUp Incorporated	**38.79**	39.04	Classifieds	United States of America	US$	December
Brocante Lab SAS (Selency)	**26.34**	26.44	Classifieds	France	EUR	March
Food Delivery						
Swiggy Limited (previously Bundl Technologies Private Limited)	**32.65**	32.83	Food delivery	India	INR	March
Flink SE[3]	**10.37**	9.50	Food delivery	Germany	EUR	December

1 The percentage interest shown is the financial effective interest, after disregarding the interests of the group's equity-compensation plans treated as treasury shares and taking into account retention options. The group's financial effective interest is, in some instances, impacted by its shareholding in intermediate holding companies.
2 The group partially disposed of its interest in the current year. Refer to note 6.
3 The group accounts for its interest as an investment in an associate on account of its significant influence on the board of directors.

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Group structure

9. Investments in associates continued

The following information relates to the group's financial interest in its significant associates as at 31 March:

Name of associated company	Effective percentage interest[1] 2024 %	2023 %	Nature of business	Country of incorporation	Functional currency	Year-end
Unlisted companies continued						
Edtech						
Brainly, Inc.	**42.06**	42.07	Educational technology	United States of America	US$	December
Eruditus Learning Solutions Private Limited[2]	**13.18**	13.18	Educational technology	Singapore	SGD	June
Sololearn, Inc[2]	**18.44**	18.44	Educational technology	United States of America	US$	March
Other ecommerce						
Honor Technology, Inc. (Honor)[2]	**13.33**	13.35	Home care	United States of America	US$	December
Meesho, Inc.[2]	**13.83**	13.83	Online marketplace	United States of America	US$	March
API Holdings Private Limited (PharmEasy)[2]	**10.78**	13.43	Healthcare	India	INR	March
NTEx Transportation Services Private Limited (ElasticRun)	**22.63**	22.63	Logistic services	India	INR	March

1 The percentage interest shown is the financial effective interest, after disregarding the interests of equity compensation plans treated as treasury shares and taking into account retention options. The group's financial effective interest is, in some instances, impacted by its shareholding in intermediate holding companies.
2 The group accounts for its interest as an investment in an associate on account of its significant influence on the board of directors.

The fair values of the group's investments in its listed associates are detailed below:

	31 March 2024 US$'m	2023 US$'m
Listed investments		
Delivery Hero SE	**2 268**	2 669
Tencent Holdings Limited	**90 213**	122 952
Remitly Global Inc.	**774**	633
Skillsoft Corp.	**28**	123
SimilarWeb Limited	**101**	76

The above fair values have been measured using quoted prices in active markets and the disclosed amounts therefore represent level 1 fair value measurements.

	31 March 2024 US$'m	2023 US$'m
Opening balance	**35 930**	44 457
Associates acquired – gross consideration[1]	**103**	769
Net assets acquired[2]	**(1 393)**	(823)
Goodwill and other intangibles recognised	**1 496**	1 652
Deferred taxation recognised	**–**	(60)
Associates disposed of	**(8)**	(1)
Associates transferred to held-for-sale	**(16)**	(5)
Loss of significant influence	**(9)**	(743)
Share of current year changes in OCI and net asset value	**560**	(1 741)
Share of equity-accounted results	**2 866**	5 398
Equity-accounted results due to acquisition accounting	**(29)**	(77)
Amortisation of other intangible assets	**(38)**	(100)
Realisation of deferred taxation	**9**	23
Impairment	**(482)**	(1 725)
Dividends received[3]	**(759)**	(5 089)
Foreign currency translation effects	**(1 016)**	(2 122)
Partial disposal of interest in associate[4]	**(2 108)**	(2 930)
Dilution (losses)/gains[5]	**(243)**	(261)
Closing balance	**34 789**	35 930
Investments in associates		
Listed	**32 794**	33 604
Unlisted	**1 995**	2 326
Total investments in associates	**34 789**	35 930

1 Includes US$40m (2023: US$nil) transferred from other investments. Refer note 28.
2 Relates mainly to the allocation of net asset value of Tencent as a result of its share-repurchase programme.
3 In the current year, the dividend received from Tencent amounted to US$759m cash dividend. (2023: US$565m cash dividend and dividend in specie of US$4.5bn of Meituan shares.)
4 Relates to partial disposal of Tencent. During the current year the group recognised a gain on partial disposal of US$5.1bn (2023: US$7.6bn).
5 The total dilution (losses)/gains presented in the consolidated income statement relate to the group's diluted effective interest in associates and the reclassification of a portion of the group's foreign currency translation reserves from the consolidated statement of other comprehensive income to the consolidated income statement following the shareholding dilutions.

The group recognised US$2.8bn (2023: US$5.3bn) from associates as its share of equity-accounted results in the consolidated income statement. There are no cumulative unrecognised losses relating to associates that have been fully impaired as at 31 March 2024 (2023: US$nil).

The group recognised total dilution losses of US$238m (2023: losses of US$252m) as part of 'Dilution (losses)/gains on equity-accounted investments' in the consolidated income statement. The net dilution loss includes US$243m (2023: loss of US$261m) which relates to the group's shareholding in Delivery Hero, Swiggy, SimilarWeb and other unlisted investments.

The total dilution (loss)/gain presented in the consolidated income statement also includes a gain of US$5m (2023: US$9m) relating to the reclassification of a portion of the group's foreign currency translation reserves from the consolidated statement of other comprehensive income to the consolidated income statement following shareholding dilutions.

The group's share of equity-accounted investments' other comprehensive income and reserves relates mainly to the revaluation of the associates' investments at fair value through other comprehensive income.

Direct equity movements relate to the group's share of equity-accounted investments' transfer of gains on disposal and deemed disposal of financial instruments to retained earnings.

Notes to the consolidated financial statements
for the year ended 31 March 2024

Group structure

9. Investments in associates continued

Adjustments are made for significant transactions and events that take place where lag periods are applied. These adjustments usually include impairments and fair value adjustments related to the underlying financial instruments of associates measured at fair value through other comprehensive income.

As at 31 March 2024, the group does not recognise deferred tax on its investments in associates as distributions from associates do not have tax consequences.

Impairment of equity-accounted investments

The group assesses whether there is an indication that its equity-accounted investments are impaired. When an impairment indicator is identified, the group performs an impairment assessment. Impairment losses are recognised for equity-accounted investments when the carrying amount exceeds the recoverable amount of an investment. 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.

For the year ended 31 March 2024, the impairment indicator assessment for equity-accounted investments, took into consideration the market capitalisation of the listed equity-accounted investments, the business's overall performance compared against budgets and forecasts and the decrease in the enterprise values used in capital-raise transactions. Impairment indicator assessments were performed for all equity-accounted investments.

Impairment indicators were identified for Delivery Hero, Skillsoft and the group's unlisted equity-accounted investments related primarily to investments in the Prosus Ventures portfolio reported in the Other Ecommerce segment.

Impairment tests for unlisted equity-accounted investments were performed for the investments that had a significant decline in overall business performance compared to budgets and forecasts or whose enterprise values declined in recent transactions.

Impairment tests were performed for the group's listed equity-accounted investments – Delivery Hero and Skillsoft – due to the continued decline in the market capitalisation resulting in the market value of these investments being below the respective carrying amounts.

The recoverable amount for Delivery Hero was based on a value in use calculation. The value in use was a discounted cash flow model. Delivery Hero's 10-year projected cash flow models incorporated market views and publicly available analyst projections and company guidance. The value in use calculation was higher than the market price for this investment because market prices include current market sentiment resulting in volatility, while the value in use calculation considers a longer-term horizon.

The recoverable amount for Skillsoft was determined based on the market price at 31 March 2024. Post September 2022, the market price was considered a more supportable representation of the recoverable amount for this investment due to the consistent decline in the share price over time. Accordingly, Skillsoft was impaired to its market value as at 30 September 2023. Based on the performance of the business and equity-accounted losses recognised up until 31 March 2024, the carrying amount of the investment at 31 March 2024 was indicative of its market value. Accordingly, no further impairment losses were recognised for this investment. The market price of Skillsoft is level 1 on the fair value hierarchy.

The recoverable amount for unlisted equity-accounted investments in the current year was based on either the most recent transaction or a market approach using adjusted market multiples of comparable listed peers. Impairments recognised in the current year are primarily as a result of declined enterprise values in recent transactions. The prior year value in use calculations were determined using discounted cash flow models. The 10-year projected cash flow models incorporated forecast cash flow information based on the latest management guidance provided. The market approach was used in the current year for these investments due to the management-specific information available to perform the impairment test.

The value in use calculations determined the equity values for the investments and 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 company guidance.

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.

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.

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.

	Delivery Hero		**Skillsoft**	**Unlisted equity-accounted investments**
	31 March 2024	31 March 2023	31 March 2023	31 March 2023
Growth rates	**5% - 22%**	5% - 25%	5% - 15%	6% - 30%
Pre-tax discount rates	**14.9% - 24.4%**	13% - 21%	17% - 25%	14% - 16%
Post-tax discount rates	**11.5% - 20%**	12% - 19%	14% - 22%	13% - 15%
Terminal growth rates	**2% - 4%**	2% - 4%	2% - 4%	2% - 6%

For the year ended 31 March 2024, an impairment loss of US$482m (2023: US$1.7bn) was recognised for equity-accounted investments of which US$255m (2023: US$997m) related to Delivery Hero in the food delivery segment, US$42m related to Skillsoft (2023: US$301m) in the Edtech segment and US$185m (2023: US$425m) related primarily to unlisted equity-accounted investments in the Prosus Ventures portfolio reported in the Other Ecommerce segment.

At 31 March 2024, the carrying value of impaired associates for Skillsoft and the unlisted equity-accounted investment was US$35m and US$65m 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.

Notes to the consolidated financial statements
for the year ended 31 March 2024

Group structure

9. Investments in associates continued

Material associates' summarised financial information

	31 March[1] Tencent Holdings Limited 2024 US$'m	2023 US$'m	31 March[1] Delivery Hero SE Restated[2] 2024 US$'m	2023 US$'m
Dividends received	**759**	5 089	**–**	–
Revenue	**84 880**	80 636	**10 762**	8 933
Net profit/(loss) from operations	**16 206**	25 600	**(2 507)**	(3 451)
Other comprehensive (loss)/income	**349**	(7 936)	**(170)**	490
Total comprehensive income/(loss)	**16 555**	17 664	**(2 677)**	(2 961)
Non-current assets	**149 380**	152 416	**7 865**	9 547
Current assets	**69 900**	77 444	**3 060**	3 825
Total assets	**219 280**	229 860	**10 925**	13 372
Non-current liabilities	**48 663**	52 188	**6 462**	7 249
Current liabilities	**48 766**	58 529	**3 174**	2 604
Total liabilities	**97 429**	110 717	**9 636**	9 853
Closing net assets	**121 851**	119 143	**1 289**	3 519
Non-controlling interests	**(9 014)**	(8 949)	**(4)**	(58)
	112 837	110 194	**1 285**	3 461
Group's effective interest in associate at year-end	**27 784**	28 829	**376**	1 032
Goodwill	**2 354**	998	**3 402**	3 413
Accumulated impairment	**–**	–	**(1 353)**	(997)
Carrying value of investment	**30 138**	29 827	**2 425**	3 448

1 Reflects the summarised financial information of the above associates as at 31 December, adjusted for significant transactions and events that took place during the lag period applied for accounting purposes.
2 Effective 1 April 2023, the group elected to not recognise its incremental share in the investee's identifiable net assets using fair value information at the date of acquiring the additional interest. Accordingly, the comparative period was restated in this disclosure to reflect the group's incremental share in the net assets of the associate based on the carrying value of the identifiable net assets on the date the additional interest was acquired.

Other associates' summarised financial information

	31 March 2024 US$'m	2023 US$'m
Net loss from operations	**(468)**	(791)
Other comprehensive income	**156**	58
Total comprehensive loss	**(312)**	(733)
Carrying value of investments	**2 225**	2 655
Total carrying value of investments in associates	**34 789**	35 930

The group had no capital commitments or contingent liabilities at 31 March 2024 and 2023 in respect of its investments in associates.

10. Investments in joint ventures

The following information relates to the group's financial interest in its significant joint ventures at 31 March:

Name of joint venture	Effective percentage interest[1] 2024 %	2023 %	Nature of business	Country of incorporation	Functional currency	Year-end
Unlisted companies						
Inversiones CMR S.A.S. (Domicilios.com)[2]	**49.52**	48.99	Food delivery	Colombia	COP	December
Silver Brazil JVCo B.V. (OLX Brasil)	**49.50**	49.50	Classifieds	The Netherlands	US$	December

1 The percentage interest shown is the financial effective interest, after disregarding the interests of equity-compensation plans treated as treasury shares and taking into account retention options. The group's financial effective interest is, in some instances, impacted by its shareholding in intermediate holding companies.
2 During the prior year a mutual decision was made to close down this business. The company is in the process of liquidation.

Adjustments are made for significant transactions and events that take place where lag periods are applied.

	31 March 2024 US$'m	2023 US$'m
Opening balance	**69**	144
Joint ventures acquired – gross consideration	**–**	104
Net assets acquired	**–**	104
Share of equity-accounted results	**(27)**	(147)
Impairment	**(1)**	(17)
Foreign currency translation effects	**1**	(15)
Closing balance	**42**	69

The group recognised losses of US$27m (2023: US$147m) from joint ventures as its share of equity-accounted results in the consolidated income statement. There are no cumulative unrecognised losses relating to joint ventures that have been fully impaired as at 31 March 2024 (2023: US$nil).

Impairment losses of US$1m (2023: US$17m) were recognised for the group's investments in joint ventures. None of the group's interests in joint ventures are considered to be individually material.

As at 31 March 2024, the group does not recognise deferred tax on its investments in joint ventures as distributions from joint ventures do not have tax consequences.

The group had no capital commitments or contingent liabilities in respect of its investments in joint ventures at 31 March 2024 and 2023.

Notes to the consolidated financial statements
for the year ended 31 March 2024

Group structure

11. Acquisitions of subsidiaries and businesses

	31 March 2024 US$'m	2023 US$'m
Fair value of assets and liabilities:		
Other intangible assets	**1**	5
Net current assets/(liabilities)	**–**	5
Long-term liabilities	**–**	(2)
	1	8
Non-controlling interests	**(23)**	–
Derecognition of equity-accounted investments	**(19)**	–
Goodwill recognised	**41**	11
Purchase consideration	**–**	19
Net cash in subsidiaries and businesses acquired	**2**	(1)
Net cash outflow from acquisitions of subsidiaries and businesses	**2**	18

12. Disposals of subsidiaries and businesses

The current year disposals relate primarily to the Autos operations disposed. Prior year disposals relates primarily to the sale of Avito. Refer to note 6.

	31 March 2024 US$'m	2023 US$'m
Carrying values of assets and liabilities:		
Goodwill	**–**	10
Other intangible assets	**–**	2
Net current assets/(liabilities)	**17**	1
Held-for-sale assets	**174**	2 011
Foreign currency translation realised	**26**	(202)
	217	1 822
(Loss)/gain on disposal – net	**(2)**	24
Gain on disposal shown as part of discontinued operations	**8**	568
Selling price	**223**	2 414
Net cash in subsidiaries and businesses disposed of	**(11)**	(340)
Shares received as settlement	**–**	(21)
Amounts relating to prior year disposal	**–**	2
Amounts to be received in the future	**(19)**	–
Net cash inflow from disposals of subsidiaries and businesses	**193**	2 055

Operational performance

13. Revenue

AP

Accounting policy

Revenue disclosed in the consolidated income statement includes revenue from contracts with customers and other revenue not in the scope of IFRS 15.

Revenue from contracts with customers

Revenue from contracts with customers is derived from the sale of goods and rendering of services. Revenue is measured based on the transaction price specified in the contract with the customer. The group recognises revenue when (or as) it transfers control of goods and/or services to its customers, which is when specific criteria have been met for each of the group's activities as described below. Revenue is recognised at the amount the group expects to be entitled to in exchange for the goods and/or services transferred to customers.

Revenue is shown net of value added tax (VAT), returns, rebates and discounts. For contracts that permit returns, rebates or discounts, revenue is recognised only to the extent that it is highly probable that a significant reversal of revenue will not occur as a result of such items. The amount of revenue recognised is adjusted for expected returns, rebates or discounts which are estimated based on the group's historical experience and taking into consideration the type of customer, the type of transaction and the specific terms of each arrangement. The right to return goods is measured at the former carrying amount of the inventory less expected costs to recover goods where applicable.

Where contracts include multiple goods and/or services, the transaction price is allocated to each distinct goods or service (or performance obligation) based on respective standalone selling prices. Where standalone selling prices are not directly observable, they are estimated.

The group identifies all parties that are integral to it generating revenue on its online platforms as its customers and, accordingly, incentives (including cash discounts and discount vouchers/coupons) provided to any party transacting on the platform are treated as a reduction of revenue.

The group considers, for each contract with a customer, whether it is a principal or an agent. The group regards itself as the principal in a transaction where it controls a promised goods or service before the goods or service is transferred to a customer. Where the group is the principal in a transaction, it recognises revenue as the gross amount of consideration to which it expects to be entitled. Where the group is in the capacity of an agent, it recognises revenue on a net basis.

Revenue earned, but for which the group's right to the consideration is not yet unconditional, is presented as accrued income as part of other receivables in the statement of financial position. Payments received in advance from contracts with customers represent an obligation to transfer future goods and/or services and are presented as part of accrued expenses and other liabilities in the statement of financial position.

The group is not party to contracts where the period between the transfer of goods and/or services and payment exceeds one year. Consequently, the group does not adjust its transaction prices for financing components.

Notes to the consolidated financial statements
for the year ended 31 March 2024

Operational performance

13. Revenue continued

AP Accounting policy continued

Ecommerce revenue

Revenue recognition for the group's major revenue streams is outlined below in the following paragraphs.

Revenue represents amounts received or receivable from customers relating to online goods sold on the group's etail and other internet platforms and from services rendered. Services rendered include advertising, classifieds listing revenue, payment transaction commissions and fees, food delivery revenue, educational technology revenue, mobile and other content revenue.

Sale of goods

Revenue from goods sold is recognised when the goods are delivered and accepted by the customer.

Classifieds listings

The group recognises classifieds listings and related feature fees over the feature period or on listing of an item for sale depending on the nature of the feature purchased. Success fees and other relevant commissions are recognised when a transaction is completed on the group's websites.

Payments and fintech and mobile content

Payments and fintech and mobile content revenues are recognised once a transaction is completed and is based on the applicable fee for each transaction performed.

Food delivery revenue

The group recognises revenue from food delivery transactions when it transfers control of the services rendered to a customer and fulfils its performance obligations.

The group has separate contractual arrangements with the end user, merchant partners and the delivery partners respectively which specify the rights and obligations of each party. The group considers itself as a principal in these arrangements when it controls the services provided. The group considers itself an agent in all of these arrangements when it facilitates the services provided to the end users and does not control those services provided before it is transferred to an end user. An end user initiates a transaction with an order and the acceptance of the order combined with the contractual arrangements mentioned above, creates enforceable rights and obligations. The food order and delivery services are two distinct performance obligations given that the end user can benefit from each item separately.

Revenue for food delivery services is recognised on a net basis as agent when the merchant partner is ultimately responsible for providing food to the end user when ordered and/or the delivery partner is ultimately responsible for ensuring the delivery of food ordered when requested by an end user.

When the group is an agent for the order and delivery facilitation services, the group recognises revenue on a net basis, reflecting amounts collected from end users, less amounts remitted to merchant partners and delivery partners. When the group is the principal in a transaction, it recognises revenue on a gross basis, reflecting the gross amount of consideration charged to an end user that it is entitled to in terms of the contractual arrangements.

The group also offers incentives as promotions to end users in the form of vouchers and subsidies to delivery partners for the delivery facilitation service to increase end user's usage on the platform. These incentives offered are recognised as a reduction of revenue on the date that the corresponding revenue transaction is recorded.

Educational technology revenue

Educational technology revenues are recognised over the period in which the online educational content is provided for or when the online educational content is provided depending on the nature of the educational content purchased.

Advertising revenues

The group mainly derives advertising revenues from advertisements shown online on its websites and instant-messaging windows. Online advertising revenues are recognised over the period in which the advertisements are displayed using a time-based measure.

Interest income revenue

Interest income revenue is finance income generated from the group's credit business across various segments including the Payments and Fintech segment. The credit business provides financing for goods sold and credit offerings provided. Interest income revenue is recognised using the effective interest rate method, taking into account the expected timing and amount of cash flows. The effective-interest rate method is a method of calculating the amortised cost of the financial asset receivable recognised when the funding is provided to customers.

	Reportable segment(s) where revenue is included	31 March 2024 US$'m	31 March 2023 US$'m
From continuing operations			
Revenue from interest income	Various	**134**	91
Revenue from contracts with customers			
Online sale of goods revenue	Etail and classifieds	**2 130**	1 879
Classifieds listings revenue	Classifieds	**592**	435
Payment transaction commissions and fees	Various	**1 098**	896
Mobile and other content revenue	Other ecommerce	**43**	51
Food delivery revenue[1]	Food Delivery	**1 192**	1 367
Advertising revenue	Classifieds	**40**	30
Educational technology revenue	Edtech	**148**	134
Other revenue	Various	**90**	64
		5 467	4 947

1 From 1 April 2023, iFood changed its revenue recognition from a gross basis to a net basis as a result of a change in the services rendered to its customers. Refer to note 5.

Revenue is presented on an economic-interest basis (ie including a proportionate consolidation of the revenue of associates and joint ventures) in the group's segment review and is accordingly not directly comparable to the above consolidated revenue figures. Refer to note 21 for disaggregation of revenue by geographical area.

The group has recognised the following assets and liabilities in the consolidated statement of financial position that relate to revenue from contracts with customers:

Accrued income (refer to note 35)

Accrued income balance net of impairment allowances as at 31 March 2024 was US$60m (2023: US$65m). Refer to note 40 for the group's credit risk management policy. Impairment allowances recorded on accrued income balances were not material.

Deferred income (refer to notes 31 and 39)

The total deferred income balance as at 31 March 2024 was US$240m (2023: US$118m) which consists of a current liability portion of US$178m (2023: US$109m) and a non-current liability portion of US$62m (2023: US$9m). Revenue recognised in the current year that was included in the deferred income balance at the beginning of the year (as at 1 April 2023) was US$139m (2023: US$115m).

There were no significant changes in accrued income or deferred revenue balances during any of the periods presented.

Unsatisfied long-term contracts

The group has no unsatisfied long-term contracts as at 31 March 2024 (2023: US$nil).

Notes to the consolidated financial statements
for the year ended 31 March 2024

Operational performance

14. Expenses by nature
Employee benefits

AP Accounting policies

Retirement benefits
The group provides retirement benefits to its eligible employees, primarily by means of monthly contributions to a number of defined contribution pension and provident funds. The assets of these funds are generally held in separate trustee administered funds. The group's contributions to retirement funds are recognised as an expense in the period in which employees render the related service.

Medical aid benefits
The group's contributions to medical aid benefit funds for employees are recognised as an expense in the period in which the employees render services to the group.

Post-employment benefits
Some group companies provide post-employment benefits to their retirees. The entitlement to post-employment healthcare benefits is subject to the employee remaining in service up to retirement age and completing a minimum service period. The expected costs of these benefits are accrued over the minimum service period. Independent actuaries carry out annual valuations of these obligations. All remeasurements resulting from experience adjustments and changes in actuarial assumptions are recognised immediately in other comprehensive income. These obligations are unfunded.

Termination benefits
The group recognises termination benefits when it is demonstrably committed to either terminate the employment of employees before the normal retirement date, or provide termination benefits as a result of an offer made to encourage voluntary redundancy.

Where termination benefits fall due more than 12 months after the reporting period, they are discounted. In the case of an offer made to encourage voluntary redundancy, the measurement of termination benefits is based on the number of employees expected to accept the offer. Termination benefits are immediately recognised as an expense in the consolidated income statement.

	31 March 2024 US$'m	31 March 2023 US$'m
Operating loss includes the following items:		
Platform cost of sales, website hosting and warehousing costs	**1 857**	1 718
Payment facilitation transaction costs	**862**	693
Delivery services costs[1]	**370**	734
Depreciation[2]	**88**	90
Amortisation[3]	**82**	79
Short-term lease payments	**4**	4
Auditor's remuneration – Audit network in the Netherlands[4]		
Audit fees of the financial statements	**4**	4
Other audit services	**1**	1
Auditor's remuneration – Audit network outside the Netherlands		
Audit fees of the financial statements	**5**	6
Audit fees – other audit services[5]	**–**	1
Total audit fees	**10**	12
Staff costs[6]		
The total cost of employment of all employees, including executive directors, was as follows:		
Salaries, wages and bonuses	**1 068**	1 053
Social security taxes	**132**	122
Retirement benefit costs	**28**	31
Medical aid fund contributions	**8**	8
Post-employment benefits	**1**	–
Cash-settled share-based compensation remeasurement	**121**	(183)
Equity-settled share-based compensation expenses	**138**	115
	1 496	1 146
Training costs	**7**	9
Retention option remeasurement	**(39)**	20
Total staff costs	**1 464**	1 175
Advertising expenses	**267**	232
General administration cost	**475**	450
Impairment losses of financial assets measured at amortised cost	**16**	14
Other costs of providing services and sale of goods, purchases and expenses	**138**	132
Total	**5 633**	5 333

1 The decrease relates primarily to the change in revenue model in the food delivery business from principal to agent. Refer to note 5.
2 Includes depreciation charge of US$nil in cost of providing services and sale of goods (2023: US$1m).
3 Recognised in selling, general and administration expense.
4 The fees listed relate to the procedures applied to the company and its consolidated group entities by accounting firms and external auditors as referred to in Section 1, subsection 1 of the Audit Firms Supervision Act (Wet Toezicht Accountantsorganisaties) as well as by Dutch and foreign-based accounting firms, including their tax services and advisory groups. The fees relate to the audit of the financial statements for the respective financial year.
5 Non-audit services provided during the current year was US$92 542.
6 Staff costs in the prior year include redundancy costs paid as a result of the restructuring of the group.

Notes to the consolidated financial statements
for the year ended 31 March 2024

Operational performance

15. Other (losses)/gains – net

	31 March 2024 US$'m	31 March 2023 US$'m
Loss on sale of assets	**(5)**	(4)
Impairment losses	**(374)**	(645)
Impairment of goodwill, PPE and other intangible assets[1]	**(374)**	(612)
Impairment of other assets	**–**	(33)
Income on business support services	**–**	8
Other	**(1)**	–
Total other (losses)/gains – net	**(380)**	(641)

1 Refer to note 7, 32 and 33 for further information on the above impairments.

16. Finance income/(costs)

	31 March 2024 US$'m	31 March 2023 US$'m
Interest income		
Loans and bank accounts[1]	**909**	473
Other	**3**	2
	912	475
Interest expense		
Loans and overdrafts	**(520)**	(512)
Capitalised lease liabilities	**(6)**	(5)
Other	**(31)**	(36)
	(557)	(553)
Other finances income/(costs) – net		
(Losses)/gains on translation of assets and liabilities	**(29)**	26
Gains/(losses) on derivative and other financial instruments	**102**	(81)
	73	(55)
Total finance income/(costs) – net	**428**	(133)

1 The increase in the current year relates primarily to increased cash and short-term investments.

17. Net (losses)/gains on acquisitions and disposals

	31 March 2024 US$'m	31 March 2023 US$'m
(Losses)/gains on disposal of investments – net	**(3)**	30
Gains on loss of significant influence	**–**	30
Gains on loss of control	**–**	23
Remeasurement of contingent consideration	**5**	1
Transaction-related costs	**(18)**	(31)
Remeasurement of previously held interest	**10**	–
Other	**3**	1
	(3)	54

18. Cash from operations

	31 March 2024 US$'m	31 March 2023 US$'m
Profit before tax per income statement	**7 021**	9 757
Adjustments:		
Non-cash and other	**(6 692)**	(9 939)
Loss on sale of assets	**5**	4
Depreciation and amortisation	**170**	169
Retention option expense	**(39)**	20
Share-based compensation expenses	**260**	(68)
Net finance (income)/cost	**(428)**	133
Share of equity-accounted results	**(2 810)**	(5 174)
Impairment of equity-accounted investments	**483**	1 742
Gains on acquisitions and disposals of investments	**(15)**	(30)
Dilution losses on equity-accounted investments	**238**	252
Gains on partial disposal of equity-accounted investments	**(5 053)**	(7 622)
(Gains)/losses recognised on loss of significant influence transactions	**–**	(30)
Gains recognised on loss of control transactions	**–**	(23)
Income on business support services	**–**	(8)
Net realisable value adjustments on inventory, net of reversals	**–**	2
Impairment of assets	**374**	645
Dividend income	**–**	(61)
Reversal of provisions	**117**	111
Other	**6**	(1)
Operating cash flows of discontinued operations, net of adjustments for non-cash and other items	**(89)**	14
	240	(168)
Working capital	**(106)**	(181)
Cash movement in trade and other receivables	**57**	(53)
Cash movement in payables, accruals and cash-settled share-based payment liabilities	**(207)**	(210)
Cash movement in inventories	**44**	82
Total cash generated from/(utilised in) operations	**134**	(349)

Notes to the consolidated financial statements
for the year ended 31 March 2024

Operational performance

19. Taxation

Accounting policy

AP

Tax expense

The tax expense for the year comprises current and deferred tax. Tax is recognised in the consolidated income statement, except to the extent that it relates to items recognised in the consolidated statement of other comprehensive income or directly in equity. In such cases, the related tax is also recognised in the consolidated statement of other comprehensive income or directly in equity, respectively.

Current income tax

The statutory Dutch corporate tax rate applicable to Prosus for the year ended 31 March 2024 is 25.8% (2023: 25.8%). The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the consolidated statement of financial position date in the countries where the group operates and generates taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulations are subject to interpretation. It accounts for uncertain tax positions where appropriate, on the basis of amounts expected to be paid to the tax authorities. International tax rates vary from jurisdiction to jurisdiction.

	31 March 2024 US$'m	31 March 2023 US$'m
Current taxation	**184**	64
Current year	**186**	64
Prior year	**(2)**	–
Deferred taxation	**(23)**	(22)
Current year	**(21)**	(22)
Prior year	**(2)**	–
Total taxation expense per income statement	**161**	42
Reconciliation of taxation		
Taxation at statutory rates[1]	**1 811**	2 517
Adjusted for:		
Non-deductible expenses[2]	**368**	705
Non-taxable income[3]	**(1 339)**	(2 024)
Temporary differences not provided for[4]	**(15)**	192
Adjustments related to prior year taxes	**(5)**	–
Other taxes	**37**	8
Tax attributable to equity-accounted earnings	**(725)**	(1 336)
Tax adjustment for foreign taxation rates	**29**	(20)
Taxation provided in income statement	**161**	42

1 The reconciliation of taxation has been performed using the statutory tax rate of Prosus of 25.8% (2023: 25.8%). The impact of different tax rates applied to profits earned in other jurisdictions is disclosed above as 'tax adjustment for foreign taxation rates'.
2 Non-deductible expenses relate primarily to impairment losses, dilutions of equity-accounted investments and the remeasurement share-based payment liability.
3 Non-taxable income relates primarily to the gains on disposals of subsidiaries and associates.
4 Temporary differences for losses not provided for relate primarily to loss-making entities that did not recognise deferred tax assets.

20. Deferred taxation

Accounting policy

AP

Deferred tax assets and liabilities have been calculated using tax rates (and laws) that have been enacted or substantively enacted by the statement of financial position date, being the rates the group expects to apply to the periods in which the assets are realised or the liabilities are settled.

Deferred taxation is provided on the taxable or deductible temporary differences arising between the tax bases of assets and liabilities and their carrying values for financial reporting purposes. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill or from the initial recognition of an asset or liability in a transaction, other than a business combination, that, at the time of the transaction, affects neither the accounting nor the taxable profit or loss. Deferred tax assets are recognised to the extent that it is probable that future taxable profit will be available against which deductible temporary differences and unused tax losses can be utilised.

Deferred tax liabilities are provided for temporary differences arising on investments in subsidiaries, associates and joint ventures, except where the timing of the reversal of the temporary difference is controlled by the group and it is probable that the temporary difference will not reverse in the foreseeable future.

The deferred tax assets and liabilities and movements thereon were attributable to the following items:

	1 April 2023 US$'m	Charged to the income statement US$'m	Acquisition of subsidiaries and businesses US$'m	Disposals of subsidiaries and businesses US$'m	Foreign exchange effects US$'m	Transferred to held for sale US$'m	31 March 2024 US$'m
Deferred taxation assets							
Provisions and other current liabilities	**15**	**(2)**	**–**	**–**	**–**	**(3)**	**10**
Capitalised lease liabilities	**(2)**	**(1)**	**–**	**–**	**(1)**	**–**	**(4)**
Tax losses carried forward	**7**	**26**	**–**	**–**	**(2)**	**–**	**31**
Other	**–**	**(15)**	**–**	**–**	**–**	**–**	**(15)**
Total deferred tax assets	**20**	**8**	**–**	**–**	**(3)**	**(3)**	**22**
Offsetting of deferred tax liabilities	**(4)**	**–**	**–**	**–**	**–**	**–**	**(4)**
Net deferred tax assets	**16**	**–**	**–**	**–**	**–**	**–**	**18**
Deferred taxation liabilities							
Intangible assets	**92**	**(15)**	**–**	**–**	**(9)**	**10**	**78**
Other	**(5)**	**2**	**–**	**–**	**5**	**(2)**	**–**
Total deferred tax liabilities	**87**	**(13)**	**–**	**–**	**(4)**	**8**	**78**
Offsetting of deferred tax assets	**(4)**	**–**	**–**	**–**	**–**	**–**	**(4)**
Net deferred tax liabilities	**83**	**–**	**–**	**–**	**–**	**–**	**74**
Net deferred taxation	**(67)**	**21**	**–**	**–**	**1**	**(11)**	**(56)**

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Operational performance

20. Deferred taxation continued

	1 April 2022 US$'m	Charged to the income statement US$'m	Acquisition of subsi-diaries and businesses US$'m	Disposals of subsi-diaries and businesses US$'m	Foreign exchange effects US$'m	Trans-ferred to held for sale US$'m	31 March 2023 US$'m
Deferred taxation assets							
Provisions and other current liabilities	12	8	–	–	–	(5)	15
Capitalised lease liabilities	1	(3)	–	–	1	(1)	(2)
Tax losses carried forward	3	5	–	–	–	(1)	7
Other	14	(8)	–	–	(5)	(1)	–
Total deferred tax assets	30	2	–	–	(4)	(8)	20
Offsetting of deferred tax liabilities	(4)	–	–	–	–	–	(4)
Net deferred tax assets	26	–	–	–	–	–	16
Deferred taxation liabilities							
Intangible assets	212	(32)	–	–	25	(113)	92
Other	–	(2)	–	–	(3)	–	(5)
Total deferred tax liabilities	212	(34)	–	–	22	(113)	87
Offsetting of deferred tax assets	(4)	–	–	–	–	–	(4)
Net deferred tax liabilities	208	–	–	–	–	–	83
Net deferred taxation	(182)	36	–	–	(26)	105	(67)

The ultimate outcome of additional taxation assessments may vary from the amounts accrued. However, management believes that any additional taxation liability over and above the amounts accrued would not have a material adverse impact on the group's combined consolidated income statement and consolidated statement of financial position.

The group has tax losses carried forward of approximately US$5.7bn (2023: US$5.5bn) and unrecognised deferred tax assets on interest carried forward of US$703m. A summary of the tax losses carried forward at 31 March 2024 by tax jurisdiction and the expected expiry dates are set out below:

	Asia US$'m	**Europe US$'m**	**Latin America and USA US$'m**	**Africa US$'m**	**Other US$'m**	**Total US$'m**
Expires in year one	**19**	**171**	**–**	**–**	**–**	**190**
Expires in year two	**16**	**3**	**–**	**–**	**–**	**19**
Expires in year three	**4**	**12**	**1**	**–**	**–**	**17**
Expires in year four	**–**	**4**	**4**	**–**	**–**	**8**
Expires in year five	**13**	**20**	**1**	**–**	**–**	**34**
Expires after year five	**63**	**44**	**697**	**–**	**–**	**804**
Non-expiring	**63**	**4 324**	**256**	**–**	**–**	**4 643**
	178	**4 578**	**959**	**–**	**–**	**5 715**

Net deferred taxation assets amount to US$18m (2023: US$16m), of which US$14m (2023: US$10m) are expected to be utilised within the next 12 months and US$4m (2023: US$6m) after 12 months. Net deferred taxation liabilities amount to US$74m (2023: US$83m), of which US$4m (2023: US$4m) are expected to be settled within the next 12 months and US$70m (2023: US$79m) after 12 months.

The group has not recognised any deferred tax assets related to accumulated losses when the utilisation depends on future taxable profits in excess of the profits arising from the reversal of existing taxable temporary differences, and the relevant group entity from which the deferred tax asset would arise has suffered a loss in either the current or a preceding year.

Temporary differences arise from the existence of undistributed profits of subsidiaries and changes in foreign exchange rates on translation of the subsidiaries' operations. No deferred tax liabilities are recognised for these temporary differences because the group controls the timing of the reversal of temporary differences associated with the investment by controlling the subsidiaries' dividend policies.

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Operational performance

21. Segment information

AP Accounting policy

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker (CODM). The CODM, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the executive directors who make strategic decisions. The group proportionately consolidates its share of the results of its associates and joint ventures in the various reportable segments. This is considered to provide additional information on the economic value of these investments.

Operating Segments are identified on the basis of internal reports about components of the group that are regularly reviewed by the chief operating decision-maker (CODM) in order to allocate resources to the segments and to assess their performance. The CODM has been identified as the group's executive directors, who make strategic decisions. The Prosus group has the same governance structures as its ultimate controlling parent, Naspers. It has the same board and management oversight, including the same individuals comprising the CODM. Accordingly, the CODM for Naspers is the same CODM for the Prosus group.

The group proportionately consolidates its share of the results of its associated companies and joint ventures in its reportable segments. This is considered to provide additional information on the economic reality of these investments and corresponds to the manner in which the CODM assesses segment performance.

The group has identified its reportable segments based on its business by service or product. The operating segments are grouped into the following categories: Ecommerce, Social and Internet Platforms and Corporate. Below are operating segments under each category:

Ecommerce – the group operates internet platforms to provide various services and products. These platforms and communities offer ecommerce, communication, social networks, entertainment and mobile value-added services. The reportable operating segments within Ecommerce include Classifieds, Payments and Fintech, Food Delivery, Etail, Edtech and Other Ecommerce.

- **Classifieds** – the group operates a number of leading online classifieds platforms comprising general classifieds (such as OLX and letgo) and verticals (automotive and real estate verticals) in 19 core operating markets.
- **Payments and Fintech** – operates one of the largest mobile and online payment platforms in 20 high growth markets through PayU, an online payment services provider. This segment also includes the group's fintech and credit interests via associates and subsidiaries.
- **Food Delivery** – the group invests in leading global online food ordering and delivery platforms operating in regions including India, Latin America, Europe, Asia and the Middle East through its investments in Delivery Hero, Swiggy and iFood. The segment also includes part of the credit business offerings in the food delivery business.
- **Etail** – comprises the group's etail subsidiaries eMAG. The group's operations are spread across Central and Eastern Europe and India.
- **Edtech** – comprises the group's investment in leading online educational technology platforms (such as Stack Overflow, Skillsoft and GoodHabitz). The group's operations are spread across the globe including the North America, Europe, the Middle East, Africa and the Asia-Pacific region.
- **Other Ecommerce** – this segment comprises the group's mobile and other content businesses. Also included are various corporate support functions for the Ecommerce segment.

Social and Internet Platforms – the group holds listed investments in social and internet platforms through Tencent, China's largest and most used internet services platform.

Corporate – this segment comprises entities providing various corporate functions and activities. These services include, but are not limited to, executive oversight, information management, legal, treasury, control and accounting, human resources, taxes and investor relations.

Sales between the above segments are eliminated in the 'inter-segment' column. The revenue from external parties and all other items of income, expenses, profits and losses reported in the segment report is measured in a manner consistent with that in the consolidated income statement. Adjusted EBITDA and trading profit/(loss) are presented in the segment report.

The segment information below includes alternative performance measures (APMs). Alternative performance measures are performance measures of the group that (i) are not defined by IFRS; (ii) are not uniformly defined or used by other comparable companies; and (iii) may not be comparable with similar labelled measures and disclosures provided by other companies. Management is responsible for compiling these non-IFRS performance measures.

The group uses the following alternative performance measures below to assess segment performance:

Adjusted EBITDA represents operating profit/loss, as adjusted to exclude: (i) depreciation; (ii) amortisation; (iii) retention option expenses linked to business combinations; (iv) 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, gains or losses on settlement of liabilities; (v) transactions that IFRS treats as cash-settled share-based compensation expense which are with fellow shareholders and are related to put and call options granted and linked to the ongoing employment of those shareholders as part of the group's investments in companies; and (vi) subsequent fair value remeasurement of cash-settled share-based compensation expenses for group share option schemes, 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.

Trading profit/(loss) is a non-IFRS measure that represents operating profit/loss, as adjusted to exclude: (i) amortisation and retention option expenses linked to business combinations as these expenses are not considered operational in nature; (ii) 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 and gains or losses on settlement of liabilities; (iv) transactions that IFRS treats as cash-settled share-based compensation expense which are with fellow shareholders and are related to put and call options granted and linked to the ongoing employment of those shareholder's as part of the group's investments in companies; and (v) 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.

Economic interest is a non-IFRS measure that includes consolidated subsidiaries and a proportionate consolidation of associates and joint ventures.

The revenues from external customers for each major group of products and services are disclosed in note 13. The group is not reliant on any one major customer as the group's products are consumed by the general public in a large number of countries.

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Operational performance

21. Segment information continued

	Revenue Year ended 31 March 2024				
	Revenue[1] US$'m	Inter-segment US$'m	Total economic interest US$'m	Equity-accounted investments US$'m	Total consolidated US$'m
Continuing operations					
Ecommerce	10 349	–	10 349	(4 882)	5 467
– Classifieds[2]	951	–	951	(244)	707
– Food Delivery[3]	4 864	–	4 864	(3 642)	1 222
– Payments and Fintech	1 327	22	1 349	(199)	1 106
– Edtech	444	–	444	(296)	148
– Etail	2 229	–	2 229	(23)	2 206
– Other	534	(22)	512	(478)	78
Social and internet platforms	21 395	–	21 395	(21 395)	–
– Tencent	21 395	–	21 395	(21 395)	–
Corporate segment	–	–	–	–	–
Total from continuing operations	31 744	–	31 744	(26 277)	5 467
Total from discontinued operations[2]	750	–	750	–	750
Total revenue	32 494	–	32 494	(26 277)	6 217

1 Includes inter-segment revenue.
2 From 1 March 2023, following the group's decision to exit the OLX Autos business unit, its operations were 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 From 1 April 2023, iFood changed its revenue recognition from a gross basis to a net basis as a result of a change in the services rendered to its customers. Refer to note 5.

	Revenue Year ended 31 March 2023				
	Revenue[1] US$'m	Inter-segment US$'m	Total economic interest US$'m	Equity-accounted investments US$'m	Total consolidated US$'m
Continuing operations					
Ecommerce	9 124	–	9 124	(4 177)	4 947
– Classifieds[2, 3]	755	–	755	(236)	519
– Food Delivery	4 203	–	4 203	(2 832)	1 371
– Payments and Fintech	1 070	(18)	1 052	(149)	903
– Edtech	545	–	545	(411)	134
– Etail	1 953	–	1 953	(25)	1 928
– Other	598	18	(616)	(524)	92
Social and internet platforms	22 269	–	22 269	(22 269)	–
– Tencent	22 269	–	22 269	(22 269)	–
Corporate segment	–	–	–	–	–
Total from continuing operations	31 393	–	31 393	(26 446)	4 947
Total from discontinued operations[2, 3]	2 444	–	2 444	–	2 444
Total revenue	33 837	–	33 837	(26 446)	7 391

1 Includes inter-segment revenue.
2 From1 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. 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).
3 From 1 March 2023, following the group's decision to exit the OLX Autos business unit, its operations were 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).

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Operational performance

21. Segment information continued

Year ended 31 March 2024

	Total revenue US$'m	COPS and SGA[1] US$'m	Adjusted EBITDA[2] US$'m	Depre-ciation US$'m	Amorti-sation of software US$'m	Interest on leases US$'m	Trading (loss)/ profit[3] US$'m
Continuing operations							
Ecommerce	10 349	(10 378)	(29)	(209)	(24)	(13)	(275)
– Classifieds[4]	951	(740)	211	(17)	(5)	(2)	187
– Food Delivery[5]	4 864	(4 899)	(35)	(108)	(7)	(8)	(158)
– Payments and Fintech	1 305	(1 354)	(49)	(5)	(3)	(2)	(59)
– Edtech	444	(512)	(68)	(10)	(2)	–	(80)
– Etail	2 229	(2 208)	21	(49)	(7)	(1)	(36)
– Other	556	(665)	(109)	(20)	–	–	(129)
Social and internet platforms	21 395	(14 195)	7 200	(924)	(11)	(36)	6 229
– Tencent	21 395	(14 195)	7 200	(924)	(11)	(36)	6 229
Corporate segment	–	(149)	(149)	(6)	–	(1)	(156)
Total economic interest from continuing operations	31 744	(24 722)	7 022	(1 139)	(35)	(50)	5 798
Less: Equity-accounted investments	(26 277)	19 242	(7 035)	1 051	24	44	(5 916)
Total consolidated from continuing operations	5 467	(5 480)	(13)	(88)	(11)	(6)	(118)
Total from discontinued operations[4]	750	(854)	(104)	(5)	–	(2)	(111)
Total consolidated	6 217	(6 334)	(117)	(93)	(11)	(8)	(229)

1 Refers to cost of providing services and sale of goods as well as selling, general and administration expenses.
2 Adjusted EBITDA is a non-IFRS measure that refers to earnings before the remeasurement of cash-settled share-based compensation expenses, equity-settled share-based compensation expenses for group share option schemes, interest, taxation, depreciation and amortisation. It is considered a useful measure to analyse profitability by eliminating the effects of remeasurement of cash-settled share-based compensation expenses, equity-settled share-based compensation expenses for group share option schemes, financing, tax, capital investment, depreciation and amortisation.
3 Trading profit/(loss) 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.
4 From 1 March 2023, following the group's decision to exit the OLX Autos business unit, its operations were 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.
5 From 1 April 2023, iFood changed its revenue recognition from a gross basis to a net basis as a result to a change in the services rendered to its customers. Refer to note 5.

Year ended 31 March 2023

	Total revenue US$'m	COPS and SGA[1] US$'m	Adjusted EBITDA[2] US$'m	Depre-ciation US$'m	Amorti-sation of software US$'m	Interest on leases US$'m	Trading (loss)/ profit[3] US$'m
Continuing operations							
Ecommerce	9 124	(10 206)	(1 082)	(187)	(25)	(12)	(1 306)
– Classifieds[4, 5]	755	(681)	74	(18)	(6)	(3)	47
– Food Delivery	4 203	(4 748)	(545)	(88)	(7)	(9)	(649)
– Payments and Fintech	1 052	(1 160)	(108)	(6)	(2)	–	(116)
– Edtech	545	(784)	(239)	(15)	(5)	1	(258)
– Etail	1 953	(1 963)	(10)	(46)	(5)	(2)	(63)
– Other	616	(870)	(254)	(14)	–	1	(267)
Social and internet platforms	22 269	(15 974)	6 295	(1 145)	(22)	(43)	5 085
– Tencent	22 269	(15 974)	6 295	(1 145)	(22)	(43)	5 085
Corporate segment	–	(166)	(166)	(6)	–	(1)	(173)
Total economic interest from continuing operations	31 393	(26 346)	5 047	(1 338)	(47)	(56)	3 606
Less: Equity-accounted investments	(26 446)	20 919	(5 527)	1 248	36	51	(4 192)
Total consolidated from continuing operations	4 947	(5 427)	(480)	(90)	(11)	(5)	(586)
Total from discontinued operations[4, 5]	2 444	(2 586)	(142)	(27)	(7)	(2)	(178)
Total consolidated	7 391	(8 013)	(622)	(117)	(18)	(7)	(764)

1 Refers to cost of providing services and sale of goods as well as selling, general and administration expenses.
2 Adjusted EBITDA is a non-IFRS measure that refers to earnings before the remeasurement of cash-settled share-based compensation expenses, equity-settled share-based compensation expenses for Naspers group share option schemes, interest, taxation, depreciation and amortisation. It is considered a useful measure to analyse profitability by eliminating the effects of remeasurement of cash-settled share-based compensation expenses, equity-settled share-based compensation expenses for group share option schemes, financing, tax, capital investment, depreciation and amortisation.
3 Trading profit/(loss) 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.
4 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. The comparative financial results of Avito, previously presented in the Classifieds Ecommerce segment, have been reclassified and presented in discontinued operations.
5 From 1 March 2023, following the group's decision to exit the OLX Autos business unit, its operations were 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.

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Operational performance

21. Segment information continued

Additional disclosure

	Year ended 31 March 2024			Year ended 31 March 2023		
	Reversal of impairment/ (impairment) of assets US$'m	**Share of equity-accounted results US$'m**	**Average number of employees[1]**	Reversal of impairment/ (impairment) of assets US$'m	Share of equity-accounted results US$'m	Average number of employees[1]
Continuing operations						
Ecommerce	**(831)**	**(1 263)**	**20 878**	(911)	(1 818)	21 362
– Classifieds[2, 3]	**(15)**	**(31)**	**2 815**	(107)	(182)	3 157
– Food Delivery	**(343)**	**(946)**	**5 215**	(185)	(1 173)	5 596
– Payments and Fintech	**–**	**(30)**	**3 552**	(3)	(30)	3 512
– Edtech[4]	**(376)**	**(78)**	**651**	(575)	(202)	772
– Etail	**(2)**	**(1)**	**8 046**	(2)	(2)	7 579
– Other	**(95)**	**(177)**	**599**	(39)	(229)	746
Social and internet platforms	**(209)**	**4 073**		(1 493)	6 994	
– Tencent	**(209)**	**4 073**		(1 493)	6 994	
Corporate segment	**–**	**–**	**168**	–	–	178
Total reportable segments from continuing operations	**(1 040)**	**2 810**	**21 046**	(2 404)	5 176	21 540
Less: Equity-accounted investments	**666**	**–**	**–**	1 792	–	–
Total from continuing operations	**(374)**	**2 810**	**21 046**	(612)	5 176	21 540
Total from discontinued operations[2, 3]	**(137)**	**–**	**–**	(158)	–	–
Total	**(511)**	**2 810**	**21 046**	(770)	5 176	21 540

1 Includes 358 (2023: 377) employees working in the Netherlands. As at 31 March 2024 the group employed 21 039 (2023: 21 110) permanent employees in its subsidiaries.

2 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. The comparative financial results of Avito, previously presented in the Classifieds Ecommerce segment, have been reclassified and presented in discontinued operations.

3 From 1 March 2023, following the group's decision to exit the OLX Autos business unit, its operations were 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.

4 Relates primarily to Stack Overflow in the Edtech segment.

Trading profit/(loss) as presented in the segment disclosure is the CODM and management's key measure of each segment's operational performance. A reconciliation of the consolidated cash utilised in operating activities, segment trading profit/(loss) to operating profit/(loss) as reported in the consolidated income statement is provided below:

	Year ended 31 March 2024								
	Classifieds US$'m	**Food Delivery US$'m**	**Payments and Fintech US$'m**	**Edtech US$'m**	**Etail US$'m**	**Other US$'m**	**Total Ecommerce US$'m**	**Corporate segment US$'m**	**Total US$'m**
Consolidated adjusted EBITDA from continuing operations[1]	**187**	**77**	**(23)**	**(91)**	**21**	**(35)**	**136**	**(149)**	**(13)**
Depreciation	**(12)**	**(8)**	**(5)**	**(6)**	**(49)**	**(2)**	**(82)**	**(6)**	**(88)**
Amortisation of software	**(1)**	**(1)**	**(1)**	**(1)**	**(7)**	**–**	**(11)**	**–**	**(11)**
Interest on capitalised lease liabilities	**(2)**	**(1)**	**(2)**	**–**	**–**	**–**	**(5)**	**(1)**	**(6)**
Consolidated trading profit/(loss) from continuing operations[2]	**172**	**67**	**(31)**	**(98)**	**(35)**	**(37)**	**38**	**(156)**	**(118)**
Interest on capitalised lease liabilities	**2**	**1**	**2**	**–**	**–**	**–**	**5**	**1**	**6**
Amortisation of other intangible assets	**(6)**	**(2)**	**(12)**	**(43)**	**(2)**	**(6)**	**(71)**	**–**	**(71)**
Other (losses)/gains – net	**–**	**(3)**	**1**	**(372)**	**(3)**	**(3)**	**(380)**	**–**	**(380)**
Retention option expense	**(2)**	**–**	**38**	**–**	**3**	**–**	**39**	**–**	**39**
Remeasurement of cash-settled share-based incentive expenses	**1**	**(66)**	**11**	**12**	**(6)**	**4**	**(44)**	**25**	**(19)**
Share-based incentives for share options settled in Naspers Limited shares[3]	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**(3)**	**(3)**
Consolidated operating profit/(loss) from continuing operations	**167**	**(3)**	**9**	**(501)**	**(43)**	**(42)**	**(413)**	**(133)**	**(546)**

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.

Notes to the consolidated financial statements
for the year ended 31 March 2024

Operational performance

21. Segment information continued

Additional disclosure continued

	Year ended 31 March 2023								
	Classifieds US$'m	Food Delivery US$'m	Payments and Fintech US$'m	Edtech US$'m	Etail US$'m	Other US$'m	Total Ecommerce US$'m	Corporate segment	Total US$'m
Consolidated adjusted EBITDA from continuing operations[1]	73	(94)	(77)	(122)	(9)	(85)	(314)	(166)	(480)
Depreciation	(11)	(9)	(6)	(6)	(46)	(5)	(83)	(7)	(90)
Amortisation of software	(4)	(1)	–	(3)	(5)	2	(11)	–	(11)
Interest on capitalised lease liabilities	(2)	(2)	–	–	(1)	–	(5)	–	(5)
Consolidated trading profit/(loss) from continuing operations[2]	56	(106)	(83)	(131)	(61)	(88)	(413)	(173)	(586)
Interest on capitalised lease liabilities	2	2	–	–	1	–	5	–	5
Amortisation of other intangible assets	(4)	(1)	(17)	(43)	(3)	–	(68)	–	(68)
Other (losses) – net	(40)	(3)	(3)	(553)	(2)	(40)	(641)	–	(641)
Other	–	–	7	–	–	–	7	–	7
Retention option expense	(2)	–	(26)	–	8	–	(20)	–	(20)
Remeasurement of cash-settled share-based incentive expenses	34	55	(5)	29	(1)	33	145	140	285
Share-based incentives for share options settled in Naspers Limited shares[3]	(3)	–	–	–	–	(1)	(4)	(5)	(9)
Consolidated operating profit/(loss) from continuing operations	43	(53)	(127)	(698)	(58)	(96)	(989)	(38)	(1 027)

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) 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.

Geographical information

Revenue from continuing operations is allocated to a country based on the location of users/customers and/or where the entity is domiciled. The group operates in four main geographical areas:

Asia – The group's activities comprise its interests in internet activities based in China, India, Thailand and Singapore.
Europe – The group's activities comprise its interest in internet activities based in Central, Eastern and Western Europe. Furthermore, the group generates revenue from services provided by subsidiaries based in the Netherlands.
Latin America – The group's activities comprise its interests in internet activities based in Brazil and other Latin American countries.
North America – The group's activities comprise its interests in internet activities based in the United States of America and other countries.
Other – Includes the group's provision of various products and internet services located mainly in Africa and Australia.

	31 March 2024		31 March 2023	
Geographical area	**External consolidated revenue US$'m**	**External economic-interest revenue**[1] **US$'m**	External consolidated revenue US$'m	External economic-interest revenue[1] US$'m
From continuing operations				
Asia	**601**	**22 789**	526	23 626
Europe	**3 200**	**6 478**	2 615	5 167
Central Europe	**750**	**750**	641	641
Eastern Europe	**2 371**	**2 393**	1 912	1 936
Western Europe	**79**	**3 335**	62	2 590
Latin America	**1 495**	**1 599**	1 651	1 754
North America	**106**	**635**	87	624
Other	**65**	**243**	68	222
Total revenue from continuing operations	**5 467**	**31 744**	4 947	31 393

1 Revenue includes the group's proportionate share of associates' and joint ventures' external revenue.

Notes to the consolidated financial statements
for the year ended 31 March 2024

Earnings per share and equity

22. Earnings per share
Earnings per share and equity

AP

Accounting policy
Earnings per share
Basic earnings per share is calculated by dividing the profit attributable to equity holders of the group by the weighted average ordinary shares outstanding during the financial year excluding treasury shares.

Diluted earnings per share adjust the figures used in the determination of basic earnings per share to take into account:

- The after-income tax effect of interest and other financing costs associated with dilutive potential ordinary shares; and
- The weighted average number of additional ordinary shares that would have been outstanding assuming the conversion of all dilutive potential ordinary shares.

The group discloses headline earnings per share as determined in accordance with Circular 1/2023, pursuant to the JSE Listings Requirements. Headline earnings represents net profit for the year attributable to the group's equity holders, excluding certain defined separately identifiable remeasurements relating to, among others, impairments of tangible assets, intangible assets (including goodwill) and equity-accounted investments, gains and losses on acquisitions and disposals of investments as well as assets, dilution gains and losses on equity-accounted investments, remeasurement gains and losses on disposal groups classified as held for sale and remeasurements included in equity-accounted earnings, net of related taxes (both current and deferred) and the related non-controlling interests. These remeasurements are determined in accordance with Circular 1/2023, headline earnings, as issued by the South African Institute of Chartered Accountants, at the request of the JSE Limited in relation to the calculation of headline earnings and disclosure of a detailed reconciliation of headline earnings to the earnings numbers used in the calculation of basic earnings per share in accordance with the requirements of IAS 33 *Earnings per Share*, under the JSE Listings Requirements.

Basic headline earnings per share are determined by dividing the headline earnings described above by the weighted average ordinary shares outstanding during the financial year excluding treasury shares. Diluted headline earnings per share are determined by dividing the diluted headline earnings by the weighted average number of additional ordinary shares that would have been outstanding assuming the conversion of all dilutive potential ordinary shares.

In the event that the number of ordinary or potential ordinary shares outstanding increases as a result of a capitalisation without consideration, the calculation of the basic and diluted earnings per share for the comparative period are adjusted retrospectively.

Share capital and treasury shares
Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction against share premium.

Where subsidiaries hold Prosus ordinary shares N, the consideration paid to acquire those shares, including attributable incremental costs, is deducted from shareholders' equity and presented separately as treasury shares. Where such shares are subsequently sold or reissued, the cost of those shares is released, and realised gains or losses are recorded in equity. In addition, where Prosus holds its own ordinary shares N in issue, such shares are shown as treasury shares until they are cancelled. When these shares are cancelled, they are deducted against share capital and share premium and/or retained earnings on the basis of their par value.

The group presents treasury shares separately in the consolidated statement of changes in equity as well as on the face of the consolidated statement of financial position.

Prosus share exchange with Naspers shareholders and cross-holding structure up until its removal in September 2023
In August 2021, the group completed a share exchange offer to Naspers shareholders and a distribution agreement (hereafter referred to as the cross-holding agreement) was entered into between Naspers and Prosus, which became effective at the time of closing of the share exchange.

The cross-holding 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). Prosus is also restricted from disposing all or any portion of its Naspers shares held without the consent of Naspers. In addition, Naspers is obligated to pass on any distributions (including dividends) it receives from Prosus to its free-float shareholders (as Prosus is subject to the waiver discussed above). Based on this arrangement, Prosus is eligible to the economic benefits generated by the Naspers entities outside of the Prosus group.

Based on the substance of the transaction, the portion of the effective interest in Naspers that relates to Prosus' underlying investments is accounted for as a shareholder distribution. This is recognised in equity in the 'Existing control business combination reserve'. This portion of the transaction is therefore treated as a transaction with shareholders in contemplation of a capital restructure. Only Prosus' residual interest in the Naspers group is recognised as an investment at fair value through other comprehensive income on the consolidated statement of financial position.

The above structure was unwound in September 2023 as a result of the removal of the cross-holding structure. Refer to note 5.

Calculation of headline earnings

	31 March 2024			
	Gross US$'m	Taxation US$'m	Non-controlling interests US$'m	Net US$'m
Earnings from continuing operations				
Basic earnings attributable to shareholders	–	–	–	6 873
Impact of dilutive instruments of subsidiaries, associates and joint ventures	–	–	–	(64)
Diluted earnings attributable to shareholders	–	–	–	6 809
Headline adjustments for continuing operations				
Adjustments for:	(3 436)	1	(3)	(3 438)
Impairment of goodwill, PPE and other intangible assets	374	–	–	374
Loss on sale of assets	5	–	–	5
Gain on remeasurement of previously held interest	(10)	–	1	(9)
Net loss/(gains) on acquisitions and disposals of investments	3	1	–	4
Gains on partial disposal of equity-accounted investments	(5 053)	–	–	(5 053)
Dilution losses on equity-accounted investments	238	–	–	238
Remeasurements included in equity-accounted earnings[1]	524	–	(4)	520
Impairment of equity-accounted investments	483	–	–	483
Basic headline earnings from continuing operations[2]	–	–	–	3 435
Diluted headline earnings from continuing operations	–	–	–	3 371

1 *Remeasurements included in equity-accounted earnings include US$108m (2023: US$5.9bn) relating to gains arising on acquisitions and disposals by associates and US$627m (2023: US$1.9bn) relating to net impairments of assets recognised by associates.*

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.*

Notes to the consolidated financial statements
for the year ended 31 March 2024

Earnings per share and equity

22. Earnings per share continued

Calculation of headline earnings continued

	31 March 2023			
	Gross US$'m	Taxation US$'m	Non-controlling interests US$'m	Net US$'m
Earnings from continuing operations				
Basic earnings attributable to shareholders				9 809
Impact of dilutive instruments of subsidiaries, associates and joint ventures				(116)
Diluted earnings attributable to shareholders				9 693
Headline adjustments for continuing operations				
Adjustments for:	(8 949)	–	(104)	(9 053)
Impairment of other assets	33	–	–	33
Impairment of goodwill, PPE and other intangible assets	612	–	(1)	611
Loss on sale of assets	4	–	–	4
Gain recognised on loss of control	(23)	–	–	(23)
Gain recognised on loss of significant influence	(30)	–	1	(29)
Net gains on acquisitions and disposals of investments	(30)	–	–	(30)
Gains on partial disposal of equity-accounted investments	(7 622)	–	–	(7 622)
Dilution (gains)/loss on equity-accounted investments	252	–	–	252
Remeasurements included in equity-accounted earnings	(3 887)	–	(64)	(3 951)
Impairment of equity-accounted investments	1 742	–	(40)	1 702
Basic headline earnings from continuing operations[1]				756
Diluted headline earnings from continuing operations				640

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.*

	31 March	
	2024 US$'m	2023 US$'m
Earnings from discontinued operations		
Basic earnings attributable to shareholders	**(267)**	303
Diluted earnings attributable to shareholders	**(267)**	303
Headline adjustments for discontinued operations[1]		
Adjustments for:	**129**	(437)
Impairment of goodwill, PPE and other intangible assets	**137**	125
Loss on sale of assets	**–**	6
Net (gains)/loss on acquisitions and disposals of investments	**(8)**	(568)
	(138)	(134)
Total tax effects of adjustments	**–**	–
Total adjustment for non-controlling interest	**–**	6
Basic headline earnings from discontinued operations	**(138)**	(128)
Diluted headline earnings from discontinued operations	**(138)**	(128)

1 *Headline earnings represents 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.*

The earnings per share represent the economic interest per share, taking into account the impact of the cross-holding structure between Prosus and Naspers up until the date of its removal in September 2023 (refer to note 5).

The cross-holding agreement dealt with how distributions by Prosus will be attributed to its N ordinary shareholders. Under the cross-holding agreement, Naspers had waived its entitlement to any distributions from Prosus for a calculated number of the ordinary shares N it holds in Prosus, as these represented the portion of the ordinary shares N that Prosus indirectly owns in itself by virtue of its interest in Naspers. These ordinary shares N (cross-holding ordinary shares N) were excluded from the earnings per share calculation, as they contractually do not have an economic interest in the earnings of the group. These cross-holding ordinary shares N were excluded from the earnings per share calculation as they were considered N non-participating shares. The removal of the cross-holding agreement allowed for these ordinary shares N held by Naspers to now have economic interest in the earnings of the group and become participating shares like the rest of the ordinary shares N in issue.

The inclusion of the cross-holding ordinary shares N in the earnings per share calculation was for no consideration and had no change to the resources of the group. In addition, as part of the removal of the cross-holding transaction, the share capitalisation in the current period was for no consideration.

The cross-holding ordinary shares N (which become participating shares upon removal of the cross-holding agreement) and the newly issued shares (as a result of the capitalisation issue) are included in the weighted average number of shares outstanding from 1 April 2022 in accordance with IFRS to allow for a like-for-like comparison. This therefore restates the FY23 earnings per share because the removal of the cross-holding changes the issued and participating ordinary shares N of the group with no change in resources of the group or economic benefits for the shareholders.

In addition to the above transaction and the group's open-ended share-repurchase programme, the number of ordinary shares N 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 5 for the impact of the share-repurchase programme.

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

Notes to the consolidated financial statements
for the year ended 31 March 2024

Earnings per share and equity

22. Earnings per share continued

Calculation of headline earnings continued

Issued shares	31 March 2024 Number of participating ordinary shares N	2023 Number of participating ordinary shares N
Net number of shares in issue at year-end (net of treasury shares)	**2 494 180 996**	1 851 020 628
Cross-holding ordinary shares N	**–**	(596 444 361)
Net number of shares at year-end	**2 494 180 996**	1 254 576 267
Weighted average number of ordinary shares		
Issued net of treasury shares at the beginning of the year	**1 254 576 267**	1 419 444 251
Capitalisation issue[1]	**808 533 377**	808 533 377
Weighting of share repurchase	**(64 428 669)**	(54 343 317)
Weighting of cross-holding ordinary shares N	**(2 518 881)**	(7 733 518)
Removal of cross-holding arrangement[1]	**596 444 361**	584 373 494
Weighted average number of shares in issue during the year[2]	**2 592 606 455**	2 750 274 287
Adjusted for effect of future share-based payment transactions	**–**	–
Diluted weighted average number of shares in issue during the year	**2 592 606 455**	2 750 274 287
Per share information from continuing operations for the year (US cents)[3]		
Earnings per ordinary share N	**265**	357
Diluted earnings per ordinary share N	**263**	352
Headline earnings per ordinary share N	**132**	27
Diluted headline earnings per ordinary share N	**130**	23
Dividend paid per ordinary share N (euro cents)	**7**	14
Proposed dividend per ordinary share N (euro cents)	**10**	14
Per share information from total operations for the year (US cents)[3]		
Earnings per ordinary share N	**255**	368
Diluted earnings per ordinary share N	**253**	363
Headline earnings per ordinary share N	**127**	23
Diluted headline earnings per ordinary share N	**125**	19

1 The capitalisation issue and removal of the cross-holding ordinary shares N are included in the weighted average number of shares from 1 April 2022.
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 5).
3 Total earnings per share for ordinary shareholders A amount to 28 US cents (2023: 62 US cents) and ordinary shareholders B amount to nil US cents. Earnings per share for ordinary shareholders A from continuing operations amount to 30 US cents (2023: 59 US cents) and ordinary shareholders B amount to nil US cents for all periods.

23. Share capital and premium

	31 March 2024 US$'m	2023 US$'m
Authorised		
5 000 000 000 ordinary shares N of €0.05 each (2023: €0.05)		
10 000 000 ordinary shares A1 of €0.05 each (2023: €0.05)		
10 000 ordinary shares A2 of €50.0 each (2023: €50.0)		
3 000 000 000 ordinary shares B of €0.05 each (2023: €0.05)		
Issued		
2 577 417 975 ordinary shares N (2023: 2 003 817 745)	**139**	114
6 446 739 ordinary shares A1 (2023: 4 456 650)	**1**	1
2 869 537 584 ordinary shares B (2023: 1 128 507 756)	**154**	62
	294	177
Share premium	**24 218**	39 009
	24 512	39 186
Treasury shares	**(2 563)**	(10 043)
	21 949	29 143

Equity compensation plans administered by Naspers group share trusts hold 14 119 690 (2023: 5 975 966) of the ordinary shares N issued.

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 group continued with the share-repurchase programme for the year ended 31 March 2024. The accounting for the share-repurchase programme takes into consideration the cross-holding agreement between Prosus and Naspers up until its removal in September 2023 and is implemented in accordance with the applicable laws and regulations as well as the authority granted by shareholders.

Voluntary share exchange transaction, the cross-holding structure and its cancellation

In August 2021 Prosus completed a voluntary share exchange transaction with Naspers shareholders. This offered Naspers shareholders the opportunity to tender their existing Naspers N ordinary shares for newly issued Prosus N ordinary shares.

Since the completion of the voluntary share exchange transaction, Prosus' interest in Naspers is accounted for based on the substance of the transaction, taking into consideration the cross-holding agreement between Prosus and Naspers that became effective simultaneously with the closing of the transaction. The cross holding agreement was removed in September 2023.

The cross-holding agreement mandated that Prosus waived 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' interest in Naspers attributable to the residual interest in the Naspers group was recognised as a financial asset at fair value through other comprehensive income (FVOCI). The portion of the interest in Naspers that related to Prosus' underlying investments was accounted for as a shareholder distribution. This was recognised in equity in the 'Business combination reserve'. This portion of the transaction was therefore treated as a transaction with shareholders in contemplation of a capital restructure.

At 31 March 2023, Prosus held a 52.5% fully diluted interest in Naspers representing a 52.7% economic interest.

In September 2023, the group removed the cross-holding structure which was implemented by a number of transaction steps including the share consolidation and disposal of the Naspers ordinary shares N held by Prosus. Prosus therefore no longer holds an interest in Naspers and as a result the above accounting was unwound and the residual asset in Naspers was derecognised. Refer to note 5.

Notes to the consolidated financial statements
for the year ended 31 March 2024

Earnings per share and equity

23. Share capital and premium continued

Share-repurchase programme

Repurchase of Prosus ordinary shares N

As part of the repurchase programme, Prosus repurchased 165 373 009 (2023: 152 797 117) Prosus ordinary shares N for a total consideration of US$7.2bn (2023: US$10.0bn), of which US$7.3bn (2023: US$9.9bn) was paid in cash, including the amount accrued in the prior year.

The Prosus ordinary shares N acquired by the group are classified as treasury shares. These are recognised in 'Treasury shares' on the consolidated statement of financial position. The treasury shares were recognised at a cost of US$7.2bn (2023: 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.

Treasury shares

The group holds a total of 83 236 979 ordinary shares N (2023: 152 797 117), or 3.23% (2023: 7.63%), of the gross number of ordinary shares N in issue at 31 March 2024 as treasury shares. The group will hold these treasury shares until they are cancelled. For withholding tax purposes for these shares repurchased, the company financial statements of Prosus N.V. are leading.

During the current year, the group cancelled 234 933 146 (2023: 69 825 860), ordinary shares N.

Voting and dividend rights

The company's issued share capital at 31 March 2024 consists of 6 446 739 (2023: 4 456 650) ordinary shares A1, 2 869 537 584 ordinary shares B (2023: 1 128 507 756) and 2 577 417 975 (2023: 2 003 817 745) ordinary shares N.

The ordinary shares N are listed on the Euronext Amsterdam stock exchange with a secondary listing on the JSE and A2X markets, on a poll, carry one vote per share. The ordinary shares A1 and B are not listed on a stock exchange and, on a poll, carry one vote per share. The ordinary shares A1 automatically convert to ordinary shares A2 carrying 1 000 votes per share, if Naspers makes, or is obliged to make, a filing with the Netherlands Authority for the Financial Markets that it ceases to be entitled to exercise at least 50% plus one vote of the total number of voting rights that may be exercised at a general meeting.

In terms of the Prosus' articles of association, ordinary shareholders N are entitled to dividends. The dividends declared to ordinary shareholders A are equal to one-fifth of the dividends to which Prosus' free-float ordinary shareholders N are entitled. The dividends declared to ordinary shareholders B are equal to one millionth of the dividends to which Prosus ordinary shareholders N are entitled.

In respect of all other rights, the ordinary shares A and B rank pari passu with the ordinary shares N of the company.

Share capital and share premium

Refer to the company financial statements for a reconciliation of group equity to the company's equity. Significant differences from the equity of the company arise from the accounting treatment of the restructuring that occurred upon formation of the Prosus group.

Unissued share capital

The directors of the company have authority, until the next annual general meeting, to allot and issue the unissued 2 422 582 025 ordinary shares N, 3 553 261 A1, 10 000 A2 ordinary shares and 130 462 416 B ordinary shares of the company. This authority was granted by the Netherlands Authority for the Financial Markets subject to the provisions of the Dutch Civil Code *(Burgerlijk Wetboek)*, other applicable Dutch laws and regulations and any other exchange on which the shares of the company may be quoted or listed from time to time.

	2024 Number of shares N	2023 Number of shares N
Movement in ordinary shares N in issue during the year		
Ordinary shares N in issue at 1 April	**2 003 817 745**	2 073 643 605
Ordinary shares cancelled	**(234 933 146)**	(69 825 860)
Ordinary shares N capitalisation issue[1]	**808 533 377**	–
Shares in issue at 31 March	**2 577 417 976**	2 003 817 745
Movement in ordinary shares held as treasury shares during the year		
Shares held as treasury shares at 1 April	**152 797 117**	69 825 860
Ordinary shares cancelled	**(234 933 146)**	(69 825 860)
Shares acquired under the share-repurchase programme	**165 373 008**	152 797 117
Shares held as treasury shares at 31 March	**83 236 979**	152 797 117
Net number of ordinary shares in issue at 31 March	**2 494 180 997**	1 851 020 628

1 *The weighted average number of shares for the period ended 31 March 2023 for purposes of note 22, have been adjusted to include those shares issued for no consideration from the start of the earliest period presented, ie 1 April 2022 to permit comparability in accordance with IAS 33* Earnings Per Share.

Capital management

The group's objectives when managing capital are to safeguard its ability to continue as a going concern, so that it can continue to provide adequate returns to shareholders and benefits for other stakeholders by pricing products and services commensurately with the level of risk.

The group relies upon distributions, including dividends, from its subsidiaries, associates and joint ventures to generate the funds necessary to meet the obligations and other cash flow requirements of the combined group. The operations of the group have historically been funded in a number of ways, including both debt and equity financing. Recent acquisitions were primarily funded through debt financing. The group's businesses are beginning to scale and accordingly, they are expected to become cash generative and able to sustain their operating capital requirements. The group received US$759m (2023: US$565m) in cash dividends from Tencent during the year.

The group's general business strategy is to acquire developing businesses and to provide funding to meet the cash needs of those businesses until they can, within a reasonable period of time, become self-funding. Funding is provided through a combination of loans and share capital, depending on the country-specific regulatory requirements. From a subsidiary's perspective, intergroup loan funding is generally considered to be part of the capital structure. The focus on increased profitability and cash flow generation will continue into the foreseeable future, although the group will continue to actively evaluate potential growth opportunities within its areas of expertise.

The group will also grow its business in the future by making equity investments in growth companies. The group anticipates that it may fund future acquisitions and investments through the issue of debt and equity instruments and utilisation of available cash resources.

The group follows a risk-based approach to the determination of the optimal capital structure. The group manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or modify the capital structure, the group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

Notes to the consolidated financial statements
for the year ended 31 March 2024

Earnings per share and equity

23. Share capital and premium continued

Capital management continued

Below is a summary of the group bonds in issue for the year ended 31 March 2024:

Currency of year-end balance	Listing date[1]	Year of final repayment	Fixed interest rate	Interest payments	31 March 2024 US$'m	2023 US$'m
US$	Jul 2015	2025	5.50%	Semi-annual	**225**	225
US$	Jul 2017	2027	4.85%	Semi-annual	**614**	614
US$	Jan 2020	2030	3.68%	Semi-annual	**1 250**	1 250
EUR	Aug 2020	2028	1.54%	Annual	**917**	921
EUR	Aug 2020	2032	2.03%	Annual	**810**	813
US$	Aug 2020	2050	4.03%	Semi-annual	**1 000**	1 000
US$	Dec 2020	2051	3.83%	Semi-annual	**1 500**	1 500
US$	Jul 2021	2031	3.06%	Semi-annual	**1 850**	1 850
EUR	Jul 2021	2033	1.99%	Annual	**918**	921
EUR	Jul 2021	2029	1.29%	Annual	**1 080**	1 084
US$	Jan 2022	2052	4.99%	Semi-annual	**1 250**	1 250
US$	Jan 2022	2032	4.19%	Semi-annual	**1 000**	1 000
US$	Jan 2022	2027	3.26%	Semi-annual	**1 000**	1 000
EUR	Jan 2022	2034	2.78%	Annual	**701**	705
EUR	Jan 2022	2030	2.09%	Annual	**648**	650
EUR	Jan 2022	2026	1.21%	Annual	**539**	543
					15 302	15 326

1 *The publicly traded bonds are listed on the Irish Stock Exchange (Euronext Dublin).*

Undrawn revolving credit facility

The group has an undrawn multi-currency revolving credit facility (RCF) of US$2.5bn which matures in March 2029. The RCF is undrawn, and loans drawn under the facility bears interest at the respective currency term reference rate (eg EURIBOR for EUR), or compounded reference rate (eg a secured overnight financing rate (SOFR) for US dollar) plus a variable mark-up based on credit rating varying between 0.65% and 1.10% (currently 0.80%) before commitment and utilisation fees.

The borrower under the undrawn RCF of US$2.5bn (2023: undrawn balance of US$2.5bn) (refer to the group's unutilised banking facilities disclosed in note 40) is Prosus N.V. The borrower is obligated to pay a commitment fee equal to 35% of the applicable margin under the RCF. The undrawn balance of the RCF is available to fund future investments and development expenditure by the group.

The group has specific financial covenants in place to govern its RCF, all of which were complied with during the reporting period. These financial covenants are linked to various financial metrics including the ratio of the group's debt to the value of its investment portfolio.

Interest-bearing debt-to-equity ratio

As of 31 March 2024, the group had total interest-bearing debt (including capitalised lease liabilities) of US$16.2bn (2023: US$16.1bn) and a cash balance including short-term cash investments of US$16.0bn (2023: US$16.2bn). The interest-bearing debt-to-equity ratio was 39% at 31 March 2024 (31 March 2023: 36%) due to the group's cash position and accumulated equity reserves. The group excludes capitalised lease liabilities from total interest-bearing debt when evaluating and managing capital. These items are considered to be operating in nature. The adjusted total interest-bearing debt (excluding capitalised lease liabilities) was US$16.0bn (2023: US$15.9bn) and the adjusted interest-bearing debt-to-equity ratio was 39% at 31 March 2024 (2023: 36%). The group does not have a formal targeted debt-equity ratio.

The group's listed bonds are rated by Moody's and Standard & Poor's (S&P) as Baa3 and BBB and have a positive and stable outlook respectively.

Financial assets and liabilities

24. Other reserves

	31 March 2024 US$'m	2023 US$'m
Other reserves in the statement of financial position comprise:		
Foreign currency translation reserve	**(2 934)**	(1 990)
Valuation reserve	**(2 610)**	(1 929)
Existing control business combination reserve (BCR)	**(45 750)**	(45 681)
Share-based compensation reserve	**4 427**	3 844
	(46 867)	(45 756)

Foreign currency translation reserve

The foreign currency translation reserve relates to exchange differences arising on the translation of foreign operations' income statements and statements of comprehensive income at average exchange rates for the year and their statements of financial position at the ruling exchange rates at the reporting date if the functional currency differs from the group's presentation currency. The movement on the foreign currency translation reserve for the year relates primarily to the effects of foreign exchange rate fluctuations related to the group's net investments in its subsidiaries.

Valuation reserve

The valuation reserve relates to fair value changes in financial assets at fair value through other comprehensive income, differences between the fair value and the contractually stipulated value of shares issued in business combinations and other acquisitions. Furthermore, the valuation reserve includes the group's share of equity-accounted investees' revaluations of their financial assets at fair value through other comprehensive income and other changes in net asset value of the equity-accounted investees.

Other changes in net assets of the associate and joint ventures include changes in their share-based compensation reserve, transactions with non-controlling shareholders and other direct equity movements. The components of the valuation reserve may subsequently be reclassified to profit or loss except for fair value gains or loss relating to the group's financial assets at fair value through other comprehensive income, fair value gains or losses from equity accounted investments' financial assets at fair value through other comprehensive income and other direct reserve movements of equity-accounted investments.

Share-based compensation reserve

The grant date fair value of share incentives issued to employees in equity-settled share-based payment transactions is accounted for in the share-based compensation reserve over the vesting period, if any. The reserve is adjusted at each reporting period when the entity revises its estimates of the number of share incentives that are expected to vest. The impact of revisions of original estimates, if any, is recognised in the consolidated income statement, with a corresponding adjustment to this reserve in equity. Upon vesting of share-based compensation benefits, the reserve is reclassified to retained earnings.

A significant proportion of the group's foreign currency translation, valuation and share-based compensation reserves relates to the group's interests in its equity-accounted investments, particularly Tencent.

Notes to the consolidated financial statements
for the year ended 31 March 2024

Earnings per share and equity

24. Other reserves continued

Existing control business combination reserve

The existing control business combination reserve is used to account for transactions with non-controlling shareholders, written put option liabilities and the impact of the removal of the cross-holding structure between Naspers and Prosus. For transactions with non-controlling shareholders, the excess of the cost of the transactions over the acquirer's proportionate share of the net asset value acquired/sold is allocated to this reserve in equity. Written put option liabilities and other obligations that may require the group to purchase its own equity instruments by delivering cash or another financial asset are also initially recognised from this reserve. Similarly, written put option liabilities and other similar obligations are reclassified to this reserve in the event of cancellation or expiry. As part of the voluntary exchange transaction, Prosus obtained an interest in Naspers. Based on the substance of the transaction, the portion of the interest in Naspers that relates to Prosus' underlying investments is accounted for as a shareholder distribution. This portion is recognised in this reserve. It represents a transaction with shareholders in contemplation of a capital restructure.

Upon cancellation of the cross-holding structure, this reserve related to the capital restructure which was not released to another component of equity.

Below is a summary of the group's significant transactions with non-controlling shareholders during the year:

	31 March 2024			31 March 2023		
	Shareholding acquired/ (disposed) %	**Purchase Price US$'m**	**BCR US$'m**	Shareholding acquired/ (disposed) %	Purchase price US$'m	BCR US$'m
PaySense Private Limited	**14.63**	**112**	**(105)**	–	–	–
Dante International SA (eMAG)	**6.57**	**165**	**(158)**	0.51	9	(9)
iFood.com (iFood)[1]	**–**	**–**	**–**	33.33	1 626	(1 562)
Red Dot Payment Pte. Ltd	**–**	**–**	**–**	22.45	17	(17)
Carsmile S.A.	**–**	**–**	**–**	34.40	14	(14)
		277	**(263)**		1 666	(1 602)

1 *Purchase price for this transaction includes the fair value of the contingent consideration on the date of the transaction. Refer to note 5.*

Financial assets and liabilities

25. Retained earnings

The board recommends that shareholders receive a distribution of 10 euro cents per share, which currently represents an increase of approximately 43% 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 1 November 2024 (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 21 August 2024, elections to receive a dividend instead of a capital repayment will need to be made by holders of ordinary shares N by 18 November 2024.

Capital repayments and dividends will be payable to shareholders recorded in our books on the dividend record date and paid on 26 November 2024. 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.

More information on the distribution will be published following approval at the annual general meeting.

Financial assets and liabilities

Financial assets

AP

Accounting policy

Classification, initial recognition and measurement

Financial assets are initially recognised when the group becomes a party to the contractual provisions of the instrument.

On initial recognition, financial assets are classified as financial assets measured at amortised cost, fair value through other comprehensive income or fair value through profit or loss. The classification is based on the objectives of the business model within which the financial asset is held and the characteristics of its contractual cash flows.

The group assesses the objective of the business model in which a financial asset is held based on all relevant evidence that is available at the date of assessment including how the performance of the financial asset is evaluated and reported to management and the risks affecting the performance of the financial asset as well as how those risks are managed.

In evaluating the contractual cash flows of a financial asset, the group considers its contractual terms, including assessing whether the financial asset is subject to contractual terms that change (or could potentially change) the timing or amount of associated future cash flows.

A financial asset is measured at amortised cost if it is held within a business model whose objective is to hold assets to collect contractual cash flows and its contractual cash flows represent solely payments of principal and interest on the amount outstanding. In making this assessment, the group considers the effect of terms (including conversion, prepayment and extension features) that may affect the timing and/or amounts of cash flows.

Financial assets classified as at amortised cost include trade, financing and other receivables, related party receivables and cash and cash equivalents.

All financial assets not classified as at amortised cost or at fair value through other comprehensive income are measured at fair value through profit or loss. This includes derivative financial assets other than those forming part of effective hedging relationships to which hedge accounting is applied. A financial asset is classified in this category at initial recognition if it is acquired principally for the purpose of selling in the short term, if it forms part of a portfolio of financial assets in which there is evidence of short-term profit making, or, if it is designated in this category to eliminate or significantly reduce an accounting mismatch that would otherwise arise.

Purchases and sales of financial assets are recognised on the trade date, which is the date that the group commits to purchase or sell the asset. Financial assets (excluding trade receivables that are not subject to a significant financing component) are initially measured at fair value plus, for an instrument not at fair value through profit or loss, transaction costs directly attributable to its acquisition or issue. Trade receivables that are not subject to significant financing components are initially measured at the relevant transaction prices.

Financial assets are presented as non-current assets, except for those with maturities within 12 months from the statement of financial position date, which are classified as current assets.

On initial recognition of an equity investment that is not held for trading, the group may irrevocably elect to present subsequent changes in the fair value of such investments in other comprehensive income. This election is made on an investment-by-investment basis. These investments are classified as financial assets at fair value through other comprehensive income. The group has classified all equity investments that do not represent investments in subsidiaries, associates or joint ventures in this category.

Subsequent measurement

Amortised cost financial assets are subsequently measured using the effective interest method, reduced by relevant impairment allowances. Interest income, foreign exchange gains and losses and impairment losses on amortised cost financial assets are recognised in the consolidated income statement.

Changes in the fair value of equity investments classified as financial assets at fair value through other comprehensive income are recognised in the consolidated statement of other comprehensive income and are accumulated in the valuation reserve in the consolidated statement of changes in equity.

Dividends received on equity investments at fair value through other comprehensive income are recognised in the consolidated income statement. On derecognition of financial assets at fair value through other comprehensive income, fair value changes accumulated in the valuation reserve are transferred to retained earnings.

Notes to the consolidated financial statements
for the year ended 31 March 2024

Financial assets and liabilities

Financial assets continued

AP

Accounting policy continued

Subsequent measurement continued

Financial assets at fair value through profit or loss are subsequently carried at fair value with changes in fair value included in 'Other (losses)/gains – net' in the consolidated income statement.

Refer to note 41 for the group's fair value measurement methodology regarding financial assets.

Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or where they have been transferred and the group has also transferred substantially all risks and rewards of ownership.

Financial assets are offset and the net amount reported in the consolidated statement of financial position when there is a legally enforceable right to offset the recognised amounts and there is an intention to realise the asset and settle a related financial liability simultaneously.

Impairment

The group recognises expected credit losses (impairment allowances) on financial assets measured at amortised cost and accrued income balances. The group assesses, on a forward-looking basis, the impairment allowances associated with these financial assets and makes use of provision matrices relevant to its various operations in establishing impairment allowances, specifically for trade receivables.

For trade and other receivables, including accrued income balances, the group measures impairment allowances at an amount equal to the lifetime expected credit losses on these financial assets when there is no significant financing component. Lifetime expected credit losses are those losses that result from all possible default events over the expected life of the financial instrument and it does not require the tracking of credit risk.

For financing receivables, related party and other loans and receivables, the impairment loss allowance is based on a general expected credit loss model. The measurement of the impairment loss allowance on these loans and receivables is based on the assessment of whether there has been a significant increase in credit risk since initial recognition.

Where there has not been a significant increase in credit risk since initial recognition expected credit losses are measured as 12-month expected credit losses. These are referred to as stage 1 financial assets. Where there has been a significant increase in credit risk since initial recognition but the financial asset is not yet credit impaired, expected credit losses are recognised as lifetime credit losses. These are referred to as stage 2 financial assets. Where there has been a significant increase in credit risk since initial recognition and the financial asset is credit impaired or in default, expected credit losses are recognised as lifetime credit losses. These are referred to as stage 3 financial assets.

The credit risk of a financial asset is assumed to have increased significantly since initial recognition if at the end of the reporting period the contractual payments are more than 30 days past due.

The group considers a financial asset to be in default when the borrower is unlikely to pay its credit obligations in full or the outstanding amount exceeds its contractual payment terms on the reporting date and it has been 90 days past due.

At each reporting date the group assesses whether financial assets at amortised cost and/or accrued income balances are credit impaired. Financial assets are considered credit impaired when one or more events that have a detrimental impact on expected future cash flows have occurred. Evidence that a financial asset is credit impaired includes but is not limited to significant financial difficulty experienced by the borrower, a breach of contract such as defaulting on contractually due repayments or the probability of the borrower entering bankruptcy.

Financial assets are fully provided for or written off (either partially or in full) as per the accounting policy above. However, financial assets that are written off could still be subject to enforcement activities under the group's recovery procedures, considering legal advice where appropriate. Any recoveries made are recognised in the consolidated income statement.

Impairment allowances for financial assets measured at amortised cost and accrued income balances are recognised in the consolidated income statement in an impairment allowance account. The gross carrying amount of the financial assets is reduced by the impairment loss allowance and is written off when the group has no reasonable expectation of recovering the financial asset in its entirety or a portion thereof.

Refer to note 40 for further details regarding the group's credit risk management.

26. Cash and cash equivalents

AP

Accounting policy

Cash and cash equivalents are carried in the consolidated statement of financial position at amortised cost (other than money market funds) which equals the cost or face value of the asset. Cash comprises cash on hand and deposits held at call with banks. Certain cash balances are restricted from immediate use according to terms with banks or other financial institutions. For purposes of the consolidated statement of cash flows, cash and cash equivalents are presented net of bank overdrafts.

Cash equivalents include money market funds at fair value through profit or loss. These funds have a maturity of three months or less, are highly liquid and include cash flows which are not solely payments of principal and interest as well as subject to insignificant changes in value.

	31 March	
	2024 US$'m	2023 US$'m
Cash at bank and on hand	**1 539**	1 136
Short-term bank deposits[1]	**636**	8 429
Bank overdrafts	**(15)**	(28)
	2 160	9 537
Restricted cash		
The following cash balances are restricted from immediate use:		
Classifieds	**42**	29
Payments and Fintech	**186**	455
Etail	**44**	41
Food Delivery	**94**	–
Other Ecommerce	**52**	3
Total restricted cash	**418**	528

1 *Included in short-term bank deposits is an amount of US$nil (2023: US$447m) which represents 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.*

Restricted cash is included in cash and cash equivalents due to the fact that it mostly relates to cash held on behalf of customers.

Notes to the consolidated financial statements
for the year ended 31 March 2024

Financial assets and liabilities

27. Short-term investments

AP Accounting policy
Short-term investments are cash investments with maturities of more than three months from the date of acquisition. On initial recognition, short-term investments are recognised at fair value plus directly attributable transaction costs and are subsequently measured at amortised cost.

The carrying values of short-term investments as at 31 March are shown below:

	Weighted average interest rate %	31 March 2024 US$'m	31 March 2023 US$'m
Deposits and money market investments	5.56	**13 527**	6 602
Reverse-repos	5.78	**103**	–
Accrued interest income		**204**	124
		13 834	6 726

The deposits, money-market funds and reverse-repos of US$13.6bn (2023: US$6.6bn) are mostly denominated in US dollar and euro.

The above investments are cash investments with maturity dates (from the date of acquisition) of between three and 12 months and have accordingly not been disclosed as part of cash and cash equivalents. They are part of the liquidity management strategy of the group. The company provides cash to counter-parties for investment in these assets which generate interest and is then returned on maturity.

Short-term investments are classified as financial assets at amortised cost. Due to their short-term nature, the carrying values of these investments are considered to be a reasonable approximation of their fair values. None of the group's short-term investments were past due or subject to significant impairment allowances as at 31 March 2024.

The group is exposed to counterparty risk, liquidity risk and market risk through these investments. To mitigate these risks, the group only transacts with counterparties of high credit quality, monitors the market value of the investments, and diversifies its investments. Most short-term investments are held in the same currency as the respective entity's functional currency. However, there are certain money markets investments held in foreign currency by entities with US dollar functional currencies which gives rise to foreign currency risk. Due to the nature of short-term investments, there is an insignificant exposure to price risk.

Refer to note 40 for further information regarding the credit risk and foreign currency risk of short-term investments.

28. Other investments

	31 March 2024 US$'m	31 March 2023 US$'m
Investments at fair value through other comprehensive income	**5 645**	7 528
Investments at fair value through profit or loss	**48**	34
Investments at amortised cost	**25**	8
Total other investments	**5 718**	7 570
Current portion of other investments	**(3 185)**	(4 707)
Investments at fair value through other comprehensive income	**(3 185)**	(4 707)
Non-current portion of other investments	**2 533**	2 863

Reconciliation of investments at fair value through other comprehensive income

	31 March 2024 US$'m	31 March 2023 US$'m
Opening balance	**7 528**	5 918
Fair value adjustments recognised in OCI[1]	**(1 775)**	(158)
Purchases/additional contributions[2]	**164**	4 724
Loss of significant influence of investments in associate[3]	**–**	830
Disposals[4]	**(15)**	(3 775)
Transfers to equity-accounted investments	**(40)**	–
Transfers to fair value through profit and loss	**(7)**	–
Impact of the removal of the cross-holding structure[5]	**(211)**	10
Foreign currency translation effects	**1**	(21)
Closing balance	**5 645**	7 528

1 The significant movement in the current year relates primarily to the revaluation of Meituan.
2 This includes cash and non-cash purchases. The significant movement in the prior year relates to the Meituan dividend in specie received from Tencent.
3 The significant movement in the prior year relates to the investments in BYJU'S and Udemy upon loss of significant influence.
4 The significant movement in the prior year relates to the disposal of the JD.com investment.
5 The current period includes the deemed disposal of the residual asset in Naspers, which was derecognised due to the removal of the group's cross-holding structure. Refer to note 5.

Notes to the consolidated financial statements
for the year ended 31 March 2024

Financial assets and liabilities

28. Other investments continued

Significant equity investments at fair value through other comprehensive income

Significant equity investments at fair value through other comprehensive income include the following:

	31 March Fair value 2024 US$'m	31 March Fair value 2023 US$'m
Listed investments		
Trip.com Group Limited	**1 317**	1 130
Meituan[1]	**3 185**	4 707
Udemy	**188**	151
DoorDash Inc.	**118**	51
Other	**–**	5
	4 808	6 044
Unlisted investments		
BYJU'S[2]	**–**	493
Residual interest in the Naspers group[3]	**–**	206
GoStudent	**68**	160
Creditas Financial Solutions Limited	**148**	62
Urbanclap Technologies	**95**	84
WayFlyer	**46**	43
Bilt Techonologies	**39**	10
Pantera Venture Funds	**32**	41
Other[4]	**409**	385
	837	1 484
Total other investments	**5 645**	7 528

1 The group obtained its interest in Meituan as a dividend in specie declared from Tencent.
2 The group wrote down its investment during the current year.
3 The current year includes the deemed disposal of the residual asset in Naspers, which was derecognised due to the removal of the group's cross-holding structure. Refer to note 5.
4 Other includes various investments of less than US$30m that are not individually material.

Fair value gains or losses on investments held at fair value through other comprehensive income are not reclassified to the consolidated income statement. These investments are not held for trading.

29. Trade and financing receivables

Trade receivables

	31 March 2024 US$'m	31 March 2023 US$'m
Carrying value		
Trade receivable, gross	**309**	276
Less: allowance for impairment of trade receivables	**(31)**	(28)
	278	248
Less: non-current portion of trade receivables	**–**	–
Current portion of trade receivables	**278**	248
The movement in the allowance for impairment of trade receivables during the year was as follows:		
Opening balance	**(28)**	(28)
Additional allowances charged to the income statement	**(16)**	(16)
Allowances reversed through the income statement	**10**	14
Allowances utilised	**1**	–
Transferred to assets classified as held for sale	**2**	1
Foreign currency translation effects	**–**	1
Closing balance	**(31)**	(28)

Financing receivables

	31 March 2024 US$'m	31 March 2023 US$'m
Carrying value		
Financing receivable, gross[1]	**607**	453
Less: allowance for impairment of financing receivables	**(50)**	(42)
	557	411
Less: non-current portion of financing receivables[1]	**(197)**	(133)
Current portion of financing receivables	**360**	278
The movement in the allowance for impairment of financing receivables during the year was as follows:		
Opening balance	**(42)**	–
Additional allowances charged to the income statement	**(19)**	(42)
Allowances reversed through the income statement	**7**	–
Transferred to assets classified as held for sale	**4**	–
Closing balance	**(50)**	(42)

1 Financing receivables relate to the group's credit business. The credit business provides financing for goods sold and credit offerings provided. The non-current portion relates to the financing receivables for the credit business.

Notes to the consolidated financial statements
for the year ended 31 March 2024

Financial assets and liabilities

29. Trade and financing receivables continued

The group's maximum exposure to credit risk at the reporting date is the carrying value of the trade and financing receivables mentioned above. The group does not hold any form of collateral as security relating to trade receivables. Refer to note 40 for the group's credit risk management.

At 31 March 2024 and 2023, the total allowance for impairment of trade and financing receivables comprised both portfolio allowances and specific allowances. The majority of the allowance related to a portfolio allowance, which cannot be identified with specific receivables. The portfolios are based on the nature of the receivables, the revenue stream and geographic region.

The group recognises an allowance for expected credit losses for its trade and financing receivables. The expected credit loss assessment incorporates historical and forward-looking information, taking into account all reasonable and supportable information about the likelihood that counterparties would breach their agreed payment terms and any deterioration of their credit ratings. Where relevant, additional expected credit losses were accounted for when deemed necessary. The increase in the expected credit losses in the current year relate primarily to the trade and financing receivables of the Payments and Fintech segment as a result of its growing credit business.

In the prior year the increase in the expected credit losses related to the OLX Autos trade business as a result of the decision to exit the business.

Overall, the expected credit loss allowance did not have a material impact on the group's trade receivables for the year ended 31 March 2024 and 31 March 2023.

The ageing of trade and financing receivables as well as the amount of the impairment allowance per age class is presented below:

Trade receivables

	31 March 2024			31 March 2023		
	Carrying value US$'m	**Impairment US$'m**	**Expected loss rate (%)**	Carrying value US$'m	Impairment US$'m	Expected loss rate (%)
Current	**220**	**(2)**	**1**	198	(1)	1
Past due 30 to 59 days	**43**	**(5)**	**12**	30	(4)	13
Past due 60 to 89 days	**8**	**(1)**	**13**	11	(1)	9
Past due 90 to 119 days	**4**	**(1)**	**25**	4	(1)	25
Past due 120 days and older	**34**	**(22)**	**65**	33	(21)	64
	309	**(31)**		276	(28)	

Financing receivables

	31 March 2024			31 March 2023		
	Carrying value US$'m	**12-month expected credit loss US$'m**	**Expected loss rate (%)**	Carrying value US$'m	12-month expected credit loss US$'m	Expected loss rate (%)
Current[1]	**569**	**(29)**	**5**	408	(17)	4
Past due 30 to 59 days[1]	**13**	**(4)**	**31**	13	(4)	31
Past due 60 to 89 days[1]	**8**	**(4)**	**50**	9	(4)	44
Past due 90 to 119 days[2]	**5**	**(4)**	**80**	10	(6)	60
Past due 120 days and older[3]	**12**	**(9)**	**75**	13	(11)	85
	607	**(50)**		453	(42)	

1 Considered stage 1 for expected credit loss assessment.
2 Considered stage 2 for expected credit loss assessment.
3 Considered stage 3 for expected credit loss assessment.

Financial liabilities

AP Accounting policy

Financial liabilities are recognised when the group becomes party to the contractual provisions of the relevant instrument. The group classifies financial liabilities at amortised cost or at fair value through profit or loss.

Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses on these financial liabilities are recognised in the consolidated income statement. Other financial liabilities comprise primarily trade and other payables, borrowings and written put option liabilities. These financial liabilities are initially recognised at fair value, net of transaction costs.

Written put option liabilities represent contracts that impose (or may potentially impose) an obligation on the group to purchase its own equity instruments (including the shares of a subsidiary) for cash or another financial asset. Written put option liabilities are initially raised from the 'Existing control business combination reserve' in equity at the present value of the expected redemption amount payable. Simultaneously, the group may still recognise non-controlling interest where the risks and rewards of ownership are not deemed to have been transferred to the group on initial recognition of the written put option liability. Subsequent revisions to the expected redemption amount payable as well as the unwinding of the discount related to the measurement of the present value of the written put option liability, are recognised in 'Existing control business combination reserve' in equity. Where a written put option liability expires unexercised or is cancelled, the carrying value of the financial liability is derecognised through the 'Existing control business combination reserve' in equity.

Written put options that provide the group with the discretion to settle its obligations in the group's own equity instruments (including the shares of a subsidiary) are also accounted for as outlined above. Written put option liabilities are presented within 'Other non-current liabilities and other current liabilities' in the consolidated statement of financial position. Written put option liabilities that are linked to a committed employment period are accounted for as share-based compensation benefits. The expected redemption amounts payable for these written put options is dependent on the completion of an employment service period (refer to share-based compensation accounting policy).

Financial liabilities are presented as current liabilities if payment is due or could be demanded within 12 months (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities.

Financial liabilities are offset and the net amount reported in the consolidated statement of financial position when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis. Financial liabilities are derecognised when the contractual obligation is discharged, cancelled or when it expires.

Notes to the consolidated financial statements
for the year ended 31 March 2024

Financial assets and liabilities

30. Long-term liabilities

	31 March 2024			31 March 2023		
	Long-term liabilities US$'m	**Current portion US$'m**	**Total liabilities US$'m**	Long-term liabilities US$'m	Current portion US$'m	Total liabilities US$'m
Interest-bearing	**15 735**	**472**	**16 207**	15 746	379	16 125
Capitalised lease liabilities	**126**	**45**	**171**	150	54	204
Loans and other liabilities	**15 609**	**427**	**16 036**	15 596	325	15 921
Non-interest-bearing	**4**	**–**	**4**	22	88	110
Loans and other liabilities	**4**	**–**	**4**	22	88	110
Total liabilities	**15 739**	**472**	**16 211**	15 768	467	16 235

Interest-bearing: Capitalised lease liabilities

				31 March	
Type of lease	**Currency of year-end balance**	**Year of final repayment**	**Weighted average interest rate**	**2024 US$'m**	2023 US$'m
Buildings	Various	2024 – 2038	2.02% – 14.77%	**131**	167
Computers, furniture and office equipment	Various	2024 – 2027	2.98% – 9.73%	**22**	16
Vehicles	Various	2024 – 2029	2.88% – 14.5%	**18**	21
Total capitalised lease liabilities				**171**	204

Maturity profile

	31 March	
	2024 US$'m	2023 US$'m
Minimum instalments		
Payable within year one	**50**	58
Payable within year two	**44**	50
Payable within year three	**34**	37
Payable within year four	**25**	31
Payable within year five	**17**	18
Payable after year five	**17**	29
	187	223
Future finance costs on capitalised lease liabilities	**(16)**	(19)
Present value of capitalised lease liabilities	**171**	204
Present value		
Payable within year one	**45**	54
Payable within year two	**40**	46
Payable within year three	**31**	33
Payable within year four	**24**	27
Payable within year five	**17**	16
Payable after year five	**14**	28
Present value of capitalised lease liabilities	**171**	204

Interest-bearing: Loans and other liabilities

					31 March	
	Asset secured	**Currency of year-end balance**	**Year of final repayment**	**Weighted average year-end interest rate %**	**2024 US$'m**	2023 US$'m
Unsecured[1]						
Publicly traded bond		US$	2025	5.50	**225**	225
Publicly traded bond		EUR	2026	1.21	**539**	543
Publicly traded bond		US$	2027	4.85	**614**	614
Publicly traded bond		US$	2027	3.26	**1 000**	1 000
Publicly traded bond		EUR	2028	1.54	**917**	921
Publicly traded note[2]		EUR	2029	1.29	**1 080**	1 084
Publicly traded bond		US$	2030	3.68	**1 250**	1 250
Publicly traded bond		EUR	2030	2.09	**648**	650
Publicly traded bond		US$	2031	3.06	**1 850**	1 850
Publicly traded bond		US$	2032	4.19	**1 000**	1 000
Publicly traded note[3]		EUR	2032	2.03	**810**	813
Publicly traded bond		EUR	2033	1.99	**918**	921
Publicly traded bond		EUR	2034	2.78	**701**	705
Publicly traded bond		US$	2050	4.03	**1 000**	1 000
Publicly traded bond		US$	2051	3.83	**1 500**	1 500
Publicly traded bond		US$	2052	4.99	**1 250**	1 250
Citi Bank CP		BRL	2024-2025	8.70-9.50	**66**	–
Various institutions		Various	Various	Various	**46**	77
Secured[4]						
FIDC Quote holder	Debtors book	BRL	2024	9.29	**76**	–
Syndicated Facility	Debtors book	INR	2024-2028	7.00-10.65	**304**	190
Fondo de Inversion Activa	Debtors book	CLP	2024	8.00-15.00	**14**	55
Exim Bank S.A & Raiffeisen Bank[5]	Building	EUR	2028	EURIBOR 1M + 1.41	**59**	30
Exim Bank S.A.	Building	EUR	2029	EURIBOR 1M + 1.6	**–**	17
Raiffeisen Bank	Building	EUR	2031	EURIBOR 3M + 1.6	**33**	45
Various institutions		Various	Various	Various	**77**	130
Total facilities					**15 977**	15 870
Unamortised loan costs					**(78)**	(87)
Premium on euro bonds[2, 3]					**12**	14
Accrued interest					**125**	124
					16 036	15 921

1 The publicly traded bonds are listed on the Irish Stock Exchange (Euronext Dublin). Refer to note 23.
2 The bond maturing in 2028 was issued in two tranches. The second tranche was issued at an issue price of 102.381% (plus EUR1.9m representing 127-days accrued interest in respect of the period from, and including, 3 August 2020), resulting in a premium of EUR8.3m which is included in the fair value of the bond at initial recognition and is subsequently released over the term of the bond.
3 The bond maturing in 2032 was issued in two tranches. The second tranche was issued at an issue price of 103.020% (plus EUR1.8m representing 127-days accrued interest in respect of the period from, and including, 3 August 2020), resulting in a premium of EUR7.6m which is included in the fair value of the bond at initial recognition and is subsequently released over the term of the bond.
4 Refer to note 43 for details of the group's assets pledged as collateral.
5 The loan is a joint facility between Exim Bank and Raiffeisen Bank.

Notes to the consolidated financial statements

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Financial assets and liabilities

30. Long-term liabilities continued

Non-interest-bearing: Loans and other liabilities

Loans	Currency of year-end balance	Year of final repayment	31 March 2024 US$'m	31 March 2023 US$'m
Unsecured				
Earn-out obligations	Various	Conditional	**4**	109
Other	Various	Various	**–**	1
			4	110
Total long-term liabilities				
Repayment terms of long-term liabilities (excluding capitalised lease liabilities)				
Payable within year one			**427**	460
Payable within year two			**951**	90
Payable within year three			**1 052**	870
Payable within year four			**654**	1 015
Payable within year five			**968**	630
Payable after year five			**12 054**	13 039
			16 106	16 104
Premium on euro bonds			**12**	14
Unamortised loan costs			**(78)**	(87)
			16 040	16 031
Interest rate profile of long-term liabilities (long and short-term portion, including capitalised lease liabilities)				
Liabilities at fixed rates: 1 to 12 months			**363**	379
Liabilities at fixed rates: more than 12 months			**15 561**	15 543
Interest-free loans			**4**	110
Liabilities linked to variable rates			**283**	203
			16 211	16 235

Reconciliation of liabilities arising from financing activities

31 March 2024	Capitalised lease liabilities US$'m	Interest-bearing liabilities US$'m	Non-interest-bearing liabilities US$'m
Balance at 1 April 2023	**204**	**15 921**	**110**
Remeasurement of contingent obligation	**–**	**–**	**(88)**
Repayment of contingent obligation	**–**	**–**	**(6)**
Additional liabilities recognised	**47**	**59**	**–**
Additional working capital liabilities recognised	**–**	**147**	**–**
Repayments of capital portion of leases and long and short-term loans	**(60)**	**(54)**	**(39)**
Repayments of interest on capitalised lease liabilities	**(7)**	**–**	**–**
Interest accrued	**9**	**499**	**–**
Interest paid	**–**	**(498)**	**–**
Disposal of subsidiary	**–**	**(1)**	**–**
Amortisation of transaction costs	**–**	**7**	**–**
Foreign exchange translation	**(10)**	**(27)**	**–**
Transfer from related parties	**–**	**–**	**27**
Remeasurement of capitalised lease liabilities	**(10)**	**–**	**–**
Transfer to held for sale	**–**	**(11)**	**–**
Other	**(2)**	**(6)**	**–**
Balance at 31 March 2024	**171**	**16 036**	**4**
Less: Current portion	**(45)**	**(427)**	**–**
Non-current liabilities	**126**	**15 609**	**4**

31 March 2023	Capitalised lease liabilities US$'m	Interest bearing liabilities US$'m	Non-interest-bearing liabilities US$'m
Balance at 1 April 2022	263	15 829	81
Additional liabilities recognised	118	102	2
Additional working capital liabilities recognised	–	169	–
Additional earn-outs recognised	–	–	88
Repayments of capital portion of leases and long and short-term loans	(51)	(55)	(1)
Repayment of interest on capitalised lease liabilities	(11)	–	–
Settlements of preference share liability	–	–	(61)
Interest accrued	11	469	–
Interest paid	–	(469)	–
Disposal of subsidiary	–	(2)	–
Amortisation of transaction costs	(1)	7	–
Foreign exchange translation	(23)	(128)	6
Transfer to held for sale	(100)	–	–
Other	(2)	(1)	(5)
Balance at 31 March 2023	204	15 921	110
Less: Current portion	(54)	(325)	(88)
Non-current liabilities	150	15 596	22

Notes to the consolidated financial statements
for the year ended 31 March 2024

Financial assets and liabilities

31. Other non-current liabilities

	31 March 2024 US$'m	31 March 2023 US$'m
Written put option liabilities[1]	**688**	899
Deferred income	**62**	9
Total other liabilities	**750**	908
Less: Current portion of other liabilities	**(688)**	(773)
Non-current portion of other liabilities	**62**	135

1 *Relates to put options written over the non-controlling interests in the group's Dante International S.A. (eMAG), Extreme Digital Hungary (eMAG Hungary), Movile Internet Movel S.A.,GoodHabitz and various other smaller ecommerce units.*

During the year, the group recognised an aggregate gain on the remeasurement of written put option liabilities of US$171m (2023: US$168m). The movement in the written put option liability in the current year is predominantly due to the cancellation of written put option liabilities and changes in the non-controlling interests ownership of the subsidiaries. In the prior year the remeasurement was predominantly due to the cancellation of written put option liabilities and a decline in the group's ecommerce subsidiaries enterprise values used to determine the expected redemption amount payable.

The maturity profile of the group's written put option liabilities is detailed in the table below and reflects the first date on which the respective written put options can be contractually exercised:

	31 March 2024 US$'m	31 March 2023 US$'m
Exercisable within one year	**688**	773
Exercisable after two to five years	**–**	126
Total other liabilities	**688**	899

The group has the contractual discretion to settle all written put option obligations either in cash, Naspers N or Prosus ordinary shares N.

The majority of the group's written put option liabilities are exercisable when non-controlling shareholders exercise their put option right during the exercisable period, request an initial public offering (IPO) of the relevant group subsidiary and the IPO is either declined by the group or is ultimately unsuccessful.

Sensitivity analysis
The measurement of written put option liabilities is based on the value of the underlying businesses, calculated either through a discounted cash flow analysis or through transaction prices observed in orderly transactions. Accordingly, the measurement of written put option liabilities is subject to significant estimation uncertainty. At 31 March 2024, 94% (2023: 98%) of the total balance of written put option liabilities have been measured using discounted cash flow analyses based on the relevant group subsidiary 10-year budgeted cash flow and forecasts. The valuations were determined using the same inputs and methodology used for the enterprise value for equity compensation benefits.

The following analysis illustrates the sensitivity of written put option liabilities to reasonable changes in the most significant underlying variables used in their measurement:

	31 March 2024 US$'m	31 March 2023 US$'m
1% increase in the discount rate and a 1% decrease in the terminal growth rate	**(53)**	(28)
1% decrease in the discount rate and a 1% increase the terminal growth rate	**24**	91

Other assumptions contained in the discounted cash flow analyses as at 31 March 2024 used by the group when valuing written put option liabilities vary widely between obligations due to the group's diverse range of business models and are closely linked to entity-specific key performance indicators taking into account the impact of the shift to online ecommerce platforms, the broader market expectations in the technology industry in which the entities operate and the 10-year performance projections used for the entities.

Movements during the year on the group's written put option liabilities are detailed below. Cash flows arising from the settlement of written put option liabilities are presented as part of financing activities in the consolidated statement of cash flows.

	31 March 2024 US$'m	31 March 2023 US$'m
Opening balance	**899**	1 158
Additional obligations raised	**23**	7
Remeasurements recognised in equity	**(171)**	(168)
Settlements	**–**	(18)
Expirations and cancellations	**(66)**	(41)
Foreign currency translation effects	**3**	(39)
Closing balance	**688**	899

Notes to the consolidated financial statements
for the year ended 31 March 2024

Other assets and liabilities

32. Property, plant and equipment

AP

Accounting policy
Property, plant and equipment comprises owned and leased assets.

Property, plant and equipment are stated at cost, being the purchase cost plus costs to prepare the assets for their intended use, less accumulated depreciation and accumulated impairment losses. Cost includes transfers from equity of gains/losses on qualifying cash flow hedges relating to foreign currency property, plant and equipment acquisitions. Property, plant and equipment, with the exception of land, are depreciated in equal annual amounts over each asset's estimated useful life to their residual values. Land is not depreciated as it is deemed to have an indefinite life.

Depreciation periods vary in accordance with the conditions in the relevant industries, but are subject to the following range of useful lives:

Class of asset	Owned	Leased
Buildings	5 to 50 years	2 to 10 years
Computer equipment	2 to 3 years	2 to 3 years
Manufacturing equipment	2 to 12 years	2 to 4 years
Improvements to buildings	2 to 12 years	3 to 5 years
Office equipment, furniture and fittings	2 to 12 years	2 to 4 years
Vehicles	2 to 5 years	2 to 5 years

Where parts of property, plant and equipment require replacement at regular intervals, the carrying value of an item of property, plant and equipment includes the cost of replacing the part when that cost is incurred, if it is probable that future economic benefits will flow to the group and the cost can be reliably measured. The carrying values of the parts replaced are derecognised on capitalisation of the cost of the replacement part. Each component of an item of property, plant and equipment with a cost that is significant in relation to the total cost of the item is depreciated separately where it has an estimated useful life that differs from that of the item as a whole.

Major leasehold improvements are amortised over the shorter of the respective lease terms and estimated useful lives.

Subsequent costs, including major renovations, are included in an asset's carrying value or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the group and the cost of the item can be measured reliably. Repairs and maintenance are charged to the consolidated income statement.

The residual values and useful lives of property, plant and equipment are reviewed, and adjusted if appropriate, at each statement of financial position date. Gains and losses on disposals are determined by comparing the proceeds to the asset's carrying value and are recognised in 'Other (losses)/gains – net' in the consolidated income statement.

Work in progress are assets still in the construction phase and not yet available for use. These assets are carried at cost and are not depreciated. Depreciation commences once the assets are available for use as intended by management.

Borrowing costs directly attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of those assets. All other borrowing costs are expensed as incurred. A qualifying asset is an asset that takes more than a year to get ready for its intended use.

Leased assets
At inception of a contract, the group assesses whether a contract is, or contains a lease. A contract is, or contains a lease if it conveys a right to control the use of an identified asset for a period of time in exchange for consideration. The group's leasing arrangements relate primarily to office buildings, warehouse space, equipment and vehicles. Lease agreements are generally entered into for fixed periods of between two and 10 years, depending on the nature of the underlying asset being leased.

AP

Accounting policy continued
Lessee accounting
The group recognises all leases (with limited exceptions) as right-of-use assets and obligations to make lease payments (lease liabilities) from the lease commencement date.

The right-of-use asset is measured at cost less accumulated depreciation and accumulated impairment. The cost includes the initial amount of the respective lease liability adjusted for lease payments made before the commencement date of the lease, plus initial direct costs incurred and estimated costs to dismantle or destroy the underlying asset, less lease incentives received where applicable. The right-of-use asset is subsequently depreciated using the straight-line method over the earlier of the useful life of the underlying asset or the period of the lease term. In addition, the right-of-use asset is reduced by impairment losses if any, and adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments, discounted using the interest rate implicit in the lease and where that rate cannot be readily determined the group entity uses the incremental borrowing rate.

This is the rate of interest that the group entity would have to pay to borrow the funds necessary to obtain an asset of a similar value to the respective right-of-use asset in a similar economic environment.

Lease payments included in the measurement of the lease liability comprises the following:

- Fixed payments;
- Variable lease payments that depend on an index or rate;
- Amounts expected to be payable under residual value guarantees;
- Amounts in an optional renewal lease period if the group is reasonably certain to exercise an extension option;
- The exercise price of a purchase option that the group is reasonably certain to exercise; and
- Penalties for early termination of the lease unless the group is reasonably certain not to terminate the lease early.

The lease liability is measured at amortised cost using the effective interest rate method. It is remeasured where there is a change in future lease payments, a change in the group's estimate of amounts expected to be payable under a residual value guarantee or if the group changes its assessment of whether it will exercise a purchase, extension or termination option.

When the lease liability is remeasured, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recognised in the consolidated income statement if the carrying amount of the right-of-use asset has been reduced to zero.

The group presents right-of-use assets in 'Property, plant and equipment' and capitalised lease liabilities in 'Long-term liabilities' in the consolidated statement of financial position.

The group has elected not to recognise right-of-use assets and lease liabilities for short-term leases that have a lease term of 12 months or less and leases of low-value assets. The group recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

The group has applied the 'integrally linked' approach in respect of the tax consequences of lease contracts. At inception of a lease and on the transition date no deferred taxes are recognised as no temporary differences arise between the tax base and carrying amount of the net lease asset or liability (without taking into account advance payments). Subsequent to initial recognition, deferred taxes are recognised when temporary differences arise.

Impairment of property, plant and equipment and other intangible assets
Items of property, plant and equipment and other intangible assets (with finite useful lives) are reviewed for indicators of impairment at least annually. Indicators of impairment include, but are not limited to: significant underperformance relative to expectations based on historical or projected future operating results, significant changes in the manner of use of the assets or the strategy for the group's overall business and significant negative industry or economic trends.

Notes to the consolidated financial statements
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Other assets and liabilities

32. Property, plant and equipment continued

AP Accounting policy continued

Impairment of property, plant and equipment and other intangible assets continued

Property plant and equipment and other intangible assets still in the development phase, and not yet available for use (work in progress), are tested for impairment on an annual basis. An impairment loss is recognised in 'Other (losses)/gains – net' in the consolidated income statement when the carrying amount of an asset exceeds its recoverable amount.

Property plant and equipment and other intangible assets still in the development phase, and not yet available for use (work in progress), are tested for impairment on an annual basis. An impairment loss is recognised in 'Other (losses)/gains – net' in the consolidated income statement when the carrying amount of an asset exceeds its recoverable amount.

Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life. The estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

Fair value less costs of disposal is the price that would be received to sell an asset in an orderly transaction between market participants at the measurement date less the incremental costs directly attributable to the disposal of an asset or cash-generating unit, excluding finance costs and income tax expense.

For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows that are largely independent of the cash inflows of other assets or groups of assets (a cash-generating unit level).

An impairment loss recognised for an asset in prior years is reversed if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised and the revised recoverable amount exceeds the carrying amount. The reversal of such an impairment loss is recognised in 'Other (losses)/gains – net' in the consolidated income statement.

	Land and buildings US$'m	Computers and office equipment US$'m	Furniture and fittings US$'m	Other US$'m	Total US$'m
1 April 2023					
Cost	511	174	105	33	823
Accumulated depreciation and impairment	(160)	(78)	(38)	(13)	(289)
Carrying value at 1 April 2023	351	96	67	20	534
Foreign currency translation effects	(6)	–	–	–	(6)
Transferred to assets classified as held for sale[1]	(7)	–	–	–	(7)
Transferred from assets classified as held for sale	–	1	–	–	1
Acquisitions of assets	75	17	17	–	109
Acquisitions of right-of-use assets	31	2	8	6	47
Remeasurements of right-of-use assets	(1)	–	–	–	(1)
Disposals/scrappings	(21)	(6)	(4)	(1)	(32)
(Impairment)/reversal of impairment	(3)	1	–	–	(2)
Depreciation	(49)	(25)	(12)	(7)	(93)
31 March 2024					
Cost	516	161	114	31	822
Accumulated depreciation and impairment	(146)	(75)	(38)	(13)	(272)
Carrying value at 31 March 2024	370	86	76	18	550
Work in progress at 31 March 2024					5
Total carrying value at 31 March 2024					555

1 This relates to the GPO investments classified as held for sale (refer to note 36).

	Land and buildings US$'m	Computers and office equipment US$'m	Furniture and fittings US$'m	Other US$'m	Total US$'m
1 April 2022					
Cost	536	197	107	30	870
Accumulated depreciation and impairment	(163)	(82)	(37)	(10)	(292)
Carrying value at 1 April 2022	373	115	70	20	578
Foreign currency translation effects	17	1	3	–	21
Transferred to assets classified as held for sale[1, 2]	(110)	(43)	(15)	(1)	(169)
Acquisitions of assets	64	54	25	2	145
Acquisitions of right-of-use assets	96	7	5	11	119
Disposals/scrappings	(14)	(3)	(8)	(4)	(29)
Impairment[3]	(7)	(4)	(2)	(1)	(14)
Depreciation[4]	(68)	(31)	(11)	(7)	(117)
31 March 2023					
Cost	511	174	105	33	823
Accumulated depreciation and impairment	(160)	(78)	(38)	(13)	(289)
Carrying value at 31 March 2023	351	96	67	20	534
Work in progress at 31 March 2023					86
Total carrying value at 31 March 2023					620

1 Includes US$11m foreign currency translation gains related primarily to Avito that was classified to held for sale prior to its disposal in October 2022.
2 This relates 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 36).
3 Includes impairment of US$11m related to the OLX Autos business unit (refer to note 5).
4 Includes depreciation of US$15m related to Avito and the OLX Autos business unit prior to the classification as held for sale.

The carrying value of work in progress mainly comprises buildings and equipment.

The group recognised US$2m (2023: US$14m) impairment losses on property, plant and equipment. No impairment losses (2023: US$nil) were recognised within work in progress. US$2m (2023: US$14m) of the impairment losses have been included in 'Other (losses)/gains – net' in the consolidated income statement.

The carrying values and depreciation of right-of-use assets included in property, plant and equipment are as follows:

	31 March 2024		31 March 2023	
	Carrying value US$'m	Depreciation charge for the year US$'m	Carrying value US$'m	Depreciation charge for the year US$'m
Vehicles	17	(6)	17	(5)
Buildings	115	(39)	156	(56)
Computers, furniture and office equipment	24	(7)	22	(7)
	156	(52)	195	(68)

Included in the acquisition of property, plant and equipment is an amount of US$47m (2023: US$119m) relating to leased assets, which are non-cash in nature. Refer to note 43 for details of the group's assets pledged as collateral.

The group's leases do not impose covenants, but leased assets may not be used as security for borrowing purposes.

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Other assets and liabilities

33. Other intangible assets

Accounting policy

Intangible assets acquired are capitalised at cost. Intangible assets with finite useful lives are amortised using the straight-line method over their estimated useful lives. Residual values of intangible assets are presumed to be zero and along with their useful lives are reassessed on an annual basis.

Amortisation periods for intangible assets with finite useful lives vary in accordance with the conditions in the relevant industries, but are subject to the following maximum limits:

Class of asset	Useful life
Brand names	25 years
Customer-related assets	11 years
Software and Other	10 years

No value is attributed to internally developed trademarks or similar rights and assets. The costs incurred to develop these items are charged to the consolidated income statement as incurred.

Costs that are directly associated with the production of identifiable and unique software products controlled by the group, and which will probably generate economic benefits exceeding costs beyond one year, are recognised as intangible assets. Direct costs include the software development team's employee costs and an appropriate portion of relevant overheads. All other costs associated with developing or maintaining software programs are expensed as incurred.

Web and application (app) development costs are capitalised as intangible assets if it is probable that the expected future economic benefits attributable to the asset will flow to the group and its cost can be measured reliably, otherwise these costs are expensed as incurred.

Research expenditure is expensed as incurred. Costs incurred on development projects (relating to the design and testing of new or improved products) are recognised as intangible assets if the costs can be measured reliably, the products or processes are technically and commercially feasible, future economic benefits are probable, and the group intends to and has sufficient resources to complete development and to use or sell the asset. Development costs that do not meet these criteria are expensed as incurred.

The group capitalises the incremental costs incurred to obtain a contract with a customer. These assets are included in other intangibles and are amortised over the contractual term with the customer.

Work in progress are assets still in the development phase and not yet available for use. These assets are carried at cost and are not amortised but are tested for impairment at each reporting date. Amortisation commences once the assets are available for use as intended by management.

Impairment of other intangible assets

Refer to note 32 for details on the accounting policy on the impairment of other intangible assets.

	Customer-related assets US$'m	Brand names US$'m	Software US$'m	Total US$'m
1 April 2023				
Cost	**297**	**263**	**208**	**768**
Accumulated amortisation and impairment	**(164)**	**(102)**	**(146)**	**(412)**
Carrying value at 1 April 2023	**133**	**161**	**62**	**356**
Foreign currency translation effects	**(3)**	**(1)**	**(3)**	**(7)**
Acquisitions of subsidiaries and businesses	**–**	**–**	**1**	**1**
Acquisitions	**3**	**–**	**14**	**17**
Transfers from work in progress	**–**	**–**	**10**	**10**
Transferred to/from assets classified as held for sale[1]	**–**	**–**	**11**	**11**
Disposals	**(1)**	**–**	**(1)**	**(2)**
Amortisation	**(28)**	**(12)**	**(42)**	**(82)**
Cost	**280**	**262**	**231**	**773**
Accumulated amortisation and impairment	**(176)**	**(114)**	**(179)**	**(469)**
Carrying value at 31 March 2024	**104**	**148**	**52**	**304**
Work in progress at 31 March 2024				**22**
Total carrying value at 31 March 2024				**326**

1 This relates to the GPO investments classified as held for sale as well as the reclassification of Zoop from held for sale. Refer to note 38.

	Customer-related assets US$'m	Brand names US$'m	Software US$'m	Total US$'m
1 April 2022				
Cost	633	689	250	1 572
Accumulated amortisation and impairment	(240)	(306)	(111)	(657)
Carrying value at 1 April 2022	393	383	139	915
Foreign currency translation effects[1]	64	66	(1)	129
Acquisitions of subsidiaries and businesses	1	–	4	5
Disposals of subsidiaries and businesses	–	(2)	–	(2)
Acquisitions	2	–	12	14
Transfer from work in progress	–	–	15	15
Transferred to assets classified as held for sale[1, 2]	(269)	(266)	(46)	(581)
Impairment[3]	(22)	(3)	(15)	(40)
Amortisation[4]	(36)	(17)	(46)	(99)
Cost	297	263	208	768
Accumulated amortisation and impairment	(164)	(102)	(146)	(412)
Carrying value at 31 March 2023	133	161	62	356
Work in progress at 31 March 2023				11
Total carrying value at 31 March 2023				367

1 Includes US$39m foreign currency translation gains related primarily to Avito that was classified to held for sale prior to its disposal in October 2022.
2 This relates 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 36).
3 Includes impairment of US$37m related to the OLX Autos business unit. Refer to note 5.
4 Includes amortisation of US$11m related to Avito and the OLX Autos business unit prior to the classification as held for sale.

The group recognised no impairment losses on other intangible assets (2023: US$nil).

Notes to the consolidated financial statements
for the year ended 31 March 2024

Other assets and liabilities

34. Inventory

AP Accounting policy

Inventory is stated at the lower of cost and net realisable value. The cost of inventory is determined on a first-in-first-out basis (FIFO) and on an exceptional basis the weighted average method.

The cost of finished products and work in progress comprises raw materials, direct labour, other direct costs and related production overheads, but excludes finance costs. Costs of inventories include the transfer from other comprehensive income of gains/losses on qualifying cash flow hedges relating to foreign currency denominated inventory purchases. Net realisable value is the estimate of the selling price, less the costs of completion and selling expenses. Net realisable value includes allowances made for obsolete, unusable and unsaleable inventory and for latent damage first revealed when inventory items are taken into use or offered for sale.

	31 March	
	2024 US$'m	2023 US$'m
Carrying value		
Finished products, trading inventory and consumables, gross	**279**	349
Less: Allowance for slow-moving and obsolete inventories	**(11)**	(25)
Net inventory	**268**	324

The total allowance charged to the consolidated income statement to write inventory down to net realisable value amounted to US$6m (2023: US$17m), and reversals of these allowances amounted to US$8m (2023: US$3m). The total allowance utilised amounted to US$7m (2023: US$8m). Net realisable value write-downs relate primarily to inventory within the Classifieds and Etail segments.

Inventories are measured at the lower of cost and net realisable value. In determining the appropriate level of inventory write downs, changes in the ageing of inventory and consumer behaviour were considered. Overall, the inventory write down during the year ended 31 March 2024 did not have a significant impact on the group's financial results.

35. Other receivables

	31 March	
	2024 US$'m	2023 US$'m
Prepayments	**136**	158
Accrued income[1, 7]	**60**	65
VAT and related taxes receivable	**114**	100
Merchant and bank receivables[2, 7]	**621**	346
Disposal proceeds receivable[3, 7]	**86**	118
Loan receivable[4, 7]	**15**	22
Other receivables[6, 7]	**6**	63
Total other receivables	**1 038**	872
Less: Non-current portion of other receivables[5]	**(40)**	(43)
Current portion of other receivables	**998**	829

1 Relates to revenue from contracts with customers. Refer to note 13 for movements in accrued income balances.
2 Merchant and bank receivables are presented net of an allowance for expected impairment (credit) losses of US$3m (2023: US$4m). Refer to note 40 for details of the group's credit risk management policy.
3 Includes proceeds receivable from the sale of Tencent shares. Refer note 6.
4 Loan receivables are presented net of an allowance for expected impairment (credit) losses of US$nil (2023: US$nil).
5 Relates to non-current prepaid rental deposits, loan receivables and employment linked prepayments.
6 Includes financial assets of US$4m (2023: US$48m)
7 These items are classified as financial assets.

36. Disposal groups classified as held for sale

AP Accounting policy

Non-current assets and liabilities (disposal groups) are classified as held for sale and presented separately as current assets and liabilities in the consolidated statement of financial position, when their carrying values will be recovered principally through a sale transaction and when such sale is considered highly probable. The assets and liabilities of disposal groups held for sale are stated at the lower of carrying value and fair value less costs of disposal. From the date on which disposal groups are classified as held for sale, the group applies the measurement provisions of IFRS 5 *Non-current Assets Held for Sale and Discontinued Operations* which includes, amongst other requirements, the cessation of the recognition of depreciation and amortisation.

In August 2023, the group announced that it reached an agreement with Rapyd, a leading Fintech service provider, to acquire the Global Payments Organisations (GPO) within PayU for a cash transaction worth US$610m. As a result of this agreement, the group classified GPO investments being sold as a disposal group held for sale from August 2023. The disposal group consists of the GPO businesses in Eastern Europe and Latin America. The transaction is expected to close in the 2025 financial year.

Following the initial decision to sell Zoop Tecnologia e Meios de Pagamento S.A. (Zoop) in September 2022, the group has not been able to conclude the disposal to date due to challenging market conditions. Accordingly, Zoop ceased to be classified as held for sale in September 2023.

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 Autos operation. Since the announcement to exit this business increased macroeconomic challenges in the secondhand car sale industry resulted in the extension of the sale period due to circumstances beyond the group's control. Management however remains committed to sell this disposal group. The group recognised impairment losses of US$137m in the current year related to this disposal group

Notes to the consolidated financial statements
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Other assets and liabilities

36. Disposal groups classified as held for sale continued

In May 2022, following the group's announcement to exit its Russian business, Avito's assets and liabilities were classified as held for sale up until its disposal in October 2022.

The assets and liabilities classified as held for sale are detailed in the table below:

	31 March	
	2024 US$'m	2023 US$'m
Assets	**921**	649
Property, plant and equipment	**23**	26
Goodwill	**124**	302
Other intangible assets	**7**	29
Investments in associates	**16**	–
Deferred taxation assets	**–**	2
Inventory	**12**	32
Trade and other receivables	**311**	164
Cash and cash equivalents	**428**	94
Liabilities	**728**	276
Capitalised finance leases	**19**	–
Derivative financial instruments	**–**	1
Deferred taxation liabilities	**11**	13
Long-term liabilities	**10**	29
Provisions	**1**	2
Trade payables	**26**	165
Accrued expenses and other current liabilities	**661**	66

37. Equity-compensation benefits

AP Accounting policy

The Naspers group grants share options, performance stock units (PSUs) and restricted stock units (RSUs) through the various trusts consolidated by the Naspers group and therefore not within the Prosus group, and Prosus grants share appreciation rights (SARs) and share options settled in the shares of the underlying entity within the Prosus group.

The equity-compensation plans are granted to employees of the group. The group recognises an employee benefit expense in the consolidated income statement, representing the fair value of share options, PSUs and RSUs granted. A corresponding entry to equity is raised for equity-settled plans. For SARs and other cash-settled share option schemes the group recognises an employee benefit expense in the consolidated income statement at fair value of the amount payable to employees over the vesting period during which the employees become entitled to payment. A corresponding entry to liabilities is raised for these cash-settled plans.

The fair value of the options, PSUs and RSUs at the date of grant under equity-settled plans is charged to the consolidated income statement over the relevant vesting periods, adjusted to reflect actual and expected levels of vesting. For cash-settled plans, the group remeasures the fair value of the recognised liability at each reporting date and at the date of settlement, with changes in fair value recognised in the consolidated income statement.

AP Accounting policy

A share option, PSU or RSU scheme is considered equity settled when the transaction is settled through equity instruments of Prosus N.V. or any of its other subsidiaries or where the group has no obligation to settle awards with participants. SARs and other option schemes are considered cash settled when there is an obligation to settle in cash or any other asset.

Funding for PSU and RSU share schemes are recognised as contributions to Naspers group share trusts in equity and are accounted for separately from the equity-compensation plans.

On the final vesting date of equity-settled plans, the group transfers the accumulated balance relating to vested share options, PSUs and RSUs from the share-based compensation reserve to retained earnings.

All awards are granted subject to the completion of a requisite service (vesting) period by employees, ranging from one year to five years. Unvested awards are subject to forfeiture on termination of employment. Generally, vesting takes place in tranches depending on the duration of the total vesting period.

All share options and SARS are granted with an exercise price of not less than 100% of the market value or fair value of the respective company's shares on the date of the grant. RSUs/PSUs are granted with an exercise price of zero.

Naspers group share trusts

The Naspers group share trusts hold Naspers shares and Prosus shares (as shareholders) to settle Naspers share options, RSUs and PSUs held by employees of the Naspers and Prosus group. These share trusts were founded by Naspers and Prosus to administer the Naspers group share schemes for all employees. These share trusts are controlled by Naspers and not Prosus because the Naspers board (the board) approves the granting of the equity-compensation plans and therefore controls the relevant activities of the trusts. Accordingly, Prosus cannot make decisions over these equity-compensation plans unilaterally and has no obligation to settle these plans. On the listing of Prosus, these trusts received either Naspers or Prosus shares (the shares), as selected by the trustees, via the capitalisation issue of Naspers N ordinary shares that converted into Prosus ordinary shares N on listing date. These shares are linked to the respective Naspers shares and accordingly on settlement of the awards employees will receive the Naspers shares as stipulated on grant date and the linked Prosus/Naspers shares granted upon listing of the group. There was no adjustment to the original strike price. For these share schemes, the settlement is in Naspers shares with linked Prosus shares as a result of listing.

In September 2020, the Naspers board approved the establishment of the Prosus RSU share scheme administered by the new Prosus RSU trust. Similar to the other share trusts, the board controls the operational activity of both the Naspers and Prosus group and via the remuneration committee approves the share scheme rules and the granting of awards. The settlement of this share scheme will be in Prosus shares and have been granted to both Naspers and Prosus group employees. Naspers, as the ultimate parent has the ultimate decision-making power regarding equity-compensation benefit plans and number of shares granted. These decision-making rights have not been specifically ceded to Prosus.

Accordingly, all share trusts discussed above (including the Prosus RSU share trust) are controlled and consolidated by Naspers because the trust's relevant activities are governed by the remuneration committee as mandated by the board and is used to administer the share schemes of the Naspers group as a whole. In addition, Naspers being the ultimate parent of the group controls the decisions of the trusts.

Notes to the consolidated financial statements
for the year ended 31 March 2024

37. Equity-compensation benefits continued

AP Accounting policy

Removal of the cross-holding structure

The Naspers group share trusts participated in the Prosus capitalisation issue of Prosus ordinary shares N and Naspers capitalisation issue and share consolidation of the Naspers N ordinary shares. The trust's participation was as a result of Prosus and Naspers shares held to settle Naspers share options, RSUs and PSUs held by employees of the group.

The Prosus capitalisation issue resulted in the trusts receiving additional Prosus shares which are linked to the respective Prosus ordinary shares N used to settle the equity-compensation benefits. Accordingly on settlement of the awards employees will receive the Prosus shares as stipulated on grant date and the linked Prosus shares received as a result of the capitalisation issue.

The Naspers share capitalisation and subsequent consolidation of the N ordinary shares had no impact on the trusts as they held the same number of ordinary shares after the share consolidation as they did before the capitalisation issue to settle equity-compensation benefits.

Classification of equity-compensation plans for the Prosus group

Prosus group entities issue share options and SARs to employees of the group. Certain of the share option plans are settled in equity instruments of subsidiaries of the Prosus group and are classified as equity settled. All of the SARs and the remaining share option plans are settled by the Prosus group in cash or other assets (including shares of the Naspers group) and are classified as cash-settled plans.

The share schemes that are settled in Naspers shares are classified as cash settled when the Prosus group has the obligation to make settlement, and equity settled when the Naspers group trusts (ie Naspers) has the obligation to make settlement.

Classification of Naspers equity-compensation plans for the Prosus group

In respect of RSUs and PSUs, awards are automatically settled in Naspers and/or Prosus equity instruments on the vesting date by the relevant Naspers group share trust.

Naspers share-based compensation plans in which the group's employees participate, awards are settled with employees by the relevant Naspers group share trust and the Prosus group does not have any obligation to settle these awards with employees. Such awards are classified as equity settled. The equity-settled share-based compensation plans administered by the Naspers group trusts relate to Naspers and Prosus RSUs, Naspers and Prosus PSU schemes and share option schemes. The share options, RSUs and PSUs are classified as equity settled as the group does not have an obligation to make settlement. Naspers has the obligation to make settlement.

Related party transactions

Prosus provides funding to the trust to settle share options of the Prosus group employees via loan account. Refer to note 42 for details of related party balances with the trusts.

Although the group has various equity-compensation plans in operation, disclosure is provided only for those plans that had the most significant impact on the group's consolidated statement of financial position during the current year.

The following share option and RSU plans were in operation during the financial year:

Share option plan/RSU plan	Maximum awards permissible[1]	Vesting period[2]	Period to expiry from date of offer	IFRS 2 classification
Naspers group				
Naspers Share Incentive Trust (Naspers)	Note 3	a[3]	10 years	Equity settled
MIH Holdings Share Trust (MIH Holdings)	Note 3	a[3]	10 years	Equity settled
MIH Internet Holdings B.V. Share Trust (MIH Internet)	Note 3	a[3]	10 years	Equity settled
Naspers Restricted Stock Plan Trust (Naspers RSU/PSU)[4, 5]	Note 3, 4	a	Note 5	Equity settled
Prosus N.V. Share Award Plan (Prosus RSU/PSU)[5]	Note 7	a	Note 5	Equity settled
Prosus N.V. Share Option Plan (Prosus options)	Note 7	a	10 years	Equity settled
Social and internet platforms				
MIH Russia Internet B.V. Share Trust	10%	c	10 years	Equity settled
Ecommerce				
Frontier Car Group (FCG) Share Trust Option Scheme[9]	15%	e	10 years	Cash settled
iFood.com Share Option Scheme	12.5%	a[8]	10 years	Cash settled
Movile International Holdings B.V. and Movile Mobile Commerce Holdings S.L. Joint Stock Option Plan and Movile International Holdings B.V. Share Option Plan	15%	a[6]	10 years	Cash settled
Dante International S.A. (eMAG) Share Option Scheme	15%	a[6]	10 years[10]	Equity settled
Red Dot Payment Pte Ltd Options Scheme	20%	a	10 years	Cash settled
Zoop Holding Participações S.A. Share Option Scheme	4 275 000 shares	a	10 years	Cash settled
Stack Exchange, Inc. 2010 Stock Plan	15%	f	10 years	Cash settled

The group provides detailed disclosure for those share option and RSU plans that are considered significant to the financial statements.

Notes in relation to the group's share option and RSU plans

1 *The percentage reflected in this column is the maximum percentage of the respective companies' issued share capital that is available for the plan. Where applicable, the above percentage also includes the percentage of the underlying assets value allocated to other group schemes, including the Global schemes (also see note 4 in relation to the group's share appreciation rights plans).*

2 *Vesting period:*
- a *One-quarter vests after years one, two, three and four.*
- b *One-third vests after years three, four and five.*
- c *One-fifth vests after years one, two, three, four and five.*
- d *One-third vests after years one, two and three.*
- e *One-quarter vests after year one and monthly thereafter over three years.*
- f *The vesting period shall be determined for each offer letter individually provided that it shall not exceed 10 years.*

3 *At the Naspers annual general meeting held on 25 August 2017 a resolution was adopted by shareholders whereby the vesting period for options granted after 25 August 2017 would be one quarter vesting after years one, two, three and four. Options granted before 25 August 2017 vest over three, four and five years respectively. In addition, at the Naspers annual general meeting in August 2020 shareholders approved that up to 5% of the issued capital of Naspers may be granted in the Naspers RSU.*

4 *The Naspers Restricted Stock Plan Trust may issue no more than 200 000 RSU awards in aggregate during any one financial year. The number of PSUs that may be offered is at the discretion of the board.*

5 *Awards are automatically settled with participants on the vesting date.*

6 *For these schemes all offers made from 1 April 2018 vest over one, two, three and four years. All offers preceding this date vest over one, two, three, four and five years.*

7 *No more than 5% of the issued capital of Prosus N.V. may be granted in the Prosus RSU/PSU/Option plans.*

8 *Prior to September 2020 all options granted, one fifth vests after years one, two, three, four and five.*

9 *These schemes relate to entities that are presented as disposal groups classified as held for sale in the current year.*

10 *For options granted on or after 1 April 2022, the period of expiry from offer date is six years.*

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Other assets and liabilities

37. Equity-compensation benefits continued

The following share appreciation rights plans were in operation during the financial year:

Share appreciation rights plans	Maximum awards permissible[1]	Vesting period[2]	Period to expiry from date of offer	IFRS 2 classification
Social and internet platforms				
MIH China/MIH TC 2008 SAR Scheme	10%	b[3]	10 years	Cash settled
Ecommerce				
MIH Food Holdings B.V. SAR Scheme (Delivery Hero)	7.5%	b	10 years	Cash settled
MIH India Food Holdings B.V. SAR Scheme (Swiggy)	10%	b	10 years	Cash settled
CEE Classifieds SAR Scheme	10%	c	10 years	Cash settled
Tokobagus Exploitatie B.V. SAR Scheme	15%	c	10 years	Cash settled
MIH Payments Holdings B.V. SAR Scheme	15%	b[3]	10 years	Cash settled
PayU Global B.V. SAR Scheme	15%	b[3]	10 years	Cash settled
PayU Credit B.V. SAR Scheme	15%	b	10 years	Cash settled
Naspers Global Classifieds SAR Scheme (Global Classifieds)	Note 4	b[3]	10 years	Cash settled
Naspers Global Ecommerce SAR Scheme (Global Ecommerce)	Note 4	b[3]	10 years	Cash settled
MIH Fintech Holdings B.V. SAR Scheme (Global Payments)	Note 4	b	10 years	Cash settled
MIH Food Delivery Holdings B.V. SAR Scheme (Global Food)	Note 4	b	10 years	Cash settled
Naspers Ventures B.V. SAR Scheme	15%	d	10 years	Cash settled
MIH Edtech Investments B.V. SAR plan (Global Edtech)	Note 4	b	10 years	Cash settled
Red Dot Payment Pte Ltd SAR Scheme	20%	b	10 years	Cash settled
SimilarWeb Limited SAR Scheme	5%	c	10 years	Cash settled
Property24 SAR Scheme	15%	b[3]	10 years	Cash settled
Takealot Online Proprietary Limited SAR Scheme	15%	b	10 years	Cash settled
Movile International Holdings B.V. SAR Scheme	15%	b	10 years	Cash settled
Dante International S.A. (eMAG) SAR Scheme	12.5%	b	10 years	Cash settled
MIH Learning B.V. (Skillsoft) SAR Scheme	12.5%	b	10 years	Cash settled
Good BidCo (GoodHabitz) B.V. SAR Scheme	15%	b	10 years	Cash settled

The group provides detailed disclosure for those share appreciation rights plans that are considered significant to the financial statements.

Notes in relation to the group's share appreciation rights plans

1 The percentage reflected in this column is the maximum percentage of the respective companies issued/notional share capital that is available for the plan. Where applicable, the above percentage also includes the percentage of the underlying assets value allocated to other group schemes, including the Global schemes (also see note 4).
2 Vesting period:
 a One-third vests after years three, four and five.
 b One-quarter vests after years one, two, three and four.
 c One-fifth vests after years one, two, three, four and five.
 d One-quarter vests after years two, three, four and five.
3 For these schemes all offers made from 1 April 2018 vest over one, two, three and four years. All offers preceding this date vest over one, two, three, four and five years.
4 2.5% of the value of each of the relevant underlying assets, as is contributed to the relevant Global schemes, is available for issuance in the Global schemes.

From 1 April 2022, the new grants under the SAR scheme (except for Naspers Ventures B.V. SAR Scheme) have an expiry period of six years.

Liabilities arising from share-based payment transactions

The following liabilities have been recognised in the consolidated statement of financial position relating to the group's cash settled share-based payment obligations:

	31 March 2024 US$'m	31 March 2023 US$'m
Cash-settled share-based payment liability		
Total carrying amount of cash-settled share-based payment liability	**512**	713
Less: Current portion of cash-settled share-based payment liability	**(483)**	(656)
Non-current portion of cash-settled share-based payment liability	**29**	57

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

	31 March 2024 US$'m	31 March 2023 US$'m
Opening carrying amount of cash-settled share-based payment liability	**713**	1 127
SAR scheme charge per the consolidated income statement	**121**	(187)
Employment linked put option charge per the consolidated income statement	**(41)**	14
Settlements	**(277)**	(165)
Modification	**–**	5
Transferred to liabilities classified as held for sale[1]	**(3)**	(37)
Foreign currency translation effects	**(1)**	(44)
Closing carrying amount of cash-settled share-based payment liability	**512**	713

1 *The prior year relates primarily to Avito that 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.*

As at 31 March 2024 68.6% (2023: 68.2%) of the share-based payment liability relates to vested share-based compensation plans that have not been exercised. Included in the share-based payment liability is an amount of US$63m (2023: US$103m) as a result of a written put option included in the acquisition agreement that is linked to a committed employment period for the founders of the respective subsidiaries.

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Other assets and liabilities

37. Equity-compensation benefits continued

The group recognised, in the consolidated income statement, a remeasurement of US$34m (2023: US$29m) included in the current year cash-settled share-based payment expense related to these subsidiaries. The value on settlement of the put options will be dependent on the completion of the respective employment period and accordingly impacts the non-controlling interest recognised for these subsidiaries.

Movements in terms of the group's significant share option and RSU plans are as follows:

31 March 2024	Prosus RSU (JSE)	Prosus RSU (euro)	Naspers PSU (euro)	Dante International	iFood	Movile Joint Scheme
Shares						
Outstanding at 1 April	72 559	4 105 565	612 626	87 545	120 194	515 314
Movements between Naspers and Prosus group companies	15 377	–	–	(5 752)	–	–
Granted	43 758	2 015 424	452 685	3 870	34 907	(21 994)
Exercised	(23 182)	(1 110 704)	–	(18 432)	(16 380)	(204 534)
Forfeited	(13 389)	(978 513)	(250 969)	(4 143)	(13 358)	–
Reinstatement	–	71 504	34 379	–	292	–
Outstanding at 31 March[1]	95 123	4 103 276	848 721	63 088	125 655	288 786
Available to be implemented by the trust at 31 March	–	–	–	–	–	–
Weighted average exercise price	(SA rand)	(euro)	(euro)	(euro)	(BRL)	(BRL)
Outstanding at 1 April	–	–	–	1 163.78	8 580.74	248.86
Movements between Naspers and Prosus group companies	–	–	–	–	–	–
Granted	–	–	–	1 620.61	15 283.88	–
Exercised	–	–	–	840.42	4 522.14	481.44
Forfeited	–	–	–	1 306.20	11 578.36	145.39
Reinstatement				–	17 978.31	–
Outstanding at 31 March	–	–	–	1 276.92	10 675.11	311.24
Available to be implemented by the trust at 31 March	–	–	–	–	–	–
Weighted average share price of options taken up during the year	(SA rand)	(euro)	(euro)	(euro)	(BRL)	(BRL)
Shares	23 182	1 110 704	–	18 432	16 380	21 994
Weighted average share price	1 136.86	49.19	–	1 616.43	15 617.25	1 635.12

1 Linked to these outstanding shares are 5 396 080 Prosus N ordinary shares and 1 062 600 Naspers ordinary shares received from the listing of the Prosus group and the removal of the cross-holding structure. These linked shares will be settled with the respective shares awarded to employees on grant date.

31 March 2023	Prosus RSU	Prosus RSU (euro)	Naspers PSU	Prosus PSU (euro)	MIH Holdings	MIH Internet
Shares						
Outstanding at 1 April	28 251	2 135 060	265 672	269 298	28 250	1 930 686
Movements between Naspers and Prosus group companies	–	–	–	–	122	–
Granted	–	3 258 804	22 073	343 328	–	–
Exercised	(16 949)	(468 748)	(100 903)	–	(8 443)	(1 085 299)
Forfeited	(3 247)	(488 712)	–	–	(532)	(30 122)
Cancelled	–	(330 839)	–	–	–	–
Outstanding at 31 March	8 055	4 105 565	186 842	612 626	19 397	815 265
Available to be implemented by the trust at 31 March	–	–	–	–	14 133	683 745
Weighted average exercise price	(SA rand)	(euro)	(SA rand)	(euro)	(SA rand)	(SA rand)
Outstanding at 1 April	–	–	–	–	2 860.16	1 921.39
Movements between Naspers and Prosus group companies	–	–	–	–	–	–
Exercised	–	–	–	–	1 947.87	1 293.49
Forfeited	–	–	–	–	2 394.31	3 089.81
Cancelled	–	–	–	–	–	–
Outstanding at 31 March	–	–	–	–	2 284.60	2 714.09
Available to be implemented by the trust at 31 March	–	–	–	–	2 883.20	2 656.84
Weighted average share price of options taken up during the year	(SA rand)	(euro)	(SA rand)	(euro)	(SA rand)	(SA rand)
Shares	16 949	468 748	100 903	–	8 443	1 085 299
Weighted average share price	2 638.44	64.27	2 637.25	–	3 087.90	2 561.18

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Other assets and liabilities

37. Equity-compensation benefits continued

Movements in terms of the group's significant share option and RSU plans are as follows:

	31 March 2023			
	Prosus RSU (JSE)	Dante International	iFood	Movile Joint Scheme
Shares				
Outstanding at 1 April	29 045	62 621	100 788	771 665
Movements between Naspers and Prosus group companies	–	–	–	–
Granted	52 908	31 247	55 393	–
Exercised	(7 531)	(4 764)	(5 585)	(131 886)
Forfeited	(1 863)	(1 559)	(10 331)	(117 565)
Cancelled	–	–	(20 071)	(6 900)
Outstanding at 31 March	72 559	87 545	120 194	515 314
Available to be implemented by the trust at 31 March	–	31 801	43 436	328 913
Weighted average exercise price	(SA rand)	(US$)	(BRL)	(BRL)
Outstanding at 1 April	–	1 235.66	6 891.64	242.13
Granted	–	1 185.31	15 069.51	–
Exercised	–	743.11	4 591.34	311.40
Forfeited	–	1 414.05	8 379.36	132.38
Cancelled	–	–	19 220.38	285.18
Outstanding at 31 March	–	1 241.31	8 580.74	248.86
Available to be implemented by the trust at 31 March	–	1 005.14	5 369.11	267.90
Weighted average share price of options taken up during the year	(SA rand)	(US$)	(BRL)	(BRL)
Shares	(7 531)	4 764	5 585	131 886
Weighted average share price	1 113.31	1 466.96	12 227.44	1 530.63

Movements in terms of the group's significant share appreciation rights plans are as follows:

	31 March 2024					
	MIH China	**Naspers Global Classifieds**	**Naspers Global Ecommerce**	**Naspers Ventures**	**MIH India Food**	**PayU Global**
SARs						
Outstanding at 1 April	**502 807**	**19 505 891**	**10 989 645**	**3 983 711**	**767 217**	**720 293**
Movements between Naspers and Prosus group companies	**–**	**–**	**31 497**	**–**	**–**	**–**
Granted	**74 461**	**3 141 893**	**799 086**	**642 173**	**17 436**	**–**
Exercised	**(502)**	**(229 806)**	**(5 453 551)**	**(636 051)**	**–**	**(157 792)**
Forfeited	**(1 208)**	**(12 825 188)**	**(241 395)**	**(26 724)**	**(42 004)**	**(120 890)**
Reinstatement	**291**	**338 362**	**36 758**	**–**	**–**	**10 756**
Cancelled/expired	**–**	**–**	**–**	**–**	**–**	**(1 836)**
Outstanding at 31 March	**575 849**	**9 931 152**	**6 162 040**	**3 963 109**	**742 649**	**442 531**
Available to be implemented at 31 March	**316 748**	**4 582 240**	**3 839 866**	**314 987**	**657 472**	**267 236**
Weighted average exercise price	**(US$)**	**(US$)**	**(US$)**	**(US$)**	**(US$)**	**(US$)**
Outstanding at 1 April	**157.90**	**8.33**	**30.12**	**15.39**	**15.11**	**147.03**
Movements between Naspers and Prosus group companies	**–**	**–**	**30.12**	**–**	**15.11**	**–**
Granted	**144.51**	**3.42**	**34.98**	**20.68**	**20.62**	**–**
Exercised	**114.69**	**7.95**	**17.60**	**11.30**	**–**	**84.57**
Forfeited	**207.30**	**8.55**	**51.41**	**7.65**	**11.66**	**83.35**
Reinstatement	**225.82**	**6.60**	**49.22**	**–**	**–**	**104.17**
Cancelled/expired	**–**	**–**	**–**	**–**	**–**	**39.10**
Outstanding at 31 March	**156.14**	**6.45**	**41.38**	**16.96**	**15.44**	**91.35**
Available to be implemented at 31 March	**158.01**	**8.54**	**37.52**	**8.78**	**14.49**	**93.93**
Weighted average share price of SARs taken up during the year	**(US$)**	**(US$)**	**(US$)**	**(US$)**	**(US$)**	**(US$)**
SARs	**502**	**229 806**	**5 453 551**	**636 051**	**–**	**157 792**
Weighted average share price	**146.49**	**10.46**	**37.87**	**20.32**	**–**	**168.89**

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Other assets and liabilities

37. Equity-compensation benefits continued

31 March 2023	MIH China	Naspers Global Classifieds	Naspers Global Ecommerce	Naspers Ventures	MIH India Food	PayU Global
SARs						
Outstanding at 1 April	374 169	19 277 985	11 311 508	6 526 815	749 990	903 563
Granted	130 590	13 850 566	1 017 872	505 790	18 363	155 915
Exercised	(60)	(436 439)	(1 128 082)	(2 482 665)	–	(264 010)
Forfeited	(1 892)	(13 139 989)	(211 653)	(566 229)	(1 136)	(75 175)
Cancelled	–	(46 232)	–	–	–	–
Outstanding at 31 March	502 807	19 505 891	10 989 645	3 983 711	767 217	720 293
Available to be implemented at 31 March	261 947	8 133 190	8 203 303	182 057	581 325	269 651
Weighted average exercise price	(US$)	(US$)	(US$)	(US$)	(US$)	(US$)
Outstanding at 1 April	169.56	9.90	29.73	11.04	14.48	160.71
Granted	125.42	6.18	38.88	25.43	41.16	47.04
Exercised	138.40	7.61	29.03	5.51	–	76.19
Forfeited	221.39	8.40	52.22	17.49	113.77	162.10
Cancelled	–	6.18	–	–	–	–
Outstanding at 31 March	157.90	8.33	30.22	15.40	15.11	147.03
Available to be implemented at 31 March	149.75	8.91	24.21	5.48	13.07	90.50
Weighted average share price of SARs taken up during the year	(US$)	(US$)	(US$)	(US$)	(US$)	(US$)
SARs	60	436 439	1 128 082	2 482 665	–	264 010
Weighted average share price	161.53	9.33	51.26	23.53	–	164.73

Share option allocations outstanding and currently available to be implemented at 31 March 2024 by exercise price for the group's significant share incentive plans:

	Share options outstanding			Share options currently available	
Exercise prices	**Number outstanding at 31 March 2024**	Weighted average remaining contractual life (years)	Weighted average exercise price	**Exercisable at 31 March 2024**	Weighted average exercise price
iFood (BRL)					
408.64 to 2233.05	**4 233**	2.85	1 198.85	**4 233**	1 198.85
3984.58 to 12321.91	**82 412**	5.42	8 029.06	**43 044**	6 312.40
15729.18	**39 010**	5.80	17 293.40	**4 322**	22 388.59
	125 655			**51 599**	
Movile Joint Scheme (BRL)					
80.1 to 117.31	**74 894**	5.91	113.34	**58 154**	11.02
149.71 to 285.18	**63 001**	3.11	195.06	**59 251**	153.85
307.38 to 497	**150 891**	4.87	457.98	**150 891**	457.98
	288 786			**268 296**	
Dante International (US$)					
319.02 to 678.53	**3 005**	2.73	592.32	**3 005**	592.32
829.21 to 1043.32	**39 041**	5.46	972.81	**18 578**	954.21
1527.98 to 1692.23	**12 650**	4.71	1 670.32	**2 177**	1 692.23
2343.84	**8 392**	7.65	2 343.84	**4 051**	2 343.84
	63 088			**27 811**	

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for the year ended 31 March 2024

Other assets and liabilities

37. Equity-compensation benefits continued

Share appreciation rights allocations outstanding and currently available to be implemented at 31 March 2024 by exercise price for the group's significant share incentive plans:

	SARs outstanding			SARs currently available	
Exercise prices	**Number outstanding at 31 March 2024**	Weighted average remaining contractual life (years)	Weighted average exercise price	**Exercisable at 31 March 2024**	Weighted average exercise price
MIH China (US$)					
81.78 to 156.04	**435 655**	4.41	132.25	**230 604**	132.15
213.36 to 244.59	**140 194**	6.89	230.38	**86 144**	227.23
	575 849			**316 748**	
Naspers Global Classifieds (US$)					
3.42 to 7.64	**6 427 332**	4.80	4.88	**1 220 699**	6.43
8.5 to 12.29	**3 503 820**	5.24	9.33	**3 361 541**	9.31
	9 931 152			**4 582 240**	
Naspers Global Ecommerce (US$)					
15.58 to 27.25	**279 305**	2.48	22.04	**279 305**	22.04
27.3 to 33.57	**1 216 257**	4.18	32.10	**1 100 935**	32.01
33.78 to 36.7	**1 962 446**	5.17	35.27	**799 118**	26.36
36.76 to 47.81	**1 528 599**	5.81	42.20	**1 096 590**	41.08
55.25 to 67.1	**1 175 433**	7.32	64.71	**563 918**	64.81
	6 162 040			**3 839 866**	
Naspers Ventures (US$)					
5.06 to 10.06	**1 052 618**	11.61	8.55	**281 775**	7.57
17.02 to 25.45	**2 910 491**	13.14	20.00	**33 212**	18.97
	3 963 109			**314 987**	
MIH India Food (US$)					
6.07 to 19.41	**688 433**	5.06	14.58	**642 971**	14.24
20.16 to 41.16	**54 216**	5.87	26.33	**14 501**	25.78
	742 649			**657 472**	
PayU Global (US$)					
32.04 to 67.37	**112 757**	4.40	46.17	**41 274**	47.76
75.16 to 140.26	**329 774**	6.52	106.79	**225 962**	102.36
	442 531			**267 236**	

Share option and RSU plan grants made during the year relating to the group's significant plans:

	31 March 2024		
	Prosus RSU (euro)	**Prosus RSU (SA rand)**	**Prosus PSU (euro)**
31 March 2024			
Weighted average fair value at measurement date	**57.05**	**1 351.20**	**66.07**
This weighted average fair value has been calculated using the Bermudan Binomial option pricing model, using the following inputs and assumptions:			
Weighted average share price	**57.05**	**1 351.20**	**66.07**
Weighted average option life (years)	**10.01**	**10.01**	**3.17**
Weighted average annual suboptimal rate (%)	**178**	**180**	**153**
Weighted average vesting period (years)	**2.51**	**–**	**3.00**
31 March 2023			
Weighted average fair value at measurement date	62.71	1 084	103.56
This weighted average fair value has been calculated using the Bermudan Binomial option pricing model, using the following inputs and assumptions:			
Weighted average share price	62.71	1 084	103.56
Weighted average option life (years)	10.00	10	3.17
Weighted average annual suboptimal rate (%)	180	9	180
Weighted average vesting period (years)	2.50	2.50	2.85

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Other assets and liabilities

37. Equity-compensation benefits continued

	MIH Holdings (SA rand)	MIH Internet (SA rand)	Dante International (US$)	iFood (BRL)	Movile Joint Scheme (BRL)
31 March 2024					
Weighted average fair value at measurement date			**857.62**	**8 707.17**	**–**
This weighted average fair value has been calculated using the Bermudan Binomial option pricing model, using the following inputs and assumptions:					
Weighted average share price			**1 620.61**	**15 729.18**	**–**
Weighted average exercise price			**1 620.61**	**15 729.18**	**–**
Weighted average expected volatility (%)*			**63.2**	**63.4**	**–**
Weighted average option life (years)			**6.0**	**6.0**	**–**
Weighted average risk-free interest rate (%)			**–**	**–**	**–**
(based on zero rate bond yield at perfect fit)			**4.2**	**7.4**	**–**
Weighted average annual suboptimal rate (%)			**180**	**180**	**–**
Weighted average vesting period (years)			**2.5**	**2.5**	**–**
31 March 2023					
Weighted average fair value at measurement date	1 167.99	–	591.72	8 899.20	–
This weighted average fair value has been calculated using the Bermudan Binomial option pricing model, using the following inputs and assumptions:					
Weighted average share price	2 348.69	–	1 185.31	15 729.18	–
Weighted average exercise price	2 348.69	–	1 185.31	12 321.91	–
Weighted average expected volatility (%)*	47.0	–	62.0	65.0	–
Weighted average option life (years)	10.0	–	6.0	6.0	–
Weighted average dividend yield (%)					
Weighted average risk-free interest rate (%)					
(based on zero rate bond yield at perfect fit)	9.0	–	4.0	7.4	–
Weighted average annual suboptimal rate (%)	180	–	180	180	–
Weighted average vesting period (years)	2.5	–	2.5	2.0	–

* *The weighted average expected volatility of all share options listed above is determined using historical daily share prices.*

Share appreciation rights plan grants made during the year relating to the group's significant plans:

	MIH China (US$)	Naspers Global Classifieds (US$)	Naspers Global Ecommerce (US$)	Naspers Ventures (US$)	MIH India Food (US$)	PayU Global B.V. (US$)
31 March 2024						
Weighted average fair value at remeasurement date	**63.17**	**1.54**	**16.91**	**10.37**	**10.88**	**–**
This weighted average fair value has been calculated using the Bermudan Binomial option pricing model, using the following inputs and assumptions:						
Weighted average share price	**144.51**	**3.42**	**34.98**	**20.68**	**20.62**	**–**
Weighted average exercise price	**144.51**	**3.42**	**34.98**	**20.68**	**20.62**	**–**
Weighted average expected volatility (%)*	**46.0**	**48.1**	**53.6**	**37.1**	**62.8**	**–**
Weighted average option life (years)	**6.0**	**6.0**	**6.0**	**15.0**	**6.0**	**–**
Weighted average risk-free interest rate (%) (based on zero rate bond yield at perfect fit)	**4.1**	**4.3**	**4.1**	**4.3**	**4.2**	**–**
Weighted average annual suboptimal rate (%)	**180.0**	**180.0**	**180.0**	**180.0**	**180.0**	**–**
Weighted average vesting period (years)	**2.5**	**2.5**	**2.5**	**3.5**	**2.5**	**–**
Share price at measurement date	**129.9**	**4.4**	**34.5**	**20.5**	**29.9**	**–**
31 March 2023						
Weighted average fair value at re-measurement date	83.75	1.03	14.76	10.76	6.95	10.19
This weighted average fair value has been calculated using the Bermudan Binomial option pricing model, using the following inputs and assumptions:						
Weighted average share price	165.39	3.42	34.20	23.71	20.00	32.38
Weighted average exercise price	125.42	6.18	38.83	25.43	41.00	46.92
Weighted average expected volatility (%)*	46.0	52.0	55.0	35.0	65.0	45.0
Weighted average option life (years)	6.0	6.0	6.0	15.0	6.0	6.00
Weighted average risk-free interest rate (%) (based on zero rate bond yield at perfect fit)	3.6	3.6	3.6	3.5	3.6	3.6
Weighted average annual suboptimal rate (%)	180.0	180.0	180.0	180.0	180.0	180.0
Weighted average vesting period (years)	4.9	2.6	2.1	3.5	2.5	2.50
Share price at measurement date	165.4	3.4	34.2	23.7	20.0	32.4

* *The weighted average expected volatility of all share appreciation rights listed above is determined using historical daily share prices.*

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Other assets and liabilities

38. Provisions

AP Accounting policy

Provisions are obligations of the group where the timing or amount (or both) of the obligation is uncertain.

Provisions are recognised when the group has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate of the amount of the obligation can be made.

The group recognises a provision relating to its estimated exposure on all products at the consolidated statement of financial position date. A provision for onerous contracts is established when the expected benefits to be derived under a contract are less than the unavoidable costs of fulfilling the contract.

Reorganisation provisions are recognised in the period in which the group becomes legally or constructively committed to a formal restructuring plan.

A provision for restructuring costs is recognised when the group has a detailed formal plan for the restructuring and has raised a valid expectation to those affected that it will implement and carry out the restructuring.

Provisions are reviewed at each statement of financial position date and adjusted to reflect the current best estimate. Where the effect of the time value of money is material, the amount of a provision is determined by discounting the anticipated future cash flows expected to be required to settle the obligation at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense in the consolidated income statement.

	31 March	
	2024 US$'m	2023 US$'m
Pending litigation	**22**	12
Reorganisation and restructuring	**23**	23
Long-service and retirement gratuity	**5**	3
Other	**17**	10
Total provisions	**67**	48
Less: Non-current portion of provisions	**(4)**	(3)
Current portion of provisions	**63**	45

The group is currently involved in various litigation matters. The litigation provision has been estimated based on management assessment on likelihood of requirements on legal counsel and management's estimates of costs and possible claims relating to these after taking appropriate legal advice.

The reorganisation and restructuring provision relates to the restructuring costs of certain of our operations. The long service and retirement gratuity provision relates to the estimated cost of these employee benefits. Furthermore, included in other provisions are estimated amounts related to other regulatory matters.

39. Accrued expenses

	31 March	
	2024 US$'m	2023 US$'m
Deferred income[1]	**178**	109
Accrued expenses[2]	**172**	229
Taxes and other statutory liabilities	**177**	95
Bonus accrual	**116**	109
Accrual for leave	**24**	28
Other personnel accruals	**50**	46
Payments received in advance	**69**	81
Payables from reverse factoring arrangements[2]	**90**	100
Merchant payable[2]	**834**	871
Other[3]	**53**	52
	1 763	1 720

1 Relates to revenue received in advance from contracts with customers. Refer to note 13 for movements in deferred income balances.
2 These items are classified as financial liabilities.
3 Includes financial liabilities of US$42m (2023: US$43m).

Financial risk management

Hedging

AP Accounting policy

The group uses derivative financial instruments (derivatives) and the group's bonds to reduce exposure to fluctuations in foreign currency exchange rates and interest rates. Derivative instruments mainly comprise forward exchange contracts and interest rate (including cross-currency) swap agreements. Forward exchange contracts protect the group from movements in exchange rates by fixing the rate at which a foreign currency asset or liability will be settled. Cross-currency interest rate swap agreements protected the group from movements in foreign exchange risk on a net investment in a foreign operation.

The group documents, at inception of hedging transactions, the relationship between hedging instruments and hedged items, as well as its risk management objective and strategy for undertaking various hedging transactions. The group also documents its assessment, both at hedge inception and on an ongoing basis, of whether the derivatives used in hedging transactions are expected to be and have been highly effective in offsetting changes in fair values or cash flows of hedged items. Hedging instruments are included in 'Derivative financial instruments' and 'Long-term liabilities' in the consolidated statement of financial position. The group designates derivatives and the group's bonds as hedging instruments either in their entirety or elements thereof, as appropriate. The fair values of derivatives used for hedging purposes are disclosed in note 40 below.

The method of recognising the resulting gain or loss arising from the remeasurement of derivatives used for hedging is dependent on the nature of the item being hedged. The group designates a derivative as either a hedge of the fair value of a recognised asset, liability or firm commitment (fair value hedge), or a hedge of a forecast transaction or of the foreign currency risk of a firm commitment (cash flow hedge). The group also designates certain derivatives as hedges of the group's net investments in its foreign operations (net investment hedge).

Fair value hedges

When a derivative is designated as a fair value hedge, changes in the fair value of the derivative are recorded in the consolidated income statement, along with changes in the fair value of the hedged asset or liability that is attributable to the hedged risk.

Notes to the consolidated financial statements
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Financial risk management

Hedging continued

AP **Accounting policy** continued

Cash flow hedges

When a derivative is designated as a cash flow hedging instrument, the effective portion of the change in the fair value of the derivative is recognised in other comprehensive income and accumulated in the hedging reserve. The ineffective portion of the change in the fair value of the derivative is recognised in the consolidated income statement.

When the hedged forecast transaction or firm commitment subsequently results in the recognition of a non-financial item such as inventory, the amount accumulated in the hedging reserve is included directly in the initial cost of the non-financial item when it is recognised. For all other hedged forecast transactions, the amount accumulated in the hedging reserve is reclassified to the consolidated income statement in the same period during which the hedged expected future cash flow affects the consolidated income statement.

When a hedging instrument expires or is sold, or when a hedge no longer meets the criteria for hedge accounting, then hedge accounting is discontinued prospectively. The amount accumulated in the hedging reserve at that time remains in equity until, for a hedge resulting in the recognition of a non-financial item, it is included in the initial cost on initial recognition or, for other cash flow hedges, it is reclassified to the consolidated income statement in the same period as the expected cash flows affect the consolidated income statement.

When a committed or forecast transaction is no longer expected to occur, the amounts accumulated in the hedging reserve are reclassified to the consolidated income statement.

Net investment hedges

When a derivative is designated as a hedging instrument in a hedge of the group's net investment in a foreign operation, the effective portion of the change in fair value of the hedging instrument is recognised in other comprehensive income and presented in the foreign currency translation reserve within equity. The ineffective portion of the change in fair value of the derivative or group's bonds is recognised in the consolidated income statement. The amount accumulated in the foreign currency translation reserve is reclassified to the consolidated income statement on disposal of the relevant foreign operation.

Certain derivative transactions, while providing effective economic hedges under the group's risk management policies, do not qualify for hedge accounting. Changes in the fair value of derivatives that do not qualify for hedge accounting are recognised immediately in the consolidated income statement.

40. Financial risk management

Financial risk factors

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. These include the effects of changes in debt and equity markets, foreign currency exchange rates and interest rates. The group's overall risk management programme seeks to minimise the potential adverse effects of financial risks on its financial performance. The group uses derivative financial instruments, such as forward exchange contracts and interest rate swaps, to hedge certain risk exposures.

Risk management is carried out by management under policies approved by the board of directors and its risk management committee. Management identifies, evaluates and, where appropriate, hedges financial risks. The various boards of directors within the group provide written policies, in line with the overall group policies, covering specific areas, such as foreign exchange risk, interest rate risk, credit risk, the use of derivative financial instruments and the investment of excess liquidity.

40.1 Foreign exchange risk

The group operates internationally and is exposed to foreign exchange risk. A substantial portion of the group's revenue and expenses is denominated in the currencies of the countries in which it operates.

Where the group's revenue is denominated in local currency, depreciation of the local currency against the US dollar adversely affects the group's earnings and its ability to meet cash obligations. Some entities in the group use forward exchange contracts to hedge their exposure to foreign currency risk in connection with their obligations. Management may hedge the net position in the major foreign currencies by using forward exchange contracts. However, in many territories, forward cover is not available and accordingly, such exposures are not hedged. The group also uses forward exchange contracts to hedge foreign currency exposure generally taken for forecast transactions and/or firm commitments in foreign currency for up to one year.

The group classifies its forward exchange contracts relating to forecast transactions and firm commitments as either cash flow or fair value hedges and measures them at fair value.

In certain instances, the group will hedge its foreign currency risks associated with certain of its net investments in foreign operations. The group will determine which investments to hedge based on the foreign currency risk arising on translation of its foreign operations.

Following the acquisition of the group's interest in Delivery Hero SE during the 2018 financial year, the group elected to hedge the foreign exchange risk resulting from the difference between the functional currency of Delivery Hero (euro) and the currency of the funding incurred to acquire the investment (US$). The group therefore entered into a cross-currency interest rate swap, and in order to best reflect the result of this risk management strategy, designated it as a hedge of its net investment in Delivery Hero.

As the investment in Delivery Hero SE is translated at the spot rate, the group has designated only the spot exchange rate element of the cross-currency interest rate swap as forming part of the hedging relationship.

In July 2021 the group issued US$1.85bn 3.061% notes due in 2031, €1.0bn 1.288% notes due in 2029 and €850m 1.985% notes due in 2033 (the bonds). The purpose of the offerings was to raise proceeds for general corporate purposes, including debt refinancing, which took the form of a tender offer made in relation to its bonds maturing in 2025 and 2027. Part of the notes due in 2025 was linked to a cross-currency interest rate swap. Due to the part settlement of the 2025 bond notes, the group partly settled the cross-currency interest rate swap (the swap) related to the portion of the bond notes that were settled. The group therefore discontinued the hedge for the portion of the swap that was settled. The group continued the hedge relationship for the remaining portion of the swap as the hedge of the net investment in Delivery Hero. The repayment of the swap amounted to US$20m in July 2021, representing the fair value of the portion settled at that date.

In April 2022 the group designated €2.0bn of the euro bonds as a hedge of the net investment in Delivery Hero SE along with the cross-currency interest swap discussed above. In March 2023, the group fully settled the cross-currency interest swap resulting in the cash receipt of US$13m. Subsequent to the settlement the group designated an additional €200m of the euro bond as a hedge of the net investment in Delivery Hero SE. As at 31 March 2023, €2.2bn of the euro bonds were designated as a hedge of the net investment in Delivery Hero SE. The additional investment in Delivery Hero in the 2022 and 2023 financial year was funded by the euro bonds therefore this hedge designation creates as a natural offset of the foreign currency exposure of the investment and the bond liability. The group designated only the spot exchange rate element of the euro bonds in the hedging relationship.

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Financial risk management

40. Financial risk management continued

40.1 Foreign exchange risk continued

The hedge ratio remained 1:1 and the risk strategy for this hedge relationship remained unchanged. The accumulated amount recognised for this hedge relationship in the foreign currency translation reserve was not reclassified following this partial settlement. The amount will only be reclassified if the investment in Delivery Hero is disposed.

Cumulative gains of US$35m (2023: gains of US$35m) have been recognised in the foreign currency translation reserve relating to the net investment hedge since the inception of the hedging relationship. The decrease in the carrying value of the net investment in Delivery Hero used to determine hedge ineffectiveness for the period is US$1.0bn (2023: increase in carrying value of US$1.5bn).

During the current year, the hedge of this net investment was ineffective. The impairment of the investment decreased its carrying value and the currency mix of its underlying portfolio reduced the euro exposure from this investment. Accordingly, the hedge effectiveness of the foreign currency exposure of the euro bond and the carrying value of the investment fell below the acceptable range. Total losses of US$10m were recognised on the euro bonds designated as a hedge. Losses of US$67m were recognised in the foreign currency reserve related to the carrying value of the investment. Accordingly, no losses on the euro bonds designated as a hedge were recognised in the foreign currency translation reserve.

During the prior year, total gains of US$55m were recognised on the cross-currency interest rate swap prior to settlement and the euro bonds designated as a hedge. Gains of US$50m for the year have been recognised in the foreign currency translation reserve relating to the net investment hedge (and comprise the fair value movements used as a basis for recognising hedge effectiveness). Gains of US$5m were recognised as part of 'Other finance (costs)/income – net' in the consolidated income statement. This is the element of the cross-currency interest rate swap prior to settlement and the portion of the euro bonds not designated as part of the hedging relationship. Ineffectiveness may arise from credit risk on the cross-currency interest rate swap and the euro bonds. Ineffectiveness is negligible as all critical terms on the hedging instrument and hedged item match.

The group does not apply hedge accounting with respect to any of its forward exchange contracts outstanding as at 31 March 2024.

Where the group has surplus funds offshore, the treasury policy is to spread the funds between more than one currency to limit the effect of foreign exchange rate fluctuations and to generate the highest possible interest income. As at 31 March 2024, the group had a net cash balance including short-term cash investments of US$16.0bn (2023: US$16.3bn). These funds are largely denominated in US dollar which is also the functional currency of the relevant group subsidiary in which the cash is held. However, there are certain money market investments held in euros by entities with US dollar functional currencies which do give rise to foreign currency risk.

Foreign currency sensitivity analysis

The group's presentation currency is the US dollar, but as it operates internationally, it is exposed to a number of currencies, of which the exposure to the US dollar, euro, Indian rupee, Brazil real, Romanian lei, Turkish lira and Polish zloty are the most significant. The group is also exposed to the British pound, Chinese yuan renminbi and South African rand albeit to a lesser extent. For purposes of the below analysis, financial instruments are only considered sensitive to foreign exchange rates when they are not denominated in the functional currency of the group entity holding the relevant financial instrument.

The sensitivity analysis details the group's sensitivity to a 10% increase of the US dollar against the Indian rupee, South African rand, euro and the Romanian lei (2023: 10% increase on aforementioned currencies) and a 10% increase of the US dollar against the Brazilian real, Turkish lira and Polish zloty (2023: 20% increase of the US dollar against forementioned currencies). These movements would result in a US$444m increase in net profit after tax for the year (2023: US$464m increase). Other equity would decrease by US$20m (2023: US$78m decrease).

This analysis includes only outstanding foreign currency denominated monetary assets and liabilities (ie those monetary assets and liabilities denominated in a currency that differs from the relevant group company's functional currency) and adjusts their translation at the period-end for the above percentage changes in foreign currency rates. The sensitivity analysis includes external loans, as well as loans to foreign operations within the group, but excludes translation differences due to translating from functional currency to presentation currency. The analysis has been adjusted for the effect of hedge accounting.

Foreign exchange rates

The exchange rates used by the group to translate foreign entities' income statements, statements of comprehensive income and statements of financial position are as follows:

	31 March 2024		31 March 2023	
	Average rate	**Closing rate**	Average rate	Closing rate
Currency (1FC = US$)				
South African rand (ZAR)	**0.0533**	**0.0528**	0.0583	0.0562
Euro (EUR)	**1.0827**	**1.0794**	1.0415	1.0841
Chinese yuan renminbi (RMB)	**0.1393**	**0.1385**	0.1453	0.1456
Brazilian real (BRL)	**0.2024**	**0.1994**	0.1943	0.1975
Indian rupee (INR)	**0.0121**	**0.0120**	0.0124	0.0122
Polish zloty (PLN)	**0.2445**	**0.2514**	0.2213	0.2317
Romania lei (RON)	**0.2183**	**0.2172**	0.2114	0.2191
Turkish lira (YTL)	**0.0366**	**0.0308**	0.0557	0.0521
British pound sterling (GBP)	**1.2568**	**1.2623**	1.2036	1.2335

The average rates listed above are only approximate average rates. The group measures separately the transactions of each of its material operations, using the particular currency of the primary economic environment in which the operation conducts its business, translated at the prevailing exchange rate on the transaction date.

The below table details the group's unhedged liabilities that are denominated in a currency other than the functional currency of the settling entity:

	31 March 2024		31 March 2023	
	Currency amount of liabilities	**US$'m**	Currency amount of liabilities	US$'m
Uncovered liabilities				
Euro	**5 319**	**5 742**	5 333	5 782
South African rand	**2**	**–**	7	–
British pound	**1**	**1**	1	1
Other	**–**	**2**	–	6

Derivative financial instruments

The following table details the group's derivative financial instruments:

	31 March 2024		31 March 2023	
	Assets US$'m	**Liabilities US$'m**	Assets US$'m	Liabilities US$'m
Current portion				
Forward exchange contracts	**–**	**1**	5	2
	–	**1**	5	2

The group's forward exchange contracts are subject to master netting arrangements that allow for offsetting of asset and liability positions with the same counterparty in the event of default. None of the group's forward exchange contracts have been offset in the consolidated statement of financial position. At 31 March 2024 and 2023 there were no contracts that could be offset under the master netting arrangement.

Notes to the consolidated financial statements
for the year ended 31 March 2024

Financial risk management

40. Financial risk management continued

40.2 Credit risk

The group is exposed to credit risk relating to the following financial assets measured at amortised cost:

Trade receivables and accrued income balances

Trade receivables relates to amounts due from customers for goods sold or services rendered in the ordinary course of business. The group has a diversified customer base across various geographical areas. Various credit checks are performed on new debtors to determine the quality of their credit history. These checks are also performed on existing debtors with long-overdue accounts. Furthermore, current debtors are monitored to ensure they do not exceed their credit limits.

The group's trade receivables arise mainly in its Payments and Fintech, Classifieds and Food Delivery segments. Average payment terms vary considerably between the group's businesses, given the diverse nature of their operations. Average payment terms, however, generally do not exceed 60 days from date of invoice.

Accrued income balances relate to unbilled revenue that has been earned and have substantially similar risk characteristics as trade receivables. Accrued income balances arise mainly in the group's Classifieds and Payments and Fintech segments and are included within 'Other receivables' in the consolidated statement of financial position.

The group applies the simplified approach mandated by IFRS 9 *Financial Instruments* when measuring impairment loss allowances related to trade receivables and accrued income balances. Accordingly, the group's impairment allowances on these financial assets equal, at all times, the credit losses expected to arise over the lifetime of these financial assets.

In measuring credit losses expected to arise over the lifetime of trade receivables and accrued income balances, the financial assets are grouped according to their shared credit characteristics and ageing profile.

The quantification of credit losses expected to arise over the lifetime of trade receivables and accrued income balances is based on (i) the group's actual observed historical loss experience/rates within each business and (ii) reasonable and supportable forward-looking information that is considered predictive of future credit losses within each business.

The historical loss experience/rates that are taken into account when determining impairment allowances is determined with reference to representative sales periods within each business (typically not shorter than 12 months) and the credit losses incurred over that period.

Forward-looking information considered in measuring lifetime expected credit losses include macroeconomic factors, with the most significant factors considered being inflation and unemployment rate increases as these are considered to most significantly affect the future ability of the group's customers to settle their accounts as they fall due for payment. All forward-looking information considered is specific to the economy that most significantly affects the underlying customer's ability to repay the relevant amount due. Due to the group's diverse operations, the forward-looking information considered, and the values assigned to forward-looking information when calculating impairment allowances vary by business type and country in which the customer is located.

As at 31 March 2024, an impairment allowance (net of reversals) of US$6m (2023: US$8m) has been recognised with respect to trade receivables and accrued income balances.

Financing receivables

Financing receivables are amounts due from customers for financing provided for goods sold and other credit offerings. The group's financing receivables arise mainly in its Payments and Fintech, Food Delivery and Etail segments. The measurement of the expected credit loss allowance on these financing receivables is based on the general expected credit loss model. The assessment considers whether there has been a significant increase in credit risk. The receivables are analysed based on their ageing and the expected credit loss rate applied to the receivables is based on historical loss rates adjusted to incorporate forward-looking information such as inflation and unemployment rates. Various credit checks are performed on new debtors to determine the quality of their credit history. These checks are also performed on existing debtors with long-overdue accounts. Furthermore, current debtors are monitored to ensure they do not exceed their credit limits. The majority of the financing receivables are current, and there has been no significant increase in credit risk for these financing receivables since initial recognition. Consequently, the impairment loss allowance is based on a 12-month expected credit loss model.

As at 31 March 2024, an impairment allowance (net of reversals) of US$12m (2023: US$33m) has been recognised with respect to financing receivables.

Related party loans and receivables

Related party loans and receivables consist primarily of balances with a number of entities under the common control of Naspers, the group's ultimate controlling parent, as well as with certain associates and joint ventures of the group. The measurement of the impairment loss allowance on these loans and receivables is based on the assessment of whether there has been a significant increase in credit risk. Management has assessed that the credit risk of these loans and receivables is based on the creditworthiness of the borrowers and their ability to repay the amounts owing. There has been no significant increase in the credit risk of the borrowers during the current and prior financial year. Consequently, the impairment loss allowance is based on a 12-month expected credit loss model. As the amounts owing are due by group companies, the impairment assessment takes into account the default of the Naspers group on external debt (being the ultimate holding company able to repay debt on behalf of group companies), the credit rating/probability of default of equity-accounted investments and letters of support by Naspers group companies. The assessment also reviews actual performance against budgets and forecasts of group companies. Budget forecasts consider the businesses of these group companies and equity-accounted investments remaining operational. In addition, these related parties have sufficient liquid assets and will therefore be able to settle their debt. As at 31 March 2024 and 2023, impairment allowances on related party loans and receivables were not material.

Notes to the consolidated financial statements
for the year ended 31 March 2024

Financial risk management

40. Financial risk management continued

40.2 Credit risk continued

Other receivables

Credit risk related to other receivables arises mainly from accrued income balances, merchant and bank receivables, and disposal proceeds receivable.

Accrued income

The credit risk profile and impairment methodology applied to accrued income balances that are included within 'Other receivables' in the consolidated statement of financial position is outlined above.

Merchant and bank receivables

Merchant and bank receivables balances relate to transactions, primarily in the group's Payments and Fintech and Food Delivery segments, where the group facilitates the payment process between the end consumer and the provider of goods and services (ie the merchant).

Impairment allowances are established on merchant and bank receivables by considering the group's historical loss experience/rates as well as forward-looking information. The group also considers whether the underlying counterparty is a new or recurring customer. The credit risk inherent in merchant and bank receivables is also reduced by the group's right to offset amounts receivable from counterparties against the corresponding amounts payable to banks and other merchants (refer to note 39) in the event of default. An average payment term of 30 days generally applies to merchant and bank receivables. Merchant receivables are generally recovered in the month subsequent to the financial year-end, as a result, impairment allowances are not significant.

As at 31 March 2024, an impairment allowance of US$3m (2023: US$4m) has been recognised with respect to merchant and bank receivables.

Disposal proceeds receivable

Disposal proceeds receivable relate to amounts held in escrow following disposals of group businesses to external parties. These amounts are generally held in escrow by the relevant purchaser as security for the group's warranty and indemnity obligations in terms of disposal agreements.

The group assesses, on a continuing basis, whether a significant increase in credit risk has taken place with respect to the relevant underlying counterparty. At 31 March 2024 and 31 March 2023, impairment allowances related to disposal proceeds receivable were not significant.

Loan receivables

Loan receivables are amounts owing to various third parties of the group including external service providers. The group assesses, on a continuing basis, whether a significant increase in credit risk has taken place with respect to the relevant underlying counterparty. At 31 March 2024, impairment allowances related to loan receivables amounted to US$nil (31 March 2023: US$nil).

Cash and cash equivalents, short-term investments, derivative assets and investments at fair value through profit and loss

The group is exposed to certain concentrations of credit risk relating to its cash and cash equivalents, short-term investments, derivative assets and investments at fair value through profit or loss. There are no significant concentrations of credit risk relating to derivative financial assets. The group places these instruments mainly with major banking groups and high-quality institutions that have high credit ratings. The group's treasury policy is designed to limit exposure to any one institution and to invest excess cash in low-risk investment accounts. As at 31 March 2024, the group held the majority of its cash and cash equivalents, short-term investments and derivative assets with local and international banks with a 'Baa1' credit rating or higher. The majority of the group's short-term investments are placed with international banks with an 'A1' credit rating (Moody's International's long-term deposit rating). The credit standings of counterparties that are used by the group are evaluated on a continuing basis.

Total impairment losses on financial assets at amortised cost

Total impairment losses (net of reversals) recorded on financial assets measured at amortised cost amounted to US$17m as at 31 March 2024 (2023: US$37m). The assessment includes all reasonable and supportable information about the likelihood that counterparties would breach their agreed payment terms and any deterioration of their credit ratings. Where relevant, additional expected credit losses were accounted for when deemed necessary.

40.3 Liquidity risk

Prudent liquidity risk management implies, among other aspects, maintaining sufficient cash and marketable securities, the availability of funding through an adequate amount of committed credit facilities and the ability to close out market positions. The facilities expiring within one year are subject to renewal at various dates during the next year. The group had the following unutilised banking facilities as at 31 March 2024 and 2023:

	31 March	
	2024 US$'m	2023 US$'m
On call	**360**	123
Expiring within one year	**37**	160
Expiring beyond one year	**2 500**	2 516
	2 897	2 799

The following analysis details the remaining contractual maturity of the group's non-derivative liabilities and derivative financial assets and liabilities. The analysis is based on the undiscounted cash flows of financial liabilities based on the earliest date on which the group can be required to settle the liability. The analysis includes both interest and principal cash flows.

	31 March 2024				
	Carrying value US$'m	**Contractual cash flows US$'m**	**0 – 12 months US$'m**	**1 – 5 years US$'m**	**5 years + US$'m**
Non-derivative financial liabilities					
Interest-bearing: Capitalised lease liabilities	**(171)**	**(187)**	**(50)**	**(120)**	**(17)**
Interest-bearing: Loans and other liabilities	**(16 036)**	**(22 464)**	**(797)**	**(5 400)**	**(16 267)**
Non-interest-bearing: Loans and other liabilities	**(4)**	**(4)**	**–**	**(4)**	**–**
Other current and non-current liabilities	**(688)**	**(688)**	**(688)**	**–**	**–**
Trade payables	**(365)**	**(365)**	**(365)**	**–**	**–**
Accrued expenses	**(1 138)**	**(1 138)**	**(1 138)**	**–**	**–**
Related party loans and payables	**(12)**	**(12)**	**(10)**	**(2)**	**–**
Bank overdrafts	**(15)**	**(15)**	**(15)**	**–**	**–**
Trade payables classified as held for sale	**(26)**	**(26)**	**(26)**	**–**	**–**
Accrued expenses classified as held for sale	**(661)**	**(661)**	**(661)**	**–**	**–**
Derivative financial assets/(liabilities)					
Forward exchange contracts – inflow	**–**	**27**	**27**	**–**	**–**
Forward exchange contracts – outflow	**(1)**	**(28)**	**(28)**	**–**	**–**

Notes to the consolidated financial statements
for the year ended 31 March 2024

Financial risk management

40. Financial risk management continued

40.3 Liquidity risk continued

	31 March 2023				
	Carrying value US$'m	Contractual cash flows US$'m	0 – 12 months US$'m	1 – 5 years US$'m	5 years + US$'m
Non-derivative financial liabilities					
Interest-bearing: Capitalised finance leases	(204)	(223)	(58)	(136)	(29)
Interest-bearing: Loans and other liabilities	(15 921)	(22 803)	(757)	(4 460)	(17 586)
Non-interest-bearing: Loans and other liabilities	(110)	(110)	(82)	(28)	–
Other current liabilities and non-current liabilities	(889)	(899)	(773)	(126)	–
Trade payables	(356)	(356)	(356)	–	–
Accrued expenses	(1 243)	(1 243)	(1 243)	–	–
Related party loans and payables	(8)	(8)	(6)	(2)	–
Bank overdrafts	(28)	(28)	(28)	–	–
Trade payables classified as held for sale	(165)	(165)	(165)	–	–
Accrued expenses classified as held for sale	(66)	(66)	(66)	–	–
Derivative financial assets/(liabilities)					
Forward exchange contracts – inflow	5	215	215	–	–
Forward exchange contracts – outflow	(2)	(213)	(213)	–	–

40.4 Interest rate risk

As part of the process of managing the group's fixed and floating borrowings mix, the interest rate characteristics of new borrowings and the refinancing of existing borrowings are positioned according to expected movements in interest rates. Where appropriate, the group uses derivative financial instruments, such as interest rate swap agreements, purely for hedging purposes. The fair value of these instruments will not change significantly as a result of changes in interest rates due to their short-term nature and floating interest rates.

Refer to note 30 for the interest rate profiles and repayment terms of long-term liabilities as at 31 March 2024 and 2023.

Interest rate sensitivity analysis

The sensitivity analysis below has been determined based on the exposure to interest rates for both derivative and non-derivative instruments at the statement of financial position date (after taking into account the effect of hedge accounting) and the stipulated change taking place at the beginning of the next financial year and held constant throughout the reporting period in the case of instruments that have floating rates. The group is mainly exposed to interest rate fluctuations of the South African, American, European, Brazilian and London Interbank Average Rates. Management's best estimate of the possible change in these interest rates is an increase of 200 basis points (2023: 100 basis points) for American and European Interbank Average Rate, an increase of 300 basis points (2023: 300 basis points) for the Brazilian Interbank Average Rate and an increase of 200 basis points for the Johannesburg Interbank Average Rate.

If interest rates changed as stipulated above and all other variables were held constant, specifically foreign exchange rates, the group's net profit after tax and total equity for the year ended 31 March 2024 would increase by US$286m (2023: decrease on net profit (and equity) by US$37m).

40.5 Price risk

Price risk sensitivity analysis

The group has various listed investments measured at fair value through other comprehensive income. The group's sensitivity to a 10% decrease in the share price of these investments will result in a US$481m decrease in other comprehensive income (2023: US$604m). Refer to note 28 for details of the group's listed investments.

41. Fair value of financial instruments

The carrying values, net gains and losses recognised in profit or loss, total interest income, total interest expense and impairment per class of financial instrument are as follows:

	31 March 2024			
	Carrying value US$'m	Net gains/ (losses) recognised in profit or loss US$'m	Total interest income US$'m	Impairment US$'m
Assets				
Other investments	5 718	–	–	–
Financial assets at fair value through profit or loss	48	–	–	–
Financial assets at fair value through other comprehensive income[2]	5 645	–	–	–
Other loans and investments[3]	25	–	–	–
Receivables and loans[3]	2 207	1	23	(17)
Trade receivables	278	(2)	1	(6)
Financing receivables	557	–	–	(12)
Other receivables	786	2	2	3
Trade and other receivables classified as held for sale	311	–	–	(2)
Related party receivables	275	1	20	–
Derivative financial instruments[1]	–	–	–	–
Forward exchange contracts	–	–	–	–
Cross-currency interest rate swap	–	–	–	–
Derivatives contained in lease agreements	–	–	–	–
Short-term investments[3]	13 834	(6)	826	–
Cash and cash equivalents classified as held for sale	428	–	–	–
Cash and cash equivalents[3]	2 175	(1)	63	–
Total	24 362	(6)	912	(17)

1 Measured at fair value through profit or loss.
2 During the year losses of US$1.7bn (2023: US$158m) was recognised in other comprehensive income with respect to the group's financial assets at fair value through other comprehensive income.
3 Measured at amortised cost.

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Financial risk management

41. Fair value of financial instruments continued

	31 March 2024		
	Carrying value US$'m	Net gains/ (losses) recognised in profit or loss US$'m	Total interest expense US$'m
Liabilities			
Long-term liabilities[1]	**15 751**	**24**	**373**
Interest-bearing: Capitalised lease liabilities	**126**	**–**	**3**
Interest-bearing: Loans and other liabilities	**15 609**	**24**	**370**
Non-interest-bearing: Loans and other liabilities	**4**	**–**	**–**
Long-term liabilities classified as held for sale	**10**	**–**	**–**
Related party loans and payables	**2**	**–**	**–**
Short-term payables and loans[1]	**3 360**	**9**	**178**
Interest-bearing: Capitalised lease liabilities	**45**	**1**	**3**
Interest-bearing: Loans and other liabilities	**427**	**1**	**138**
Trade payables	**365**	**–**	**1**
Trade payables classified as held for sale	**26**	**–**	**–**
Other current liabilities[2]	**688**	**3**	**–**
Accrued expenses	**1 138**	**(3)**	**36**
Accrued expenses classified as held for sale	**661**	**–**	**–**
Related party loans and payables	**10**	**3**	**–**
Foreign currency intergroup payables	**–**	**4**	**–**
Derivative financial instruments[3]	**1**	**2**	**–**
Forward exchange contracts	**1**	**2**	**–**
Bank overdrafts[1]	**15**	**–**	**6**
Total	**19 127**	**35**	**557**

1 Measured at amortised cost, except for earn-out obligations included in non-interest-bearing loans and other liabilities.
2 Includes written put option liabilities. Refer to note 31.
3 Measured at fair value through profit or loss.

The carrying values of all financial instruments, apart from those disclosed below, are considered to be a reasonable approximation of their fair values. The carrying values of these financial instruments are considered to be a reasonable approximation of the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants.

The fair value of the group's publicly traded bonds are detailed below:

Financial liabilities	Carrying value US$'m	Fair value US$'m	Level 1 US$'m	Level 2 US$'m	Level 3 US$'m
31 March 2024					
Publicly traded bonds[1]	**15 361**	**12 448**	**–**	**12 448**	**–**
31 March 2023					
Publicly traded bonds[1]	15 377	12 009	–	12 009	–

1 Refer to note 30 for further details on the publicly traded bonds.

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).

	31 March 2023			
	Carrying value US$'m	Net gains/ (losses) recognised in profit or loss US$'m	Total interest income US$'m	Impairment US$'m
Assets				
Other investments	7 570	(99)	–	–
Financial assets at fair value through profit or loss	34	(99)	–	–
Financial assets at fair value through other comprehensive income[1]	7 528	–	–	–
Other loans and investments[2]	8	–	–	–
Receivables and loans[2]	1 719	(28)	38	36
Trade and financing receivables	659	–	1	44
Other receivables	602	(30)	2	(7)
Foreign currency intergroup receivables	–	2	–	–
Trade and other receivables classified as held for sale	164	–	–	(1)
Related party receivables	294	–	35	–
Derivative financial instruments[3]	5	10	–	–
Forward exchange contracts	5	–	–	–
Cross-currency interest rate swap	–	10	–	–
Short-term investments[2]	6 726	(42)	160	–
Cash and cash equivalents classified as held for sale	94	–	–	–
Cash and cash equivalents[2, 3]	9 565	35	278	–
Total	25 679	(124)	476	36

1 During the year losses of US$1.2bn were recognised in other comprehensive income with respect to the group's financial assets at fair value through other comprehensive income.
2 Measured at amortised cost.
3 Cash and cash equivalents include money market funds which are part of cash and cash equivalents.

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Financial risk management

41. Fair value of financial instruments continued

31 March 2023	Carrying value US$'m	Net gains/ (losses) recognised in profit or loss US$'m	Total interest expense US$'m
Liabilities			
Long-term liabilities[1]	15 925	120	492
Interest-bearing: Capitalised finance leases	150	–	2
Interest-bearing: Loans and other liabilities	15 596	118	490
Non-interest-bearing: Loans and other liabilities	22	–	–
Long-term liabilities classified as held for sale	29	–	–
Other non-current liabilities[2]	126	2	–
Related party loans and payables	2	–	–
Short-term payables and loans[1]	3 076	5	41
Interest-bearing: Capitalised finance leases	54	1	5
Interest-bearing: Loans and other liabilities	325	1	7
Non-interest-bearing: Loans and other liabilities	88	–	–
Trade payables	356	–	1
Trade payables classified as held for sale	165	–	–
Other current liabilities[2]	773	3	–
Accrued expenses	1 243	(7)	28
Accrued expenses classified as held for sale	66	–	–
Related party loans and payables	6	3	–
Foreign currency intergroup payables	–	4	–
Derivative financial instruments[3]	2	7	–
Forward exchange contracts	2	7	–
Bank overdrafts[1]	28	–	22
Total	19 031	132	555

1 Measured at amortised cost except for earn-out obligations included in non-interest-bearing loans and other liabilities.
2 Includes written put option liabilities. Refer to note 31.
3 Measured at fair value through profit or loss.

The group categorises fair value measurements into levels 1 to 3 of the fair value hierarchy based on the degree to which the inputs used in measuring fair value are observable:

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2 fair value measurements are those derived from inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (ie as prices) or indirectly (ie derived from prices). The fair value of financial instruments that are not traded in active markets (for example, derivatives such as interest rate swaps, forward exchange contracts and certain options) is determined through valuation techniques. These valuation techniques maximise the use of observable market data where it is available and rely as little as possible on entity-specific estimates. If all significant inputs required to measure the fair value of an instrument are observable, the instrument is included in level 2.
- Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

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

Level 2 fair value measurements

- **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.
- **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 ratings 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 consolidated 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 and in the prior year 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 market approach using market multiples. At 31 March 2024, the group used a market approach using adjusted market multiples of comparable listed peers. The multiples were generally based on revenue or EBITDA. The prior year valuations were based on a DCF or weighted income and market approach. The market approach was used in the current year for these investments due to the management-specific information available to perform the impairment test. The material valuations in the current year related to unlisted equity investments in the Edtech and Payments and Fintech segments. The prior valuations related to investments in the Edtech segments.

The following inputs below were used in the valuations:

31 March 2024

Unlisted equity investments in the Edtech segment		Unlisted equity investments in the Payments and Fintech segment	
Revenue multiple	Peers' range	**Revenue multiple**	Peers' range
1.4x – 2.0x	1x – 18x	**15x – 17x**	5x – 31x

Notes to the consolidated financial statements
for the year ended 31 March 2024

Financial risk management

41. Fair value of financial instruments continued

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

31 March 2023

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.

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.

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.

	Unlisted equity investments in the Edtech segment
Long-term growth rate	2% - 6%
Discount rate	12% - 15%
Terminal growth rates	1% - 5%

For these investments, 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 for the Naspers group up until its disposal 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.

The fair values of the group's financial instruments that are measured at fair value at each reporting period are categorised as follows:

	31 March 2024			
	Fair value US$'m	**Level 1 US$'m**	**Level 2 US$'m**	**Level 3 US$'m**
Assets				
Financial assets at fair value through other comprehensive income	**5 645**	**4 808**	**–**	**837**
Financial assets at fair value through profit or loss	**48**	**–**	**–**	**48**
Forward exchange contracts	**–**	**–**	**–**	**–**
Total	**5 693**	**4 808**	**–**	**885**
Liabilities				
Forward exchange contracts	**1**	**–**	**1**	**–**
Earn-out obligations	**4**	**–**	**–**	**4**
Total	**5**	**–**	**1**	**4**

	31 March 2023			
	Fair value US$'m	Level 1 US$'m	Level 2 US$'m	Level 3 US$'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	–
Total	8 014	6 048	452	1 514
Liabilities				
Forward exchange contracts	1	–	1	–
Earn-out obligations	109	–	–	109
Total	110	–	1	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 rating agencies.*

Notes to the consolidated financial statements
for the year ended 31 March 2024

Financial risk management

41. Fair value of financial instruments continued

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

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

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

	31 March 2024			
	Earn-out obli-gations US$'m	Financial assets at FVOCI[1] US$'m	Derivatives embedded in leases US$'m	Financial assets at FVPL[2] US$'m
Balance at 1 April 2023	**(109)**	**1 484**	**–**	**30**
Additions	**–**	**143**	**–**	**18**
Total (losses)/gains recognised in the income statement	**99**	**–**	**–**	**–**
Total losses recognised in other comprehensive income	**–**	**(530)**	**–**	**–**
Settlements/disposals	**6**	**(2)**	**–**	**–**
Transfer to investment in associate	**–**	**(40)**	**–**	**–**
Impact of share exchange	**–**	**(211)**	**–**	**–**
Transfer to investments at FVPL	**–**	**(7)**	**–**	**–**
Total	**(4)**	**837**	**–**	**48**

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

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

There was no transfer from level 2 to level 1 (2023: US$nil) and no transfer from level 3 to level 1 (2023: a transfer of US$1m). There was a transfer of US$40m from level 3 to investments in associates and a transfer of US$7m from level 3 to investments at fair value through profit or loss (2023: a transfer of US$622m to level 3 due to investments in associates that lost significant influence during the year). There were no significant changes to the valuation techniques and inputs used in measuring fair value.

Other disclosures

42. 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:

	31 March	
	2024 US$'m	2023 US$'m
Sale of goods and services to related parties[1]		
MIH Holdings Proprietary Limited	**7**	11
Bom Negócio Atividades de Internet Ltda (OLX Brasil)	**25**	28
Skillsoft Corp	**–**	8
Various other related parties	**3**	1
	35	48

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.*

	31 March	
	2024 US$'m	2023 US$'m
Services received from related parties[1]		
MIH Holdings Proprietary Limited	**13**	9
Various related parties	**2**	2
	15	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.*

	31 March	
	2024 US$'m	2023 US$'m
Dividends paid to holding company		
Naspers Limited	**84**	89
	84	89

Notes to the consolidated financial statements
for the year ended 31 March 2024

Other disclosures

42. Related party transactions and balances continued

	31 March 2024 US$'m	31 March 2023 US$'m
Loans and receivables[1]		
MIH Ecommerce Holdings (Pty) Ltd	**8**	–
MIH Holdings Proprietary Limited	**3**	5
Bom Negócio Atividades de Internet Ltda (OLX Brasil)[2]	**174**	150
MIH Treasury Services (Pty) Ltd	**–**	11
MIH Internet Holding B.V. Share Trust[3]	**58**	102
Prosus NV Share Option Trust[3]	**11**	–
GoodGuyz Investments B.V.	**6**	6
Silvergate Capital Corporation	**2**	2
Other	**13**	18
Less: Allowance for impairment of loans and receivables[4]	**–**	–
Total related party receivables	**275**	294
Less: Non-current portion of related party receivables	**(244)**	(254)
Current portion of related party receivables	**31**	40

1 The group provides services and loan funding to a number of its related parties.
2 During the prior year a portion of the loan was capitalised to the investment in joint venture. The loan is repayable by October 2035 and was interest free until April 2022. Subsequently, interest is charged annually at SELIC+2%. Interest income of US$25m was recognised in the current year (2023: US$28m)
3 Relates to related party loan-funding provided to Naspers group share trust for equity-compensation plans. The loan was interest-free and repayable in 2032, or upon winding up of the trust, if earlier. Cash flows for this transaction are disclosed as investing activities in the 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 (2023: US$nil).

	31 March 2024 US$'m	31 March 2023 US$'m
Payables		
Zitec Com SRL	**2**	3
MIH Holdings Proprietary Limited	**7**	3
Various other related parties	**3**	2
Total related party payables	**12**	8
Less: Non-current portion of related party payables	**(2)**	(2)
Current portion of related party payables	**10**	6

Directors' remuneration

The executive directors received the following remuneration and emoluments:

	2024 US$'000	2023 US$'000
Executive directors[1]		
Salary	**1 260**	2 345
Annual short-term incentive payments	**1 197**	1 774
Annual long-term incentive payments	**7 968**	–
Discount-linked short-term incentive payments[2]	**–**	4 873
Pension contributions and other benefits paid on behalf of director	**119**	227
Share-based payment expense	**5 545**	(101 763)
Total	**16 089**	(92 544)

1 Executive directors aggregate cost of their compensation is currently allocated 90% to Prosus and 10% to Naspers.
2 The discount-linked STI will be held and paid out after 31 March 2024 should the assessed discount be sustained or improved.

During the current year the group recharged US$7m (2023: US$11m) to Naspers companies in respect of services performed on their behalf. In addition Naspers recharged costs of US$13m (2023: US$9m) to the group's companies.

Bob van Dijk stepped down as chief executive and as an executive director on 18 September 2023. Disclosed below is Bob's remuneration from 1 April 2023 to 30 September 2024 (full-time employment) and the agreed severance in terms of contractual obligations. The severance payment qualifies as an appropriate, all-inclusive compensation for loss of office. Bob undertook to remain available for consultation and guidance and entered into a consultancy agreement commencing 1 April 2024, terminating on 30 September 2024, to allow for a smooth transition. In respect of these services rendered, a gross fee of EUR113 436,18 per month will be paid. Bob remained eligible for the STI for FY24 and the payment made was contingent on the achievement of the applicable targets and objectives set for Bob for FY24. The discount-linked STI, as disclosed in FY23, but not yet paid in FY23, was paid in full due to the original agreement being met whereby the discount as at 31 March 2024 was sustained or improved at no greater than 42% level as indicated and disclosed at 31 March 2023.

B van Dijk received the following remuneration and emoluments that were included in the table above.

	2024 US$'000	2023 US$'000
B van Dijk		
Salary	**1 469**	1 405
Annual short-term incentive payments	**1 469**	970
Annual discount-linked short-term incentive payments[1]	**–**	3 414
Annual long-term incentive payments[2]	**14 443**	–
Pension contributions and other benefits paid on behalf of director	**141**	141
Severance payment	**747**	–
Share-based payment expense	**(5 274)**	–
Total	**12 995**	5 930

1 The discount-linked STI will be held and paid out after 31 March 2024 should the assessed discount be sustained or improved.
2 Long-term incentive payments include PSUs, SARs and share options.

Notes to the consolidated financial statements
for the year ended 31 March 2024

Other disclosures

42. Related party transactions and balances continued

The non-executive directors received the following remuneration and emoluments:

	2024 US$'000	2023 US$'000
Non-executive directors[1]		
Directors' fees	**2 708**	2 512
Committee and trust fees	**576**	531
Total	**3 284**	3 043

1 Non-executive directors receive no additional compensation for their dual responsibilities to Naspers and Prosus. However, the aggregate cost of their compensation is currently allocated 70% to Prosus and 30% to Naspers.

Key management received the following remuneration:

	2024 US$'000	2023 US$'000
Key management		
Short-term employee benefits	**21 538**	17 194
Post-employment benefits	**656**	536
Share-based payment expense	**43 275**	33 722
Total	**65 469**	51 452

The group has not provided any personal loans, advances or guarantees to the executive, non-executive directors and key management personnel.

Key management excludes executive and non-executive directors' remuneration.

The prior year's remuneration includes the remuneration of the former statutory directors until the date of resignation and the remuneration of the newly appointed executive directors from the date of appointment.

Directors' interest in Prosus shares

The directors of Prosus (and their associates) had the following interests in Prosus ordinary shares A as at 31 March:

	2024 Prosus ordinary shares A Beneficial			2023 Prosus ordinary shares A Beneficial		
Name	**Direct**	**Indirect**	**Total**	Direct	Indirect	Total
SJZ Pacak[1, 2]	**–**	**1 603**	**1 603**	–	486	486
JDT Stofberg[1]	**–**	**1 171**	**1 171**	–	810	810
Total	**–**	**2 774**	**2 774**	–	1 296	1 296

1 As part of the cross-holding structure including the Prosus capitalisation issue approved by shareholders on 23 August 2023 additional ordinary shares A1 were issued to holders of ordinary share A1 on a pro rata basis on 18 September 2023.
2 On 18 September 2023 outside of the Prosus capitalisation issue SJZ Pacak's family trust acquired 1 301 ordinary shares A1.

The directors of Prosus (and their associates) had the following interests in Prosus ordinary shares N as at 31 March:

	2024 Prosus ordinary shares N[1] Beneficial			2023 Prosus ordinary shares N Beneficial		
Name	**Direct**	**Indirect**[2]	**Total**	Direct	Indirect	Total
JP Bekker	**–**	**19 646 498**	**19 646 498**	–	9 013 809	9 013 809
H du Toit	**11 139**	**–**	**11 139**	5 111	–	5 111
CL Enenstein	**–**	**904**	**904**	–	415	415
FLN Letele	**5 675**	**–**	**5 675**	2 604	–	2 604
SJZ Pacak[3]	**754 599**	**1 260 648**	**2 015 247**	460 911	693 086	1 153 997
V Sgourdos	**–**	**452 593**	**452 593**	124 718	86 619	211 337
MR Sorour[4]	**1 961**	**963**	**2 924**	3 955	442	4 397
JDT Stofberg	**906 639**	**309 259**	**1 215 898**	415 966	141 888	557 854
B van Dijk[5]	**1 144 549**	**612 897**	**1 757 446**	525 119	274 945	800 064
Total	**2 824 562**	**22 283 762**	**25 108 324**	1 538 384	10 211 204	11 749 588

1 As part of unwind of the cross-holding structure, including the Prosus capitalisation issue approved by shareholders on 23 August 2023, additional ordinary shares N were issued to holders of ordinary shares N on a pro rata basis on 18 September 2023.
2 Prosus share options that have been released (vested), but not yet been exercised, are included in the indirect column: Basil Sgourdos: 95 983 (2023: 86 619).
3 On 28 March 2024, Steve Pacak and a family trust linked to him each disposed of 250 000 ordinary shares N on the open market at an average price of €29.00 per share.
4 On 25 March 2024, Mark Sorour disposed of 6 658 ordinary shares N on the open market at an average price of R569.86 per share.
5 Resigned as a director of Naspers and Prosus on 18 September 2023.

Additional information on the remuneration and share-based compensation of members of the board and the remuneration of key management is disclosed in the remuneration report.

Notes to the consolidated financial statements
for the year ended 31 March 2024

Other disclosures

43. Commitments and contingencies
The group is subject to commitments and contingencies, which occur in the normal course of business, including legal proceedings and claims that cover a wide range of matters. 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.

The group plans to fund these commitments and contingencies out of existing facilities and internally generated funds.

	31 March	
	2024 US$'m	2023 US$'m
Commitments		
– Other service commitments	**236**	306
– Lease commitments	**–**	1
	236	307

Litigation claims
The group has labour litigation claims amounting to US$114m (2023: US$nil) in Brazil. The risk classification of these claims being payable are possible subject to a final decision on the validity of the claims in the labour court.

Taxation matters
As a global technology investor, the group's portfolio of businesses is well diversified by segment 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$292m (2023: US$191m).

Included in this tax exposure is US$95m (2023: US$nil) related to the Events Sector Emergency Resumption Program (PERSE) tax benefit. The Brazilian tax authorities introduced this PERSE tax benefit which has a reduction in Federal VAT and corporate income tax to zero percent (0%) for a 60-month period ending in February 2027. Before claiming this benefit, iFood asked permission from a court ruling and was granted a favourable first level preliminary decision in August 2022. The decision is subject to a subsequent final ruling. As iFood is eligible for the benefit it started claiming this benefit from September 2023. Given the uncertainty of a favourable final ruling the tax benefit has not been recognised in the consolidated income statement. Accordingly, this tax benefit of US$95m was recognised in 'Accrued expenses' in the consolidated statement of financial position.

The remaining US$197m (2023: US$191m) of this tax exposure relates to iFood's deductible expenditure which is under assessment with the Brazilian tax authorities.

Assets pledged as collateral
The group pledged property, plant and equipment, investments, cash and cash equivalents, trade receivables and other working capital as collateral against its secured long-term liabilities with an outstanding balance of US$563m (2023: US$466m). Refer to note 30 for further details.

44. Subsequent events
In May the group announced the appointment of iFood CEO, Fabricio Bloisi, as group chief executive, effective 10 July 2024. Ervin Tu, the group's interim chief executive will continue to play an important role in shaping the group's future in a new position, president and chief investment officer (CIO).

As part of the group's open-ended share-repurchase programme, Prosus acquired 43 815 098 Prosus ordinary shares N for US$1.54bn and Naspers acquired 3 374 954 Naspers N ordinary shares for US$670m between April and 19 June 2024. Furthermore, Naspers disposed of 19 035 508 Prosus ordinary shares N for US$667m between April and 19 June 2024. The group will account for this transaction in the same manner that it was accounted for in the year ended 31 March 2024.

The group sold 34 057 900 shares of Tencent Holdings Limited (Tencent) between April and 19 June 2024, yielding US$1.54bn 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 May, Iyzico, the group's fintech business in Turkey, signed an agreement for the acquisition of Paynet, a significant player in the Turkish fintech landscape, for US$87m. This strategic move marks a pivotal moment in Iyzico's journey towards enhancing its portfolio and expanding its market reach. The closing of the transaction is subject to regulatory approvals (ie Central Bank of the Republic of Turkey and the Competition Board).

Company statement of financial position
for the year ended 31 March 2024

	Notes	31 March 2024 US$'m	31 March 2023 US$'m
ASSETS			
Non-current assets		**130 263**	144 009
Investments in subsidiaries	3	**130 002**	141 188
Investments at fair value through other comprehensive income	4	**–**	206
Amounts due from group companies	5	**261**	2 615
Current assets		**22 164**	14 806
Amounts due from group companies	5	**7 537**	1
Derivative financial instruments	18	**–**	5
Other receivables	6	**9**	45
Short-term investments	7	**13 806**	6 709
Cash and cash equivalents	8	**812**	8 046
TOTAL ASSETS		**152 427**	158 815
EQUITY AND LIABILITIES			
Shareholders' equity		**137 009**	143 290
Share capital	9,10	**294**	170
Share premium	9,10	**124 088**	131 934
Statutory reserve		**358**	138
Retained earnings		**10 945**	6 848
Undistributed results		**1 324**	4 200
Non-current liabilities		**15 236**	15 253
Long-term liabilities	11	**15 236**	15 253
Current liabilities		**182**	272
Current portion of long-term liabilities	11	**125**	124
Amounts due to group companies	5	**–**	6
Accrued expenses and other current liabilities	12	**57**	82
Taxation payable	16	**–**	59
Derivative financial instruments	18	**–**	1
TOTAL EQUITY AND LIABILITIES		**152 427**	158 815

The accompanying notes are an integral part of these company financial statements.

Company statement of comprehensive income
for the year ended 31 March 2024

	Notes	31 March 2024 US$'m	31 March 2023 US$'m
Selling, general and administration expenses	13	**(3)**	(5)
Dividend income	14	**926**	4 226
Operating profit		**923**	4 221
Interest income	15	**878**	454
Interest expense	15	**(499)**	(497)
Other finance income/(cost) – net	15	**22**	22
Profit before taxation		**1 324**	4 200
Taxation	16	**–**	–
Profit for the year		**1 324**	4 200
Other comprehensive loss (OCI)		**(8)**	(182)
Net fair value loss on financial assets at fair value through OCI[1]	4	**(5)**	(179)
Net movement in hedging reserve[2]		**(3)**	(3)
Total comprehensive income for the year		**1 316**	4 018

The accompanying notes are an integral part of these company financial statements.
1 Financial assets at fair value through OCI will not subsequently be reclassified to profit or loss.
2 This component of other comprehensive income may subsequently be reclassified to profit or loss.

Company statement of changes in equity
for the year ended 31 March 2024

	Share capital US$'m	Share premium US$'m	Treasury shares[1] US$'m	Statutory reserve[2] US$'m	Retained earnings US$'m	Undistributed results US$'m	Total US$'m
Balance at 01 April 2023	**170**	**141 977**	**(10 043)**	**138**	**6 848**	**4 200**	**143 290**
Income for the year	**–**	**–**	**–**	**–**	**(8)**	**1 324**	**1 316**
Profit for the year	**–**	**–**	**–**	**–**	**–**	**1 324**	**1 324**
Other comprehensive loss[3]	**–**	**–**	**–**	**–**	**(8)**	**–**	**(8)**
Appropriation of result	**–**	**–**	**–**	**–**	**4 200**	**(4 200)**	**–**
Share capital movements[4]	**104**	**(104)**	**–**	**–**	**–**	**–**	**–**
Annual distribution paid to shareholders[4]	**(103)**	**–**	**–**	**–**	**(95)**	**–**	**(198)**
Repurchase of own shares[5]	**–**	**–**	**(7 194)**	**–**	**–**	**–**	**(7 194)**
Cancellation of treasury shares[6]	**(13)**	**(14 662)**	**14 675**	**–**	**–**	**–**	**–**
Removal of the cross-holding structure[7]	**136**	**(561)**	**–**	**220**	**–**	**–**	**(205)**
Balance at 31 March 2024	**294**	**126 650**	**(2 562)**	**358**	**10 945**	**1 324**	**137 009**

1 Treasury shares is a component of share premium that is presented separately within the statement of changes in equity.
2 As required by Article 29 of the company's articles of association the company holds a legal reserve for the conversion of A1 shares to A2 shares when the conversion criteria are triggered.
3 Relates predominantly to the company's investment at fair value through other comprehensive income. Refer to note 4.
4 Share capital movements relate to the net increase in the nominal value of the ordinary shares N in respect to those shareholders who elected the distribution in relation to the 2022 financial year in the form of capital repayment. Annual distribution paid to shareholders relate to the actual capital and dividend payments made to shareholders in the current year. Refer to note 9.
5 Relates to repurchase of own shares as per the share-repurchase programme. Refer to note 9.
6 Relates to the cancellation of N shares repurchased per the share-repurchase programme. Refer to note 9.
7 Relates to the removal of the group's cross-holding structure. Refer to note 2

The accompanying notes are an integral part of these company financial statements.

Company statement of financial position
for the year ended 31 March 2024

	Share capital US$'m	Share premium US$'m	Treasury shares[1] US$'m	Statutory reserve[2] US$'m	Retained earnings US$'m	Undistributed results US$'m	Total US$'m
Balance at 01 April 2022	177	149 098	(6 411)	138	1 085	6 035	150 122
Income for the year	–	–	–	–	–	4 200	4 018
Profit for the year	–	–	–	–	–	4 200	4 200
Other comprehensive loss[3]	–	–	–	–	(182)	–	(182)
Appropriation of result	–	–	–	–	6 035	(6 035)	–
Share capital movements[4]	98	(98)	–	–	–	–	–
Annual distribution paid to shareholders[4]	(102)	–	–	–	(89)	–	(191)
Repurchase of own shares[5]	–	–	(10 043)	–	–	–	(10 043)
Cancellation of treasury shares[6]	(4)	(6 407)	6 411	–	–	–	–
Capital restructure as a result of the share-repurchase programme[7]	–	(616)	–	–	–	–	(616)
Currency translation of share capital	1	–	–	–	(1)	–	–
Balance at 31 March 2023	170	141 977	(10 043)	138	6 848	4 200	143 290

1 Treasury shares is a component of share premium that is presented separately within the statement of changes in equity.
2 As required by Article 29 of the company's articles of association the company holds a legal reserve for the conversion of A1 shares to A2 shares when the conversion criteria are triggered.
3 Relates predominantly to the company's investment at fair value through other comprehensive income. Refer to note 4.
4 Share capital movements relate to the net increase in the nominal value of the ordinary shares N in respect to those shareholders who elected the distribution in relation to the 2021 financial year in the form of capital repayment. Annual distribution paid to shareholders relate to the actual capital and dividend payments made to shareholders during the financial year. Refer to note 9.
5 Relates to repurchase of own shares as per the share-repurchase programme. Refer to note 9.
6 Relates to the cancellation of N shares-repurchased per the share-repurchase programme. Refer to note 9.
7 Relates to the consideration paid for Naspers Limited shares that represents a capital restructure as a result of the cross-holding agreement. Refer to note 9.

The accompanying notes are an integral part of these company financial statements.

Company statement of cash flows
for the year ended 31 March 2024

The accompanying notes are an integral part of these company financial statements.

	Notes	31 March 2024 US$'m	31 March 2023 US$'m
Cash flows from operating activities			
Cash generated from operations	17	**923**	4 206
Interest income received		**787**	268
Interest expense paid		**(500)**	(480)
Net cash generated from operating activities		**1 210**	3 994
Cash flows from investing activities			
Loans advanced to group companies		**(1 788)**	(4 395)
Loans repaid by group companies		**572**	3 009
Disposal of Naspers shares	4	**7**	–
Acquisition of short-term investments	7	**(7 023)**	(2 700)
Capital repayment received from MIH Internet Holdings B.V.	3	**7 271**	10 618
Other investing activities		**(3)**	(10)
Net cash (utilised in)/generated from investing activities		**(964)**	6 522
Cash flows from financing activities			
Proceeds from short-term loans raised		**–**	–
Dividends paid to shareholders	9	**(95)**	(89)
Capital repayments to shareholders	9	**(103)**	(102)
Repurchase of own shares	9	**(7 279)**	(9 897)
Acquisition of Naspers shares resulting in a capital restructure		**–**	(615)
Other financing activities		**–**	(51)
Net cash utilised in financing activities		**(7 477)**	(10 754)
Net decrease in cash and cash equivalents		**(7 231)**	(238)
Foreign exchange translation adjustments on cash and cash equivalents		**(3)**	(34)
Cash and cash equivalents at the beginning of the year		**8 046**	8 318
Cash and cash equivalents at the end of the year	8	**812**	8 046

The accompanying notes are an integral part of these company financial statements.

Notes to the company financial statements
for the year ended 31 March 2024

1. Principal accounting policies

General information
Prosus N.V. (Prosus or the company) is a public limited liability company 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 Johannesburg Stock Exchange (JSE) Limited and A2X markets in South Africa. The principal activities of the company are to operate as a holding company for its internet assets and provide equity funding to the subsidiaries of the Prosus group.

Basis of preparation and accounting policies
IFRS compliance
The company financial statements are presented in accordance with, and comply, in all material respects, with International Financial Reporting Standards (IFRS) as adopted by the European Union (IFRS-EU). All standards and interpretations issued by the International Accounting Standards Board (IASB) and the IFRS Interpretations Committee have been endorsed by the European Union (EU). The accounting policies applied by Prosus also comply with the statutory provisions of Part 9, Book 2 of the Dutch Civil Code.

Accounting policies
The accounting policies of the company are the same as those of the Prosus group, where applicable (refer to the accounting policies in the consolidated financial statements), specifically as regards to financial assets measured at amortised cost.

Investments in subsidiaries
Investments in subsidiaries are accounted for at cost less accumulated impairment losses.

Non-cash distributions to controlling shareholders/distributions from investments in subsidiaries

When the company declares a non-cash distribution to its controlling shareholders it recognises the distribution when it is appropriately authorised. Non-cash distributions to controlling shareholders are common control transactions and are therefore measured at the respective carrying amounts of the assets distributed.

Non-cash distributions received from the company's investments in subsidiaries are measured at the fair value of the non-cash assets distributed.

IFRS 9 *Financial Instruments* (IFRS 9)
Classification of loans to subsidiaries

Loans to subsidiaries and related party receivables are classified as financial assets at amortised cost as these items are held within a business model whose objective is to hold assets to collect contractual cash flows and its contractual cash flows represent solely payments of principal and interest on the amount outstanding. In making this assessment, the company considers the effect of terms (including conversion, prepayment and extension features) that may affect the timing and/or amounts of cash flows.

Measurement of financial assets at amortised cost

The company applied the measurement provisions of IFRS 9, including those relating to impairment allowances on financial assets at amortised cost, to all financial instruments within the measurement scope of IFRS 9. The company's impairment methodology related to financial assets at amortised cost is detailed in note 5 of the company financial statements.

Dividend income
Dividend income is recognised when declared by the company's subsidiaries and the company has a right to payment. Dividend income includes amounts declared from proceeds of sale of investments received as a dividend in specie by the company's subsidiary. Dividend income is recognised in the income statement unless the dividend is a distribution that clearly represents a recovery of the cost of an investment that is disposed. Dividend income is presented under operating activities in the statement of cash flows.

Impairment of investments
The company periodically (at least once a year at reporting date) evaluates the carrying value of assets when events and circumstances indicate that the carrying value may not be recoverable. Factors that the company considers important, which could trigger an impairment review include, but are not limited to, significant underperformance relative to historical or projected future operating results, significant changes in the manner of use of the acquired assets or the strategy for the company's overall business, significant negative industry or economic trends that are likely to prevail into the long-term and the market capitalisation of listed investments. The carrying value of an asset is considered impaired when the recoverable amount of such an asset is less than its carrying value. In that event, a loss is recognised based on the amount by which the carrying value exceeds the recoverable amount of the asset.

An impairment loss is directly recognised in the income statement, while the carrying amount of the asset concerned is concurrently reduced.

Accounting judgements and sources of estimation uncertainty
The preparation of the company financial statements necessitates the use of estimates, assumptions and judgements by management. These estimates, assumptions and judgements affect the reported amounts of assets, liabilities and contingent assets and liabilities at the statement of financial position date as well as the reported income and expenses for the year. Although estimates are based on management's best knowledge and judgement of current facts as at the statement of financial position date, the actual outcome may differ from these estimates. Estimates and/or judgements are made regarding the accounting treatment of the share exchange transaction with Naspers shareholders, the measurement of the residual interest in the Naspers group and the removal of the cross-holding structure (as disclosed in note 5 in the consolidated financial statements), determining whether a distribution from the company's subsidiary is a capital repayment or dividend income, identifying impairment triggers for the impairment of investment in subsidiary (refer to note 3), the impairment considerations for the expected credit losses of related party loans and receivables (refer to note 5) and the judgements related to taxation (refer to note 16).

Notes to the company financial statements
for the year ended 31 March 2024

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

Removal of the group's cross-holding structure
On 27 June 2023 the group announced its intention to remove the cross-holding structure between Prosus and Naspers (the transaction). This transaction was completed in September 2023. The transaction aimed to address the limitation on the share-repurchase programme at the Naspers level arising from the cross-holding structure and the complexity arising from the cross-holding structure.

The cross-holding structure between Naspers and Prosus established the effective economic interest (effective interest) of the Naspers free-float shareholders in the Prosus group. Post the implementation of the above transaction, Naspers and Prosus free-float shareholders' respective effective interest in Prosus remained similar to what it was immediately prior to the removal of this cross-holding structure. The transaction therefore allowed for the Prosus free-float shareholders to directly have an effective interest in Prosus without the complexity of the cross-holding structure. The legal ownership of Prosus is now aligned with the effective economic interests of its shareholders.

Accounting for the removal of the group's cross-holding structure
The above key transaction steps happened simultaneously and in contemplation of each other. They were therefore accounted for as a single arrangement with the effective date of 18 September 2023, which is the closing date when all the transaction steps were completed.

The capitalisation issue of the ordinary shares N, A1 and B to free-float shareholders is an issue of new shares in proportion to their existing shareholding for no consideration. The capitalisation issue is granted out of Prosus' capital reserves which is share premium. The shares were therefore issued at par value. The company recognised a decrease in share premium and a corresponding increase in share capital of US$243m.

The removal of the cross-holding structure results in the derecognition of the Naspers residual asset and the recognition of the minimal investment in Naspers shares prior to the disposal of the shares on the market. The Naspers residual asset was initially recognised as a result of the cross-holding arrangement between Naspers and Prosus. The removal of this cross-holding structure resulted in the deemed disposal of this asset and a subsequent disposal of the Naspers N ordinary shares on the market. The company derecognised US$211m of the Naspers residual asset and recognised an investment in Naspers amounting to US$7m. The excess of the residual asset derecognised and the Naspers shares of US$204m was recognised in the 'share premium in equity' representing the removal of the cross- holding structure with no change in the equity structure of the group. The company received US$7m as a result of the sale of the N ordinary shares on the market.

Refer to note 5 of the consolidated financial statements for more details of the accounting treatment for the above transaction.

Prosus share-repurchase programme
On 27 June 2022, the group announced the beginning of an open-ended, repurchase programme of the Prosus ordinary shares N and Naspers N ordinary shares. The group continued with the share-repurchase programme for the year ended 31 March 2024.

The Prosus repurchase programme of its ordinary shares N continued to be funded by an orderly, on-market sale of Tencent Holdings Limited (Tencent) shares.

For the year ended 31 March 2024, Prosus repurchased 165 373 009 (6% of outstanding ordinary shares N in issue) ordinary shares N on the market for a total consideration of US$7.2bn, which was funded by the sale of 177 871 500 Tencent shares yielding proceeds of US$7.2bn. The sale is done by the company's subsidiary MIH Internet Holdings B.V.

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 company statement of financial position as a component of share premium. The treasury shares were recognised at a cost of US$7.2bn. 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.

Refer to note 5 of the consolidated financial statements for more details of the accounting treatment for the above transaction.

3. Investments in subsidiaries
The following information relates to Prosus N.V.'s direct interest in its subsidiaries:

Name of subsidiary	Functional currency	Effective percentage interest 2024 %	Effective percentage interest 2023 %	Direct investment in shares 2024 %	Direct investment in shares 2023 %	Nature of business	Country of incorporation
Unlisted companies							
MIH Internet Holdings B.V.	**US$**	**100.0**	100.0	130 002	141 188	Investment holding	The Netherlands

Below is a summary of the movements in the company's investments in subsidiaries:

	31 March 2024 US$'m	31 March 2023 US$'m
Carrying amount as at 1 April	**141 188**	150 306
Movements during the year	**(11 186)**	(9 118)
Capital repayments	**(14 807)**	(10 618)
Loan capitalisations	**3 621**	1 500
Carrying amount as at 31 March	**130 002**	141 188

Changes in investments in subsidiaries for the year ended 31 March 2024
The company's significant corporate transactions related to its investments in subsidiaries for the year ended 31 March 2024 are as follows:

Capital repayments
During the year MIH Internet Holdings B.V. sold Tencent's shares for US$7.3bn as part of an orderly, on-market sale to fund the share-repurchase programme. These proceeds represent a recovery of the cost of the investment and were distributed as a capital repayment by MIH Internet Holdings B.V. The company recognised this capital repayment against the cost of its investment in MIH Internet Holdings B.V.

In addition, MIH Internet Holdings B.V. distributed a further US$7.5bn as a capital repayment in advance which will be repaid in the 2025 financial year. The capital repayment was to create a pipeline for swift repatriation of proceeds that will be distributed as a recovery of cost of the investment. The company therefore recognised a receivable of US$7.5bn which will be repaid as cash representing a return of capital is distributed to the company.

Loan capitalisations
During the current year the company converted US$3.62bn of its balance receivable from MIH Internet Holdings B.V. into equity in exchange for one ordinary share in the capital of MIH Internet Holdings B.V.

Funds provided to MIH Internet Holdings B.V. are primarily to finance various corporate transactions including mergers and acquisitions of the group. The decision in relation to amounts capitalised is determined based on the nature of the corporate transaction and whether this is best provided via loan financing or a capital contribution.

Notes to the company financial statements
for the year ended 31 March 2024

3. Investments in subsidiaries continued

Changes in investments in subsidiaries for the year ended 31 March 2024 continued

Impairment assessment

MIH Internet Holdings B.V. is the company's only investment in subsidiary and it directly or indirectly holds all of the Prosus group's investments comprising, listed and unlisted associates, subsidiaries and fair value investments. At the end of each year, the company assesses whether there is an indication that its investment in subsidiary is impaired. The market capitalisation of the company's indirect listed investments, are considered up until 31 March 2024. In addition, the carrying amount of the investment is higher than the market capitalisation of the company. These considerations suggested that there is a need to assess whether the company's investment is impaired. The assessment of indicators for impairment was performed at the level of MIH Internet Holdings B.V.

The carrying amount of MIH Internet Holdings B.V. is the sum of the cost of its underlying investments and loan capitalisations.

A significant portion of the carrying amount (ie cost) of MIH Internet Holdings relates to its underlying Tencent investment. The Tencent Investment was distributed into the Prosus group at its fair value immediately prior to its listing in September 2019. This was then its deemed cost for the company on the date of transfer. Since the listing, the market price has seen an increase in volatility. In accordance with IAS 36 the company considered both internal and external sources of information to determine if an indicator of impairment exists for its investment in MIH Internet Holdings B.V. The following sources of information were considered as part of the indicator of impairment assessment:

› Given the volatility of the market value of Tencent, the company assessed that considering the share price of Tencent in isolation was not conclusive in determining an impairment indicator of the investment in MIH Internet Holdings;
› The company performed a high-level review of external independent analysts' cash flows and this reflected a higher value than the market capitalisation at period end;
› The sum of the valuations, as determined through our other year-end procedures for the other listed investments, and the increased valuations of the unlisted investments further demonstrated that the cost of MIH Internet Holdings B.V. could be recovered;
› The improved share price performance of Tencent post the year-end date demonstrated that there was no period of sustained share price decline.

We also compared the sum of the total value of the company's underlying assets, as well as the carrying amounts, to the market capitalisation of the company. The market capitalisation of US$80.3bn as at 31 March 2024 (2023: US$75.8bn) shows a discount to the carrying amount of the company's shareholders' equity based on IFRS. We considered that it is common that investment holding companies trade at a discount to the fair value on the controlling basis of their underlying assets. Holding company discounts vary significantly but are normally in the 10% to 40% range although, in some cases, this can extend to over 50%. The reasons for holding company discounts can vary according to each company's specific circumstances, but can include management costs, tax leakage, governance and shareholder structure, information asymmetry and perceived reinvestment risk.

Since the listing in 2019, Prosus has mostly been trading between a 15% and 40% discount to its equity value. The total market value of the listed marketable securities held by Prosus N.V. at 31 March 2024 was approximately US$98bn (2023: US$132.6bn). The company has improved this discount over the years particularly in the current financial year. Based on our analysis we conclude that this discount does not – as such – result in an additional reduction of the value determined under IAS 36 used in the impairment assessment of the company's subsidiaries.

Based on the considerations above, the company concluded that no further impairment assessment on the investment in MIH Internet Holdings was required.

Changes in investments in subsidiaries for the year ended 31 March 2023

The company's significant corporate transactions related to its investments in subsidiaries for the year ended 31 March 2023 are as follows:

Capital repayments

During the previous year MIH Internet Holdings B.V. sold Tencent's shares for US$10.6bn as part of an orderly, on-market sale to fund the share-repurchase programme. These proceeds represent a recovery of the cost of the investment and were distributed as a capital repayment by MIH Internet Holdings B.V. The company recognised this capital repayment against the cost of its investment in MIH Internet Holdings B.V.

Loan capitalisations

During the previous year the company converted US$2.52bn of its balance receivable from MIH Internet Holdings B.V. into equity in exchange for one ordinary share in the capital of MIH Internet Holdings B.V.

Funds provided to MIH Internet Holdings B.V. are primarily to finance various corporate transactions including mergers and acquisitions of the group. The decision in relation to amounts capitalised is determined based on the nature of the corporate transaction and whether this is best provided via loan financing or a capital contribution.

Impairment assessment

MIH Internet Holdings B.V. is the company's only investment in subsidiary and it directly or indirectly holds all of the Prosus group's investments comprising listed and unlisted associates and subsidiaries. At the end of each year, the company assesses whether there is an indication that its investment in subsidiary is impaired. The decline in the market capitalisation of the company's indirect listed investments, the increase in the discount rates used to determine the value in use of the unlisted investments are considered impairment indicators. In addition, the carrying amount of the investment is higher than the market capitalisation of the company. These impairment indicators resulted in the need to test the company's investment for impairment. Accordingly, the company performed an impairment assessment of its investment in subsidiary at the level of MIH Internet Holdings B.V.

The recoverable amount of MIH Internet Holdings B.V. was the sum-of-parts of the underlying listed investments (including Tencent) and non-listed ecommerce investments using a combination of quoted prices (for some of the listed investments) value in use calculations and recent funding transactions that occurred during the previous year. The value in use was determined using the discounted cash flow method. The group used 10-year projected cash flow models as these businesses have monetisation timelines longer than five years. Forecasts were approved by senior management and/or the various boards of directors of group companies.

Based on the sum of the fair values of listed and non-listed significant investments, the recoverable amount of MIH Internet Holdings B.V. exceeded the carrying amount of US$141.2bn. Accordingly, there was no impairment loss recognised.

Notes to the company financial statements
for the year ended 31 March 2024

4. Investments at fair value through other comprehensive income

	Fair value 31 March 2024 US$'m	2023 US$'m
Residual interest in the Naspers Limited group	–	206
Total investments at fair value through other comprehensive income	**–**	206

As at 31 March 2024, as a result of the removal of the cross-holding structure, Prosus does not own any Naspers N ordinary shares (2023: Prosus held 217 552 704 Naspers N ordinary shares). The Naspers N ordinary shares were acquired as part of share-repurchase programmes (announced in October 2020 and June 2022) and the voluntary share exchange transaction in August 2021.

Prosus' interest in Naspers was accounted for, taking into consideration the cross-holding structure between Prosus and Naspers that became effective simultaneously with the closing of the voluntary share exchange transaction.

The cross-holding structure mandated that Prosus waive 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 this substance, the portion of Prosus interest in Naspers attributable to the residual interest in the Naspers group was recognised as a financial asset at fair value through other comprehensive income (FVOCI).

The removal of the cross-holding structure resulted in the derecognition of the Naspers residual asset and the recognition of the minimal investment in Naspers shares prior to the disposal of the shares on the market. The company derecognised US$211m of the Naspers residual asset and recognised an investment in Naspers amounting to US$7m. The excess of the residual asset derecognised and the Naspers shares of US$204m was recognised in the 'Share premium' in equity, representing the removal of the cross-holding structure with no change in the equity structure of the group. The company received US$7m as a result of the sale of the N ordinary shares on the market.

5. Related party transactions and balances

Amounts due from group companies

	31 March 2024 US$'m	2023 US$'m
MIH Internet Holdings B.V.	**7 798**	2 615
PayU S.A.	**–**	1
Total amounts due from group companies	**7 798**	2 616
Less: Non-current portion of amounts owing from group companies	**(261)**	(2 615)
Current portion of amounts due from group companies	**7 537**	1

Amounts due to group companies

	31 March 2024 US$'m	2023 US$'m
iFood Holdings B.V.	**–**	5
MIH Internet Holdings B.V.	**–**	1
Total amounts due to group companies	**–**	6

Current positions due from or due to group companies are unsecured, denominated in various currencies, non-interest bearing and repayable on demand. Accordingly, the effect of discounting on these loans is insignificant. The non-current loan is denominated in US dollars, non-interest bearing and repayable on demand.

The measurement of the impairment loss allowance on these loans and receivables is based on the assessment of whether there has been a significant increase in credit risk. Management has assessed that the credit risk of these loans and receivables is based on the credit worthiness of the borrowers and their ability to repay the amounts owing. There has been no significant increase in the credit risk of the borrowers during the financial year. Consequently, the impairment loss allowance is based on a 12-month expected credit loss model.

At 31 March 2024 and 2023, the impairment allowances related to loans to group companies were not significant on account of the loan counterparties' holdings of substantial highly-liquid marketable securities, and/or cash/short-term cash investment balances. These holdings by the counterparties significantly exceed their obligations, excluding their liabilities towards the company, and accordingly mitigate the credit risk arising from these loans.

Based on the principal activities of the company as a holding company, the transactions disclosed in the notes are related party transactions. The financial statement impact and nature of the transactions are disclosed in the respective notes.

The company and its subsidiaries benefit from services of Naspers as a result of the shared corporate and governance structures. The corporate costs for these services are included in note 21 of the consolidated financial statements. Post the listing of the company in September 2019, all corporate costs and management fees are carried by the company's indirect subsidiary, Prosus Services B.V. As a result the company has not recognised any employee costs (refer to note 13) and revenue in the current year.

"The non-current amount due from MIH Internet Holdings B.V. in the amount of US$261m is unsecured and denominated in US dollar. The company now provides MIH Internet Holdings B.V. with access to liquidity to fund its subsidiaries. All amounts drawn from the facility are repayable in full by 31 March 2029.

The US dollar-denominated amount is non-interest bearing and repayable in full on or before 31 March 2029. It is therefore presented as a non-current receivable. The outstanding US dollar amount is intended to be (partially) converted into equity once approved by management. Refer to note 3.

During the year the company provided funding to MIH Internet Holdings B.V. for an amount of US$1.8bn, received a repayment of US$572m and capitalised US$3.6bn (refer to note 3) of the loan balance. The funding was provided for future corporate transactions and other general corporate purposes.

Dividend distribution

At the prior year annual general meeting, the shareholders approved the proposed capital distribution of 7 euro cents per listed ordinary share N and the dividend distribution of 0.82040 euro cents per ordinary share A1. Holders of ordinary shares N could elect to receive a dividend distribution instead of a capital distribution. 140 244 (2023: 67 034) ordinary shares N were unclaimed as of 31 March 2024. The dividend distribution included US$83.71m (2023: US$81.6m) paid to Naspers.

Directors' remuneration

Refer to note 42 of the consolidated financial statements for details of the Prosus group's remuneration for directors and key management.

The group has not provided any personal loans, advances or guarantees to the executive and non-executive directors. Additional information on the remuneration and share-based compensation of members of the board and the remuneration of key management is disclosed in the remuneration report.

Notes to the company financial statements
for the year ended 31 March 2024

6. Other receivables

	31 March 2024 US$'m	31 March 2023 US$'m
Prepaid expenses	**7**	8
Other	**2**	37
	9	45

7. Short-term investments

The carrying values of short-term investments as at 31 March are shown below.

	Weighted average interest rate	31 March 2024 US$'m	31 March 2023 US$'m
Deposits and money-market funds	5.56%	**13 499**	6 585
Reverse-repos	5.78%	**103**	–
Accrued interest income		**204**	124
		13 806	6 709

The deposits, money-market funds and reverse-repos of US$13.60bn (2023: US$6.59bn) are mostly denominated in US dollar.

The above investments are cash investments with maturity dates (from the date of acquisition) of between three and 12 months and have accordingly not been disclosed as part of cash and cash equivalents. They are part of the liquidity management strategy of the company. The company provides cash to counter-parties for investment in these assets which generate interest and is then returned on maturity.

Short-term investments are classified as financial assets at amortised cost. Due to their short-term nature, the carrying values of these investments are considered to be a reasonable approximation of their fair values. None of the company's short-term investments were past due or subject to significant impairment allowances as at 31 March 2024 and 31 March 2023.

The company is exposed to counterparty risk, liquidity risk, and market risk through these investments. To mitigate these risks, the company only transacts with counterparties of high credit quality, monitors the market value of the investments, and diversifies its investments. All short-term investments are held in the same currency as the company's functional currency. Due to the nature of short-term investments, there is an insignificant exposure to price risk.

Refer to note 18 for further information regarding the credit risk of short-term investments.

8. Cash and cash equivalents

	31 March 2024 US$'m	31 March 2023 US$'m
Cash at bank and on hand	**812**	8 046

Included in cash at bank and on hand is an amount of nil (2023: US$447m) which represents money-market investments held with major banking groups and high-quality institutions that have AAA money market fund credit ratings from internationally recognised rating agencies.

9. Share capital and premium

	31 March 2024 US$'m	31 March 2023 US$'m
Authorised		
5 000 000 000 ordinary shares N of €0.05 each (2023: 5 000 000 000)		
10 000 000 ordinary shares A1 of €0.05 each (2023: 10 000 000)		
10 000 ordinary shares A2 of €50.00 each (2023: 10 000)		
3 000 000 000 ordinary shares B of €0.05 each (2023: 3 000 000 000)		
Issued and fully paid		
2 577 417 975 ordinary shares N (2023: 2 003 817 745)	**139**	108
6 446 739 ordinary shares A1 (2023: 4 456 650)	**1**	1
2 869 537 584 ordinary shares B (2023: 1 128 507 756)	**154**	61
Share capital	**294**	170
Share premium	**126 650**	141 977
Treasury shares	**(2 562)**	(10 043)
Share capital and premium	**124 382**	132 104

Equity compensation plans administered by Naspers group share trusts hold 14 119 690 (2023: 5 975 966) of the ordinary shares N.

Voluntary share exchange transaction, the cross-holding structure and its cancellation

In August 2021 Prosus completed a voluntary share exchange transaction with Naspers shareholders. This offered Naspers shareholders the opportunity to tender their existing Naspers N ordinary shares for newly issued Prosus ordinary shares N.

Since the completion of the voluntary share exchange transaction, Prosus' interest in Naspers is accounted for based on the substance of the transaction, taking into consideration the cross-holding agreement between Prosus and Naspers that became effective simultaneously with the closing of the transaction. The cross-holding agreement was removed in September 2023.

The cross-holding 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' 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 portion of the interest in Naspers that relates to Prosus' underlying investments is accounted for as a shareholder distribution. This is recognised in equity in the 'share premium'. This portion of the transaction is therefore treated as a transaction with shareholders in contemplation of a capital restructure.

As at 31 March 2023, Prosus held a 52.5% fully diluted interest representing a 52.7% economic interest in Naspers.

In September 2023, the group removed the cross-holding structure which was implemented by a number of transaction steps including the share consolidation and disposal of the Naspers ordinary shares N held by Prosus. Prosus therefore no longer holds an interest in Naspers and as a result the above accounting was unwound and the residual asset in Naspers was derecognised.

Refer to note 5 of the consolidated financial statements for further details on the accounting treatment of the removal of the cross-holding structure.

Notes to the company financial statements
for the year ended 31 March 2024

9. Share capital and premium continued

Share-repurchase programme

Repurchase of Prosus ordinary shares N

As part of the repurchase programme, Prosus repurchased 165 373 009 (2023: 152 797 117) Prosus ordinary shares N for a total consideration of US$7.2bn (2023: US$10.0bn).

The Prosus ordinary shares N acquired by the group are classified as treasury shares. These are recognised in 'treasury shares' on the company statement of financial position as a component of share premium. The treasury shares were recognised at a cost of US$7.2bn (2023: 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.

Refer to note 5 of the consolidated financial statements for the accounting treatment for the open ended share-repurchase programme.

Treasury shares

The company holds a total of 83 236 979 ordinary shares N (2023: 152 797 117), or 3.23% (2023: 7.63%), of the gross number of ordinary shares N in issue at 31 March 2024 as treasury shares. The group will hold these treasury shares until they are cancelled. For withholding tax purposes for these shares repurchased, the company financial statements of Prosus N.V. are leading.

During the current year, the group cancelled 82 136 029 (2023: 69 825 860), ordinary shares N.

	31 March	
	2024 Number of shares	2023 Number of shares
Movement in ordinary shares in issue during the year		
Ordinary shares in issue at 1 April	**3 136 782 151**	3 206 608 011
Cancellation of ordinary shares N	**(234 933 147)**	(69 825 860)
Share capitalisation		
Ordinary shares N issued to Prosus free-float shareholders	**808 533 377**	–
Ordinary shares A1 issued	**1 990 089**	–
Ordinary shares B issued to Naspers	**1 741 029 828**	–
Shares in issue at 31 March	**5 453 402 298**	3 136 782 151
Movement in ordinary shares N held as treasury shares during the year		
Shares held as treasury shares at 1 April	**152 797 117**	69 825 860
Cancellation of ordinary shares N	**(234 933 146)**	(69 825 860)
Shares acquired under the share-repurchase programme	**165 373 009**	152 797 117
Shares held as treasury shares at 31 March	**83 236 980**	152 797 117

	31 March	
	2024 US\$'m	2023 US\$'m
Share premium		
Balance at 1 April	**131 934**	142 687
Share capital increase[1]	**(204)**	(963)
Share capital decrease[1]	**100**	865
Repurchase of own shares[2]	**(7 194)**	(10 043)
Impact of the removal of the cross-holding structure[3]	**(561)**	–
Cancellation of shares	**13**	4
Acquisition of Naspers shares representing a capital restructure	**–**	(616)
Balance at 31 March	**124 088**	131 934

1 *On 27 November 2023, the company amended its articles of association that required it to make a capital repayment to shareholders of 7 euro cents per ordinary share N, by increasing the nominal value of an ordinary share N from 5 euro cents to 12 euro cents. After the distribution, the company amended its articles of association by decreasing the nominal value of an ordinary share N from 12 euro cents to 5 euro cents. On 23 August 2023, the company amended its articles of association that required it to make a capital repayment to shareholders of 7 euro cents per ordinary share N. Subsequently the nominal value of an ordinary share N was increased from 5 euro cents to 12 euro cents. After the distribution, the company amended its articles of association by decreasing the nominal value of an ordinary share N from 12 euro cents to 5 euro cents. Refer to 'Distribution to shareholders' for more information below.*

2 *Relates to the company's share-repurchase programme described above.*

3 *This relates to the impact of the removal of the cross-holding structure (ie the capitalisation issue) as well as the reclassification to the statutory reserve for the conversion of the A1 shares issued. As required by Article 29.3 of the company's articles of association, each A1 share will be issued with a premium to be added to the conversion reserve.*

Distribution to shareholders

At the annual general meeting on 23 August 2023, the shareholders approved the proposed capital distribution of 7 euro cents per listed ordinary share N, a dividend distribution of 0.82040 euro cents per ordinary share A1 and a dividend distribution of 0.000007 euro cents per ordinary share B. Holders of ordinary shares N could elect to receive a dividend distribution instead of a capital distribution.
On 27 November 2023 the dividend distribution/capital repayment was paid.

Voting and dividend rights

The company's issued share capital at 31 March 2024 consists of 6 446 739 (2023: 4 456 650) ordinary shares A1, 2 869 537 584 (2023: 1 128 507 756) ordinary shares B and 2 577 417 975 (2023: 2 003 817 745) ordinary shares N.

The ordinary shares N are listed on the Euronext Amsterdam stock exchange with a secondary listing on the JSE and A2X markets, on a poll, carry one vote per share. The ordinary shares A1 and B are not listed on a stock exchange and, on a poll, carry one vote per share. The ordinary shares A1 automatically convert to ordinary shares A2 carrying 1 000 votes per share, if Naspers makes, or is obliged to make, a filing with the Netherlands Authority for the Financial Markets that it ceases to be entitled to exercise at least 50% plus one vote of the total number of voting rights that may be exercised at a general meeting.

In terms of the company's articles of association, ordinary shareholders N are entitled to dividends. The dividends declared to ordinary shareholders A are equal to one-fifth of the dividends to which Prosus free-float ordinary N shareholders are entitled. The dividends declared to ordinary shareholders B are equal to one millionth of the dividends to which Prosus free-float ordinary shareholders N are entitled.

In respect of all other rights, the ordinary shares A rank pari passu with the ordinary shares N of the company.

Capital management, unissued shares and valuation reserve

Refer to notes 23 and 24 of the consolidated financial statements for the Prosus group's capital management policy and more details regarding the nature of the valuation reserve.

Notes to the company financial statements
for the year ended 31 March 2024

10. Reconciliation between consolidated and company equity

Below is a reconciliation of the consolidated equity attributable to the shareholders of the company and the equity in the company financial statements. The differences between total shareholders' equity and total comprehensive income in the consolidated financial statements and the company financial statements relate to the accounting of investments in subsidiaries at cost in the company financial statements, related impairments, consolidated results of subsidiaries and equity-accounted earnings of the Prosus group's associates and joint ventures.

Reconciliation of consolidated income and equity attributable to shareholders of the group to company income and equity attributable to owners of the company

	2024 Equity US$'m	**2024 Profit/(loss) US$'m**	2023 Equity US$'m	2023 Profit/(loss) US$'m
Consolidated equity attributable to owners of the group	**41 260**	**6 606**	44 593	10 112
Reconciling items to consolidated equity attributable to owners of the company				
Share premium	**102 432**	**–**	102 962	–
Results from consolidation of subsidiaries, equity-accounted investments and other movements	**(53 550)**	**(5 282)**	(50 021)	(5 912)
Other comprehensive income	**2 610**	**–**	1 929	–
Foreign currency translation reserve	**2 934**	**–**	1 990	–
Share-based compensation reserve	**(4 427)**	**–**	(3 844)	–
Business combination reserve	**45 750**	**–**	45 681	–
Company equity attributable to owners	**137 009**	**1 324**	143 290	4 200

The reconciling items for equity and income are further detailed below:

Reconciling item – movements in share premium

The share premium in the consolidated financial statements differs from the share premium in the company financial statements due to the accounting for:

- The share premium that arose on the formation of the Prosus group;
- The capital repayments as part of annual shareholder distributions;
- The share exchange transaction;
- The purchase of Naspers Limited shares as part of the share-repurchase programme; and
- The removal of the cross-holding structure.

Share premium on formation of the group

The difference in share premium is as a result of the restructuring on formation of the Prosus group in 2019, particularly the acquisition of MIH Services FZ LLC that held Naspers' investment in Tencent Holdings Limited. The acquisition in the company financial statements was recognised at fair value. In the consolidated financial statements this was accounted for as a common control transaction recognised at the carrying value of Naspers consolidated financial statements in terms of the principles of predecessor accounting.

Capital repayments as part of annual shareholder distributions

Capital repayments in the company financial statements are recognised as a decrease in share premium. This differs from the consolidated financial statements (through retained earnings) due to the differences in share premium that arose on formation of the group.

The share exchange transaction

The share exchange transaction in the company financial statements is accounted for as an increase in share capital and premium with a subsequent decrease in share premium of US$38.25bn as a result of the capital restructure. In the consolidated financial statements, the capital restructure was recognised as a decrease in the 'existing business combination reserve.'

The purchase of Naspers shares

In June 2022, as part of the share-repurchase programme, the company purchased 4 152 285 Naspers N ordinary shares for a total consideration of US$625m during the current year. The accounting for these shares purchased takes into consideration the existing cross-holding agreement that was effective from the date of the share exchange transaction. The portion of this consideration paid that represents a capital restructure amounting to US$615m was recognised as a decrease in 'share premium.' In the consolidated financial statements, the capital restructure was recognised as a decrease in the 'existing business combination reserve'.

The removal of the cross-holding structure

In September 2023, the group removed the cross-holding structure which was implemented by a number of transaction steps including the share consolidation and disposal of the Naspers ordinary shares N held by Prosus. The removal of the cross-holding structure resulted in the derecognition of the Naspers residual asset and the recognition of the minimal investment in Naspers shares prior to the disposal of the shares on the market. The company derecognised US$211m of the Naspers residual asset and recognised an investment in Naspers amounting to US$7m. The excess of the residual asset derecognised and the Naspers shares of US$204m was recognised in the 'share premium' in equity representing the removal of the cross-holding structure with no change in the equity structure of the group. In the consolidated financial statements, the excess was recognised in the 'existing business combination reserve' in equity.

Reconciling item – Results from consolidation of subsidiaries, equity-accounted investments and other movements

The results from consolidation of subsidiaries, associates and joint ventures includes the impact of consolidating results from the group's investments as well as the impact of the restructuring that occurred upon formation of the Prosus group.

The company's total net profit for the year of US$1.3bn (2023: net profit US$4.2bn) is lower compared to the group's total profit for the year of US$6.6bn (2023: US$10.0bn) in the consolidated financial statements. This is due to the consolidated profits from subsidiaries and the equity-accounted earnings from associates and joint ventures.

Reconciling item – Other comprehensive income

The consolidated financial statements' other comprehensive income' includes net fair value gains and losses from the Prosus group's investments at fair value through other comprehensive income as well as the Prosus group's share of equity-accounted investment's share of other comprehensive income and changes in net asset value. The company's gains or losses in other comprehensive income relates primarily to the residual interest in Naspers. Refer to note 4.

Reconciling item – Foreign currency translation reserve

The consolidated financial statements include the translation of the consolidated results of the foreign operations of the Prosus group's subsidiaries and the equity-accounted associates and joint ventures which are not recognised in the company financial statements.

Reconciling item – Share-based compensation reserve

The consolidated financial statements include the expenses and accumulated reserves related to Prosus group's share-based compensation plans which are not recognised in the company financial statements.

Reconciling item – Business combination reserve

The consolidated financial statements include common control transactions, and the recognition and subsequent measurement of written put option liabilities related to the Prosus group's transactions with non-controlling shareholders which are not recognised in the company financial statements.

Notes to the company financial statements
for the year ended 31 March 2024

11. Long-term liabilities

	Long-term liabilities	Current portion	Total liabilities	Long-term liabilities	Current portion	Total liabilities
		2024 US$'m			2023 US$'m	
Interest-bearing:						
Loans and other liabilities	**15 236**	125	15 361	15 253	124	15 377
Total liabilities	**15 236**	**125**	**15 361**	15 253	124	15 377

Interest-bearing: Loans and other liabilities

	Currency of the year-end balance	Year of final repayment	Interest payments	Weighted average year-end interest rates	31 March 2024 US$'m	2023 US$'m
Unsecured[1]						
Publicly traded bond[2]	US$	2025	Semi-annual	5.50%	**225**	225
Publicly traded bond[2]	US$	2027	Semi-annual	4.85%	**614**	614
Publicly traded bond	US$	2030	Semi-annual	3.68%	**1 250**	1 250
Publicly traded bond[3]	EUR	2028	Annual	1.54%	**917**	921
Publicly traded bond[4]	EUR	2032	Annual	2.03%	**810**	813
Publicly traded bond	US$	2050	Semi-annual	4.03%	**1 000**	1 000
Publicly traded bond	US$	2051	Semi-annual	3.83%	**1 500**	1 500
Publicly traded bond	US$	2031	Semi-annual	3.06%	**1 850**	1 850
Publicly traded bond[5]	EUR	2029	Annual	1.29%	**1 080**	1 084
Publicly traded bond[5]	EUR	2033	Annual	1.99%	**918**	921
Publicly traded bond	US$	2027	Semi-annual	3.26%	**1 000**	1 000
Publicly traded bond	US$	2032	Semi-annual	4.19%	**1 000**	1 000
Publicly traded bond	US$	2052	Semi-annual	4.99%	**1 250**	1 250
Publicly traded bond[6]	EUR	2026	Annual	1.21%	**539**	543
Publicly traded bond[6]	EUR	2030	Annual	2.09%	**648**	650
Publicly traded bond[6]	EUR	2034	Annual	2.78%	**701**	705
Total facilities					**15 302**	15 326
Unamortised loan costs					**(78)**	(87)
Premium on euro bonds[3, 4]					**12**	14
Accrued interest					**125**	124
					15 361	15 377

1 The publicly traded bonds are listed on the Irish Stock Exchange (Euronext Dublin).
2 The bonds maturing in 2025 and 2027 are guaranteed by Naspers Limited.
3 The bond maturing in 2028 was issued in two tranches. The second tranche was issued at an issue price of 102.381% (plus €1.9m representing 127-days accrued interest in respect of the period from, and including, 3 August 2020), resulting in a premium of €8.3m which is included in the fair value of the bond at initial recognition and is subsequently released over the term of the bond.
4 The bond maturing in 2032 was issued in two tranches. The second tranche was issued at an issue price of 103.020% (plus €1.8m representing 127-days accrued interest in respect of the period from, and including, 3 August 2020), resulting in a premium of €7.6m which is included in the fair value of the bond at initial recognition and is subsequently released over the term of the bond.
5 Interest on the bonds maturing in 2029 and 2033 is payable annually (in July).
6 Interest on the euro bonds maturing in 2026, 2030 and 2034 is payable annually (in January).

Reconciliation of liabilities arising from financing activities

	Interest-bearing liabilities 2024 US$'m	2023 US$'m
Balance at 1 April	**15 379**	15 492
Premium on issued long-term liabilities	**(2)**	(2)
Foreign exchange translation	**(24)**	(116)
Interest accrued	**482**	469
Deferred issuing costs	**–**	(4)
Amortisation of issuing costs	**9**	9
Interest paid	**(483)**	(469)
Balance at 31 March	**15 361**	15 379
Less: Current portion	**(125)**	(124)
Non-current liabilities	**15 236**	15 255

12. Accrued expenses and other current liabilities

	31 March 2024 US$'m	2023 US$'m
Acquisition of Prosus shares[1]	**57**	78
Other	**–**	4
	57	82

1 Relates to the share-repurchase programme. Refer to note 9.

13. Expenses by nature

Selling, general and administrative expenses include the following items:

	31 March 2024 US$'m	2023 US$'m
Other purchases and expenses	**3**	5
Total expenses	**3**	5

As at 31 March 2024, the company had no permanent employees (2023: nil).

Auditor's remuneration is disclosed in note 14 of the consolidated financial statements.

Notes to the company financial statements
for the year ended 31 March 2024

14. Dividend income

	31 March 2024 US$'m	31 March 2023 US$'m
Dividends received from MIH Internet Holdings B.V.[1]	**926**	4 226
Dividend Income	**926**	4 226

1 MIH Internet Holdings B.V. declared dividends to the company which consisted of the annual dividend received from Tencent of US$758.5m (2023: US$565.5m), a dividend related to upstream dividends in the group of US$164.8m and a cash dividend of US$2.5m. The prior year includes the proceeds from the sale of its 4.21% Investment in JD.com of US$3.7bn which was received as a dividend in specie from Tencent.

15. Finance costs/income

	31 March 2024 US$'m	31 March 2023 US$'m
Interest income		
Loans and bank accounts	**878**	454
	878	454
Interest expense		
Loans and bank accounts	**(499)**	(497)
	(499)	(497)
Other finance income/(costs) – net		
Foreign exchange gains/(losses) on translation of assets and liabilities	**5**	(55)
Fair value gains on derivatives and other financial instruments	**17**	77
	22	22
Finance income/(costs) – net	**401**	(21)

16. Taxation

	31 March 2024 US$'m	31 March 2023 US$'m
Current taxation	**–**	–
Current year	**–**	–
Income tax credit per statement of comprehensive income	**–**	–
Reconciliation of taxation		
Profit before taxation	**1 324**	4 200
Taxation at statutory rate of 25.00% (2023: 25.00%)	**(342)**	(1 084)
Adjusted for:		
Non-deductible expenses[1]	**–**	(13)
Non-taxable income[1]	**245**	1 090
Unrecognised tax losses of the company	**2**	7
Unrecognised tax losses of other companies in the fiscal unity	**95**	–
Income tax credit per statement of comprehensive income	**–**	–

1 Non-deductible expenses relate primarily to the interest and early redemption paid on bonds. In the prior year these mainly concerned the negative fair value remeasurement of derivative financial instruments. The non-taxable income relates primarily to dividend income.

As at 31 March 2024, the company is the head of a fiscal unity comprising a number of group subsidiaries for Dutch corporate income tax purposes.

In terms of Dutch tax law *(Invorderingswet)*, the members of the fiscal unity are jointly and severally liable for the payment of any Dutch corporate income tax liability of the fiscal unity. The company is responsible for payments to the tax authorities (if any). As from 1 January 2022, the tax law has been amended, tax losses carried forward can only be offset against 50% of the taxable profit and this loss limitation rules also apply for pre-2022 losses. For the year ended 31 March 2024 the fiscal unity did not have a corporate income tax liability and it has sufficient carry forward losses available to partly offset (future) taxable income.

Tax on profit before taxation is calculated based on the fiscal unity's profit before tax taking into account losses available for set-off from previous financial years (to the extent that they have not expired), the exempt profit components and the addition of non-deductible costs.

The Dutch corporate income tax charge is calculated by applying the corporate income tax rate during this financial year of 25.8% (2023: 25.8%) to the fiscal profit of the company. Furthermore, as head of the fiscal unity for corporate income tax purposes, the company reflects the recharges of the calculated tax of other participating entities in the fiscal unity.

As of 31 March 2024 the company has tax losses which indefinitely being carried forward, available for partly set-off against future profits of approximately US$4.0bn (2023: US$4.3bn) and unrecognised deferred tax assets based on gross total of interest carried forward of US$703m (2023: US$225m).

This amount is based on the assessment received from the Dutch tax authorities for the years up to and including 2019/2020, the filed 2020/2021 and 2021/2022 corporate income tax returns, the draft 2022/2023 corporate income tax return and management's best estimate of the 2023/2024 corporate income tax position.

As it is not considered probable that the company and/or the fiscal unity which it forms with its group subsidiaries will generate taxable income in the future, no deferred tax asset for carry forward losses has been recognised.

Notes to the company financial statements
for the year ended 31 March 2024

17. Cash generated from operations

	31 March 2024 US$'m	31 March 2023 US$'m
Profit before taxation per statement of comprehensive income	**1 324**	4 200
Adjustments:		
Non-cash and other	**(398)**	24
Finance costs – net	**(398)**	21
Other	**–**	3
	926	4 224
Working capital	**(3)**	(18)
Cash movement in other receivables	**1**	3
Cash movement in trade payables and accruals	**(4)**	(21)
Cash generated from operations	**923**	4 206

18. Financial risk management

Foreign exchange risk

Refer to note 40 of the consolidated financial statements for the Prosus group's foreign exchange risks policy.

Following the acquisition of the Prosus group's interests in Delivery Hero SE during the 2018 financial year, the group elected to hedge the foreign exchange risk resulting from the difference between the functional currency of Delivery Hero (EUR) and the currency of the funding incurred to acquire the investment (US$). To hedge the exposure to the foreign currency translation risk arising on translation of the Prosus group's euro-denominated equity-accounted investment at a consolidated level, the company entered into a cross-currency interest rate swap agreement. The cross-currency interest rate swap agreement has been designated as a hedge of the net investment in Delivery Hero SE in the consolidated financial statements.

In July 2021 the company issued US$1.85bn 3.061% notes due in 2031, EUR1.0bn 1.288% notes due in 2029 and EUR850m 1.985% notes due in 2033 (the bonds). The purpose of the offerings was to raise proceeds for general corporate purposes, including debt refinancing, which took the form of a tender offer made in relation to its bonds maturing in 2025 and 2027. Part of the notes due in 2025 was linked to a cross-currency interest rate swap (the swap). Due to the part settlement of the 2025 bond notes, the company partly settled the swap related to the portion of the bond notes that were settled. The repayment of the swap amounted to US$20m in July 2021, representing the fair value of the portion settled at that date.

From 1 April 2022 the group designated EUR2.0bn of the euro bonds as a hedge of the net investment in Delivery Hero SE in the consolidated financial statements. In March 2023, the group fully settled the swap resulting in a cash receipt of US$13.4m. Subsequent to the settlement the group designated an additional EUR200m of the euro bond maturing in 2033 as a hedge of the net investment in Delivery Hero SE in the consolidated financial statements. The group therefore designated a total of EUR2.2bn of the euro bonds as a hedge of the net investment in Delivery Hero SE in the consolidated financial statements.

During the current year, the hedge of this net investment in Delivery Hero SE was ineffective. The impairment of the investment decreased its carrying value and the decrease in the group's share of the net asset value of the associate resulted in reduced foreign currency exposure. The group therefore has not applied hedge accounting for the net investment in Delivery Hero SE in the current year.

Foreign currency sensitivity analysis

The company's functional currency is the US dollar but the company is also exposed to the euro through loan receivables that are denominated in euro.

The sensitivity analysis below details the company's sensitivity to a 10% increase (2023: 10% increase) in the US dollar against the euro. These percentage decreases represent management's assessment of the possible changes in the foreign exchange rates at the respective year-ends. The sensitivity analysis includes only outstanding foreign currency denominated monetary items, derivative financial instruments and adjustments to translation at the period-end for the above percentage change in foreign currency rates.

A 10% increase (2023: 10% increase) of the US dollar against the euro would result in an increase in net profit after tax of US$503m (2023: US$285m increase in net profit after tax).

Credit risk

The company has a loan to its subsidiary. The maximum potential exposure to credit risk for the loan is its carrying amounts. As the amount owing are due by a group company, the impairment assessment for these related party receivables takes into account the default of the Naspers group on external debt (being the ultimate holding company able to repay debt on behalf of group companies) as well as the existence of collateral, letters of support by group companies and budgets and forecasts of group companies. As at 31 March 2024 and 31 March 2023 no impairment losses were recognised for amounts owing from group companies.

Refer to note 23 of the consolidated financial statements for details regarding the Prosus group's capital management policies.

Guarantees

The company has provided a guarantee for the payment obligations of OLX Group GmbH under a lease agreement, amounting to US$27.1m (2023: US$27.2m) for the period of the lease. The guarantee expires on 06 June 2029.

The maximum potential exposure to credit risk for the lease amounts to US$27.1m (2023: US$27.2m). The expected credit losses for these guarantees are not material. The company has issued a declaration of joint and several liabilities for Prosus Services B.V. in accordance with article 403 of Book 2 of the Dutch Civil Code.

Liquidity risk

	Carrying value US$'m	Contractual cash flows US$'m	0 - 12 months US$'m	1 - 5 years US$'m	5 years + US$'m
31 March 2024					
Non-derivative financial liabilities					
Interest-bearing: long-term liabilities	**(15 361)**	**(21 729)**	**(478)**	**(5 034)**	**(16 217)**
Accrued expenses and other current liabilities	**(57)**	**(57)**	**(57)**	**–**	**–**
Derivative financial assets/(liabilities)					
Forward exchange contracts – inflow	**–**	**27**	**27**	**–**	**–**
Forward exchange contracts – outflow	**–**	**(27)**	**(27)**	**–**	**–**
31 March 2023					
Non-derivative financial liabilities					
Interest-bearing: Long-term liabilities	(15 379)	(22 168)	(475)	(4 189)	(17 504)
Accrued expenses and other current liabilities	(89)	(89)	(89)	–	–
Derivative financial assets/(liabilities)					
Forward exchange contracts – inflow	5	215	215	–	–
Forward exchange contracts – outflow	(1)	(211)	(211)	–	–

Notes to the company financial statements
for the year ended 31 March 2024

18. Financial risk management continued

Revolving credit facility

The company has an undrawn multicurrency revolving credit facility (RCF) of US$2.5bn which matures in March 2029. The RCF is undrawn. Loans drawn under the facility bears interest at the respective currency term reference rate (eg EURIBOR for EUR), or compounded reference rate (eg a secured overnight financing rate (SOFR) for US dollar) plus a variable mark-up based on credit rating varying between 0.65% and 1.10% (currently 0.80%) before commitment and utilisation fees. The company has specific financial covenants in place to govern its RCF, all of which were complied with during the reporting period. These financial covenants are linked to various financial metrics including the ratio of the group's debt to the value of its investment portfolio.

The upfront facility and arrangement fees paid in respect of the RCF are amortised over the period of the facility. The borrower is obligated to pay a commitment fee equal to 35% of the applicable margin under the RCF. The undrawn balance of the RCF is available to fund future investments and development expenditure by the group. Since the RCF has been fully repaid for a number of years and remain available at the balance sheet date, the facility and arrangement fees have been included in the prepayments and other receivables.

	31 March 2024 US$'m	31 March 2023 US$'m
Facility arrangement fees		
Fees related to the RCF	**13**	64
Accumulated amortisation of fees	**(6)**	(56)
	7	8

Interest rate risk

Refer to note 40 of the consolidated financial statements for the Prosus group's interest rate risks policy.

The sensitivity analysis below has been determined based on the exposure to interest rates for both derivative and non-derivative instruments at the statement of financial position date and the stipulated change taking place at the beginning of the next financial year and held constant throughout the reporting period in the case of instruments that have floating rates. The company is mainly exposed to interest rate fluctuations of the American and European repo rates. The following changes in the repo rates represent management's assessment of the possible change in interest rates at the respective year-ends:

European repo rate: increases by 200 basis points (2023: increases by 100 basis points).

American and European Interbank rates: increases by 200 basis points each (2023: increases by 100 basis points each).

Interest rate sensitivity analysis

If interest rates change as stipulated above and all other variables were held constant, specifically foreign exchange rates, the company's profit after tax for the year ended 31 March 2024 would increase by US$286m (2023: US$nil).

19. Fair value of financial instruments

The carrying values, net gains or losses recognised in profit or loss, impairment, total interest income and total interest expense per class of financial instrument are as follows:

31 March 2024	Carrying value US$'m	Net gains/(losses) recognised in profit or loss US$'m	Impairment US$'m	Total interest income US$'m	Total interest expense US$'m
Assets					
Amounts due from group companies	**7 797**	**1**	**–**	**51**	**–**
Other receivables	**2**	**–**	**–**	**–**	**–**
Short-term investments	**13 806**	**6**	**–**	**826**	**7**
Cash and cash equivalents	**812**	**(3)**	**–**	**10**	**3**
Total	**22 417**	**4**	**–**	**887**	**10**
Liabilities					
Long-term liabilities	**15 361**	**24**	**–**	**–**	**489**
Accrued expenses and other current liabilities	**183**	**1**	**–**	**–**	**–**
Total	**15 544**	**25**	**–**	**–**	**489**

The carrying values, net gains or losses recognised in profit or loss, total interest income, total interest expense and impairment of each class of financial instrument are as follows:

31 March 2023	Carrying value US$'m	Net gains/(losses) recognised in profit or loss US$'m	Impairment US$'m	Total interest income US$'m	Total interest expense US$'m
Assets					
Amounts due from group companies	2 616	(48)	–	51	–
Investments at fair value through other comprehensive income	206	–	–	–	–
Derivative financial instruments	5	–	–	–	–
Other receivables	45	–	–	–	–
Short-term investments	6 709	(42)	–	160	5
Cash and cash equivalents	8 046	(28)	–	243	7
Total	17 627	(118)	–	454	12
Liabilities					
Long-term liabilities	15 377	115	–	–	478
Derivative financial instruments	1	–	–	5	–
Amounts due to group companies	6	3	–	–	–
Accrued expenses and other current liabilities	211	(3)	–	–	–
Amounts due to tax authorities	59	–	–	–	–
Total	15 654	115	–	5	478

Notes to the company financial statements
for the year ended 31 March 2024

19. Fair value of financial instruments continued

The carrying values of all financial instruments, apart from those disclosed below, are considered to be a reasonable approximation of their fair values.

The fair values of the following instruments that are not measured at fair value have been disclosed as their carrying values are not a reasonable approximation of fair value:

Financial liabilities	Carrying value US$'m	Fair value US$'m	Level 1 US$'m	Level 2 US$'m	Level 3 US$'m
31 March 2024					
Publicly traded bonds	**15 361**	**12 448**	**–**	**12 448**	**–**
31 March 2023					
Publicly traded bonds	15 377	12 009	–	12 009	–

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. Refer to note 41 of the consolidated financial statements for the valuation techniques and inputs used in the fair value measurement.

The publicly traded bonds are listed on the Irish Stock Exchange (Euronext Dublin). The company categorises fair value measurements into levels 1 to 3 of the fair value hierarchy based on the degree to which the inputs used in measuring fair value are observable. Refer to note 41 of the consolidated financial statements for details of valuation techniques and key inputs used to measure significant level 2 fair values.

There were no financial instruments measured at fair value as at 31 March 2024. The company however had financial instruments that were measured at fair value as at 31 March 2023 which were categorised as follows:

Asset/(liability)	Fair value US$'m	Fair value US$'m	Level 1 US$'m	Level 2 US$'m	Level 3 US$'m
Financial assets at fair value through other comprehensive income[1]	206	–	–	–	206
Foreign exchange contracts	5	–	–	5	–
Cash and cash equivalents[2]	447	–	–	447	–

1 Relates to the fair value of the residual interest in the Naspers group. Refer to note 5 in the consolidated financial statements for details of the measurement.
2 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 rating agencies.

20. Subsequent events

Refer to note 44 of the consolidated financial statements for the subsequent events of the Prosus group.

21. Proposal for profit allocation

The board recommends that shareholders receive a distribution of 10 euro cents per share, which currently represents an increase of approximately 43% 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 1 November 2024 (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 21 August 2024, elections to receive a dividend instead of a capital repayment will need to be made by holders of ordinary shares N by 18 November 2024.

Capital repayments and dividends will be payable to shareholders recorded in our books on the dividend record date and paid on 26 November 2024. 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.

Amsterdam, 22 June 2024.

Executive directors
V Sgourdos

JP Bekker	FLN Letele
HJ du Toit	D Meyer
S Dubey	R Oliveira de Lima
CL Enenstein	SJZ Pacak
M Girotra	MR Sorour
RCC Jafta	JDT Stofberg
AGZ Kemna	Y Xu

Other information

In this section we provide a full glossary and key information and dates for shareholders.

Returning value to shareholders

Proposed dividend of:
10 euro cents per ordinary share N

We have great confidence in Tencent's long-term prospects and the execution of the buyback programme will result in the group increasing net asset value per share.

Prosus and Naspers unwound the cross-holding structure, allowing the ongoing repurchase programme to continue.

Value creation for the group:
US$30bn

Repurchased a total value of
>US$7.1bn
(FY23: >US$10.5bn)[1]
Prosus shares

Increase in NAV per share for shareholders
8.2%
since the beginning of the repurchase programme[2]

1 *Repurchased 165.4 million Prosus shares (FY23: 152.8 million Prosus shares).*
2 *Value created for the group based on the impact of the discount narrowing and the total value of the NAV per share increase after applying the current discount.*

Reconciliation of financial alternative performance measures
for the year ended 31 March 2024

Growth in local currency, excluding acquisitions and disposals

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:

Consolidated revenue

	Year ended 31 March							
	2023	2024	2024	2024	2024	2024	2024	2024
	A	B	C	D	E	F[1]	G[2]	H[3]
	IFRS US$'m	Group composition disposal adjustment US$'m	Group composition acquisition adjustment US$'m	Foreign currency adjustment US$'m	Local currency growth US$'m	IFRS US$'m	Local currency growth % change	IFRS % change
Ecommerce	4 947	(235)	(194)	34	915	5 467	**19**	**11**
– Classifieds	519	–	17	33	138	707	**27**	**36**
OLX Europe	441	–	–	36	133	610	**30**	**38**
OLX South Africa	45	–	–	(5)	6	46	**13**	**2**
Other	33	–	17	2	(1)	51		
– Payments and Fintech	903	(8)	1	(134)	344	1 106	**38**	**22**
Core PSP	790	(6)	1	(135)	325	975	**41**	**23**
PayU India	399	–	–	(12)	57	444	**14**	**11**
Total GPO[4]	393	(7)	1	(122)	268	533	**69**	**36**
GPO	293	(7)	1	(21)	59	325	**21**	**11**
Iyzico	85	–	–	(101)	202	186	**>100**	**>100**
Other	15	–	–	–	7	22		
Other	(2)	1	–	(1)	–	(2)		
India credit	83	–	–	(2)	26	107	**31**	**29**
Other	30	(2)	–	3	(7)	24		
– Food Delivery	1 371	(218)	(234)	55	248	1 222	**22**	**(11)**
iFood	1 371	(218)	(234)	55	248	1 222	**22**	**(11)**
Core Food	1 231	(220)	(216)	50	244	1 089	**24**	**(12)**
Extensions	140	2	(18)	5	4	133	**3**	**(5)**
– Edtech	134	–	–	2	12	148	**9**	**10**
GoodHabitz	40	–	–	2	8	50	**20**	**25**
Stack Overflow	94	–	–	–	4	98	**4**	**4**
– Etail	1 928	17	22	76	163	2 206	**8**	**14**
eMAG	1 928	17	22	76	163	2 206	**8**	**14**
Sameday	174	–	–	–	56	230	**32**	**32**
Extensions	142	15	22	14	30	223	**19**	**57**
Other	1 612	2	–	62	77	1 753		
– Other	92	(26)	–	2	10	78	**15**	**(15)**
Corporate segment	–	–	–	–	–	–	**–**	**–**
Intersegmental	–	–	–	–	–	–	**–**	**–**
Group consolidated	4 947	(235)	(194)	34	915	5 467	**19**	**11**

1 A + B + C + D + E. 2 [E/(A + B)] x 100. 3 [(F/A) – 1] x 100.
4 GPO including Iyzico and RDP.

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:

Economic-interest revenue

	Year ended 31 March							
	2023	2024	2024	2024	2024	2024	2024	2024
	A	B	C	D	E	F[2]	G[3]	H[4]
	IFRS[1] US$'m	Group composition disposal adjustment US$'m	Group composition acquisition adjustment US$'m	Foreign currency adjustment US$'m	Local currency growth US$'m	IFRS[1] US$'m	Local currency growth % change	IFRS % change
Ecommerce	9 124	(454)	109	132	1 438	10 349	**17**	**13**
– Classifieds	755	(4)	17	37	146	951	**19**	**26**
– Payments and Fintech	1 052	(21)	2	(133)	405	1 305	**39**	**24**
– Food Delivery	4 203	(271)	47	157	728	4 864	**19**	**16**
– Edtech	545	(141)	10	2	28	444	**7**	**(19)**
– Etail	1 953	12	23	77	164	2 229	**8**	**14**
– Other	616	(29)	10	(8)	(33)	556	**(6)**	**(10)**
Social and internet platforms	22 269	(1 945)	–	(927)	1 998	21 395	**10**	**(4)**
– Tencent	22 269	(1 945)	–	(927)	1 998	21 395	**10**	**(4)**
Corporate segment	–	–	–	–	–	–	**–**	**–**
Intersegmental	–	–	–	–	–	–	**–**	**–**
Group economic interest	31 393	(2 399)	109	(795)	3 436	31 744	**12**	**1**

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.

Reconciliation of financial alternative performance measures

for the year ended 31 March 2024

Reconciliation of financial alternative performance measures

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:

Consolidated trading profit

	Year ended 31 March							
	2023	2024	2024	2024	2024	2024	2024	2024
	A	B	C	D	E	F[1]	G[2]	H[3]
	IFRS US$'m	Group composition disposal adjustment US$'m	Group composition acquisition adjustment US$'m	Foreign currency adjustment US$'m	Local currency growth US$'m	IFRS US$'m	Local currency growth % change	IFRS % change
Ecommerce	(413)	21	(2)	3	429	38	>100	>100
– Classifieds	56	–	1	13	102	172	>100	>100
OLX Europe	68	–	–	18	90	176	>100	>100
OLX South Africa	26	–	–	(3)	4	27	15	4
Other	(38)	–	1	(2)	8	(31)		
– Payments and Fintech	(83)	–	(1)	(14)	67	(31)	81	63
Core PSP	(2)	–	(1)	(16)	38	19	>100	>100
PayU India	11	–	–	1	(24)	(12)	(>100)	(>100)
Total GPO[4]	(14)	–	(1)	(16)	62	31	>100	>100
GPO	(21)	–	(1)	(9)	46	15	>100	>100
Iyzico	8	–	–	(7)	16	17	>100	>100
Other	(1)	–	–	–	–	(1)		
Other	1	–	–	(1)	–	–		
India credit	(10)	–	–	1	(11)	(20)	(>100)	(>100)
Other	(71)	–	–	1	40	(30)		
– Food Delivery	(106)	4	–	5	164	67	>100	>100
iFood	(65)	4	–	5	152	96	>100	>100
Core Food	94	20	–	9	137	260	>100	>100
Extensions	(159)	(16)	–	(4)	15	(164)	9	(3)
Other	(41)	–	–	–	12	(29)		
– Etail	(61)	(1)	(1)	1	27	(35)	44	43
eMAG	(52)	(1)	(1)	1	27	(26)	51	50
Sameday	(16)	–	–	1	9	(6)	56	63
Extensions	(46)	(1)	(1)	(3)	7	(44)	15	4
Other	10	–	–	3	11	24		
Other	(9)	–	–	–	–	(9)		
– Edtech	(131)	–	–	–	33	(98)	25	25
GoodHabitz	(16)	–	–	–	8	(8)	50	50
Stack Overflow	(84)	–	–	(1)	28	(57)	33	32
Other	(31)	–	–	1	(3)	(33)		
– Other	(88)	18	(1)	(2)	36	(37)	51	58
Corporate segment	(173)	–	–	–	17	(156)	10	10
Group consolidated	(586)	21	(2)	3	446	(118)	79	80

1 A + B + C + D + E. 2 [E/(A + B)] x 100. 3 [(F/A) – 1] x 100.
4 Includes GPO including Iyzico and RDP.

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:

Economic-interest trading profit

	Year ended 31 March							
	2023	2024	2024	2024	2024	2024	2024	2024
	A	B	C	D	E	F[2]	G[3]	H[4]
	IFRS[1] US$'m	Group composition disposal adjustment US$'m	Group composition acquisition adjustment US$'m	Foreign currency adjustment US$'m	Local currency growth US$'m	IFRS[1] US$'m	Local currency growth % change	IFRS % change
Ecommerce	(1 306)	164	(13)	4	876	(275)	77	79
– Classifieds	47	1	1	14	124	187	>100	>100
– Payments and Fintech	(116)	3	(2)	(13)	69	(59)	61	49
– Food Delivery	(649)	35	(14)	4	466	(158)	76	76
– Edtech	(258)	106	5	–	67	(80)	44	69
– Etail	(63)	(1)	(1)	1	28	(36)	44	43
– Other	(267)	20	(2)	(2)	122	(129)	49	52
Social and internet platforms	5 085	(441)	–	(260)	1 845	6 229	40	22
– Tencent	5 085	(441)	–	(260)	1 845	6 229	40	22
Corporate segment	(173)	–	–	–	17	(156)	10	10
Group economic interest	3 606	(277)	(13)	(256)	2 738	5 798	82	61

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.

Reconciliation of financial alternative performance measures
for the year ended 31 March 2024

Reconciliation of financial alternative performance measures

Growth in local currency, excluding acquisitions and disposals continued

The group applies certain adjustments to segmental revenue and trading profit reported 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 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:

	31 March 2024		31 March 2023	
	Average rate	**Closing rate**	Average rate	Closing rate
Currency (1FC = US$)				
South African rand (ZAR)	**0.0533**	**0.0528**	0.0583	0.0562
Euro (EUR)	**1.0827**	**1.0794**	1.0415	1.0841
Chinese yuan renminbi (RMB)	**0.1393**	**0.1385**	0.1453	0.1456
Brazilian real (BRL)	**0.2024**	**0.1994**	0.1943	0.1975
Indian rupee (INR)	**0.0121**	**0.0120**	0.0124	0.0122
Polish zloty (PLN)	**0.2445**	**0.2514**	0.2213	0.2317
Romanian lei (RON)	**0.2183**	**0.2172**	0.2114	0.2191
Turkish Lira (YTL)	**0.0366**	**0.0308**	0.0557	0.0521
British pound sterling (GBP)	**1.2568**	**1.2623**	1.2036	1.2335

- 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.

The following significant changes in the composition of the group during the year ended 31 March 2024 have been adjusted for in arriving at the pro forma financial information:

Transaction	Basis of accounting	Reportable segment	Acquisition/Disposal
Dilution of the group's interest in Tencent	Associate	Social and internet platforms	Disposal
Dilution of the group's interest in EMPG	Associate	Ecommerce	Disposal
Dilution of the group's interest in OfferUp	Associate	Ecommerce	Disposal
Disposal of the group's interest in Oda	Associate	Ecommerce	Disposal
Dilution of the group's interest in Flink	Associate	Ecommerce	Disposal
Disposal of the group's interest in iFood Colombia	Associate	Ecommerce	Disposal
Disposal of the group's interest in PayU Russia	Subsidiary	Ecommerce	Disposal
Acquisition of the group's interest in Ding	Subsidiary	Ecommerce	Acquisition
Step-up in the group's interest in Flip together with the impact of the lag period catch-up adjustment	Subsidiary	Ecommerce	Acquisition/Disposal
Change in the group's interest in Delivery Hero	Associate	Ecommerce	Acquisition/Disposal
Change in the group's interest in Swiggy	Associate	Ecommerce	Acquisition/Disposal
Change in the group's interest in Emicro	Associate	Ecommerce	Acquisition/Disposal
Change in the group's interest in ElasticRun	Associate	Ecommerce	Acquisition/Disposal
Acquisition of the group's interest in Azos	Associate	Ecommerce	Acquisition
Increase in the group's interest in PharmEasy	Associate	Ecommerce	Acquisition
Acquisition of the group's interest in Planet24	Associate	Ecommerce	Acquisition
Acquisition of the group's interest in Alwans	Associate	Ecommerce	Acquisition
Acquisition of the group's interest in Vegrow	Associate	Ecommerce	Acquisition
Change in the group's interest in Captain Fresh	Associate	Ecommerce	Acquisition/Disposal
Change in the group's interest in Sangvhi Beauty	Associate	Ecommerce	Acquisition/Disposal
Increase in the group's interest in Bux	Associate	Ecommerce	Acquisition
Decrease in the group's interest in Shipper	Associate	Ecommerce	Disposal
Change in the group's interest in Klar	Associate	Ecommerce	Acquisition/Disposal
Dilution of the group's interest in Remitly	Associate	Ecommerce	Disposal
Increase in the group's interest in FinWizard	Associate	Ecommerce	Acquisition
Acquisition of the group's interest in LifeCheq	Associate	Ecommerce	Acquisition
Loss of control of the group's interest in Udemy	Associate	Ecommerce	Disposal
Loss of control of the group's interest in BYJU'S	Associate	Ecommerce	Disposal
Change of the group's interest in Skillsoft	Associate	Ecommerce	Acquisition/Disposal

The net adjustment made for all acquisitions and disposals on continuing operations that took place during the year ended 31 March 2024 amounted to a negative adjustment of US$2.3bn on revenue and a negative adjustment of US$290m on trading profit. These adjustments include the impact of a change in revenue recognition related to iFood and in Eruditus.

Reconciliation of financial alternative performance measures
for the year ended 31 March 2024

Reconciliation of financial alternative performance measures

Earnings disclosure on a per share basis
For the year ended 31 March

	2024 US$'m	2023 US$'m	Change %
Continuing operations			
Earnings attributable to equity holders for the year (US$'m)	**6 873**	9 809	(30)
Earnings per ordinary share N (US cents)[1]	**265**	357	(26)
Diluted earnings per ordinary share N (US cents)	**263**	352	(25)
Headline earnings for the period (US$'m)[1]	**3 435**	756	354
Headline earnings per ordinary share N (US cents)[1]	**132**	27	382
Diluted headline earnings per ordinary share N (US cents)	**130**	23	465
Core headline earnings for the period (US$'m)[1]	**5 003**	2 713	84
Core headline earnings per ordinary share N (US cents)[1]	**193**	99	96
Diluted core headline earnings per ordinary share N (US cents)	**191**	94	102
– Weighted average for the period	**2 592 606**	2 750 274	
– Diluted weighted average	**2 592 606**	2 750 274	
Discontinued operations			
Earnings attributable to equity holders for the year (US$'m)	**(267)**	303	(188)
Earnings per ordinary share N (US cents)	**(10)**	11	(193)
Diluted earnings per ordinary share N (US cents)	**(10)**	11	(191)
Headline earnings for the period (US$'m)	**(138)**	(128)	8
Headline earnings per ordinary share N (US cents)	**(5)**	(5)	14
Diluted headline earnings per ordinary share N (US cents)	**(5)**	(5)	14
Core headline earnings for the period (US$'m)	**(112)**	(214)	(48)
Core headline earnings per ordinary share N (US cents)	**(4)**	(8)	(44)
Diluted core headline earnings per ordinary share N (US cents)	**(4)**	(8)	(44)
Total operations			
Earnings attributable to equity holders for the year (US$'m)	**6 606**	10 112	(35)
Earnings per ordinary share N (US cents)	**255**	368	(31)
Diluted earnings per ordinary share N (US cents)	**253**	363	(30)
Headline earnings for the period (US$'m)	**3 297**	628	425
Headline earnings per ordinary share N (US cents)	**127**	22	477
Diluted headline earnings per ordinary share N (US cents)	**125**	18	594
Core headline earnings for the period (US$'m)	**4 891**	2 499	96
Core headline earnings per ordinary share N (US cents)	**189**	91	108
Diluted core headline earnings per ordinary share N (US cents)	**187**	86	117

1 Refer to the glossary for an explanation of the group's alternative performance measures.

Reconciliation of earnings to core headline earnings

	31 March 2024 US$'m	2023 US$'m
CONTINUING OPERATIONS		
Earnings from continuing operations		
Basic earnings attributable to shareholders	**6 873**	9 809
Impact of dilutive instruments of subsidiaries, associates and joint ventures	**(64)**	(116)
Diluted earnings attributable to shareholders	**6 809**	9 693
Headline adjustments for continuing operations		
Adjusted for:	**(3 436)**	(8 949)
– Impairment of other assets	**–**	33
– Impairment of goodwill, PPE and other intangible assets	**374**	612
– Loss on sale of assets	**5**	4
– Gain on remeasurement of previously held interest	**(10)**	–
– Gain recognised on loss of control	**–**	(23)
– Gain recognised on loss of significant influence	**–**	(30)
– Net loss/(gains) on disposals of investments	**3**	(30)
– Gain on partial disposal of equity-accounted investments	**(5 053)**	(7 622)
– Dilution losses on equity-accounted investments	**238**	252
– Remeasurements included in equity-accounted earnings[1]	**524**	(3 887)
– Impairment of equity-accounted investments	**483**	1 742
	3 437	860
Total tax effects of adjustments	**1**	–
Total adjustment for non-controlling interests	**(3)**	(104)
Headline earnings[2]	**3 435**	756
Adjusted for:		
– Equity-settled share-based payment expenses	**1 045**	1 449
– Remeasurement of cash-settled share-based incentive expenses	**16**	(257)
– Amortisation of other intangible assets	**494**	664
– Fair value adjustments and currency translation differences	**(21)**	(13)
– Retention option remeasurement	**(38)**	23
– Transaction-related costs	**72**	91
Core headline earnings[2]	**5 003**	2 713

1 Remeasurements included in equity-accounted earnings include US$108m (FY23: US$5.9bn) relating to gains arising on acquisitions and disposals by associates and US$627bn (FY23: US$1.9bn) relating to net impairments of assets recognised by associates.
2 Refer to the glossary for an explanation of the group's alternative performance measures.

The diluted earnings, headline earnings and core headline earnings per share figures presented on the face of the income statement include a decrease of US$64m (FY23: US$116m) relating to the future dilutive impact of potential ordinary shares issued by equity-accounted investees.

Reconciliation of financial alternative performance measures
for the year ended 31 March 2024

Reconciliation of financial alternative performance measures

Reconciliation of earnings to core headline earnings continued

	31 March 2024 US$'m	31 March 2023 US$'m
DISCONTINUED OPERATIONS		
Earnings from discontinuing operations	**(267)**	303
Basic earnings attributable to shareholders		
Impact of dilutive instruments of subsidiaries, associates and joint ventures		
Diluted earnings attributable to shareholders	**(267)**	303
Headline adjustments from discontinuing operations		
Adjusted for:	**129**	(437)
– Impairment of goodwill, PPE and other intangible assets	**137**	125
– Loss on sale of assets	**—**	6
– Net (gains)/loss on disposals of investments	**(8)**	(568)
	(138)	(134)
Total tax effects of adjustments	**—**	—
Total adjustment for non-controlling interests	**—**	6
Headline earnings from discontinuing operations[1]	**(138)**	(128)
Adjusted for:		
– Remeasurement of cash-settled share-based incentive expenses	**(4)**	(41)
– Amortisation of other intangible assets	**—**	15
– Fair value adjustments and currency translation differences	**20**	(60)
– Transaction-related costs	**10**	—
Core headline earnings from discontinuing operations[1]	**(112)**	(214)

1 *Refer to the glossary for an explanation of the group's alternative performance measures.*

Reconciliation of cash generated from operations to free cash flow

	31 March 2024 US$'m	31 March 2023 US$'m
Cash generated from operations	**134**	(349)
Transaction-related costs	**18**	30
Capital expenditure	**(56)**	(252)
Capital finance leases repaid, gross	**(69)**	(65)
Investment income received	**759**	572
Taxation paid	**(107)**	(107)
Taxation credits	**(54)**	—
Merchant cash (receivable)/payables	**(203)**	(218)
Credit included in financing activities	**—**	7
Free cash flow[1]	**422**	(382)

1 *Refer to the glossary for an explanation of the group's alternative performance measures.*

Other information to the company financial statements
for the year ended 31 March 2024

Extract from the articles of association relating to net profit/(loss) appropriation

Article 30. Profits and Distributions.

30.1 The Board may decide that all or part of the profits realised during a financial year will be fully or partially appropriated to increase and/or form reserves.

30.2 The profits remaining after application of Article 30.1 shall be put at the disposal of the General Meeting. The Board shall make a proposal for that purpose. A proposal to make a distribution shall be dealt with as a separate agenda item at the General Meeting.

30.3 In connection with the crossholding between Naspers and the Company, Naspers and the Company entered into the cross-holding agreement dated the twenty-seventh day of May two thousand and twenty-one, as it will read from time to time (the Cross-Holding Agreement). To give full effect to the Cross-Holding Agreement Articles 30.4 and 30.5 were introduced in the Articles of Association, and these Articles will cease to apply upon the Cross- Holding Agreement having been terminated or otherwise ceasing to be operative in accordance with applicable law and/or its terms.

30.4 If it concerns a Terminal Economics Distribution, the Distributable Amount will be distributed among the Ordinary Dividend Prosus Shares as follows:

(a) On each Ordinary Share A: the amount equal to the Distributable Amount times the Ordinary Shares A Effective Economic Interest divided by the number of Ordinary Shares A issued and outstanding, excluding Prosus Treasury Shares. Whereby the Ordinary Shares A Effective Economic Interest is calculated as follows:
z = c / (1 - (ax b)) or in words z equals c divided by 1 minus (a times b), where:
z means the Ordinary Shares A Effective Economic Interest;
a means the Distribution Rights % of the Naspers Held Cross-Holding Shares;
b means the Distribution Rights % of the Prosus Held Cross-Holding Shares; and
c means the Distribution Rights % of the Ordinary Shares A.

(b) On each Ordinary Share B: the Aggregate B Share Entitlement divided by the number of issued and outstanding Ordinary Shares B, excluding Prosus Treasury Shares. Whereby the Aggregate B Share Entitlement is calculated as follows: Distribution Rights % of Ordinary Shares B times Naspers Effective Economic Interest times the Distributable Amount divided by the Distribution Right % of the Naspers Held Cross-Holding Shares.

(c) On each Ordinary Share N: the amount equal to the Distributable Amount times the Prosus Free-Float's Effective Economic Interest divided by the number of Ordinary Shares N issued and outstanding, excluding Prosus Treasury Shares and excluding the number of Ordinary Shares N which are Naspers Held-Cross Holding Shares. Whereby Prosus Free-Float's Effective Economic Interest is calculated as follows:
z = c / (1 - (a x b)) or in words z equals c divided by 1 minus (a times b), where:
z means Prosus Free-Float's Effective Economic Interest;
a means the Distribution Rights % of the Naspers Held Cross-Holding Shares;
b means the Distribution Rights % of the Prosus Held Cross-Holding Shares
c means the Distribution Rights % of the Ordinary Shares N held by the Prosus Free-Float shareholders.
(d) On any other Ordinary Dividend Prosus Share: the amount equal to the Distributable Amount times the Effective Economic Interest of such Ordinary Dividend Prosus Share.

30.5 The definitions used in Article 30.4

30.6 Notwithstanding the provisions of Article 30.4, due to the cross-holding between Naspers and the Company, and as long as such cross-holding exists, the distribution to Naspers on the Naspers Held Cross-Holding Shares will be capped at an amount equal to the Distributable Amount multiplied by the Naspers Effective Economic Interest, with the reduction, if any, being applied first to the Ordinary Shares N forming part of the Naspers Held Cross-Holding Shares.

Article 30. Profits and Distributions.

30.7 If it concerns any other distribution than referred to in Articles 30.4 through 30.6, the Distributable Amount will be distributed among the Shares as follows:

(a) on the Ordinary Shares Non a Pari Passu basis;
(b) each Ordinary Share A is entitled to one-fifth (1/5) of the amount of a distribution made on each Ordinary Share N, multiplied by the Free Float Percentage; and
(c) each Ordinary Share B is entitled to one-millionth (1/1,000,000) of the amount of a distribution made on each Ordinary Share N.

30.8 Distributions from the Company's distributable reserves may only be made pursuant to a resolution of the General Meeting at the proposal of the Board.

Administration and corporate information

Prosus N.V.
Incorporated in the Netherlands
(Registration number: 34099856)
(Prosus or the group)
Euronext Amsterdam
JSE share code: PRX
ISIN: NL 0013654783

Directors and management
JP Bekker (chair), S Dubey, HJ du Toit, CL Enenstein, M Girotra, RCC Jafta, AGZ Kemna, FLN Letele, D Meyer, R Oliveira de Lima, SJZ Pacak, V Sgourdos, MR Sorour, JDT Stofberg, Y Xu

Company secretary
L Bagwandeen
Gustav Mahlerplein 5, Symphony Offices
1082 MS Amsterdam, The Netherlands

Registered office
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Tel: +31 20 299 9777
www.prosus.com

Independent auditor
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Gustav Mahlerlaan 3004, 1081 LA Amsterdam
The Netherlands

Euronext listing agent
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Bijlmerplein 888, 1102 MG Amsterdam, The Netherlands

Euronext paying agent
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The Netherlands

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Tel: +27 (0)86 110 0933

Cross-border settlement agent
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145 West Street, Sandown
Johannesburg, 2196, South Africa

JSE sponsor
Investec Bank Limited
(Registration number: 1969/004763/06)
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Tel: +24 (0)11 286 7326
Fax: +27 (0)11 286 9986

ADR programme
Bank of New York Mellon maintains a GlobalBuyDIRECTSM plan for Prosus N.V. For additional information, visit Bank of New York Mellon's website at www.globalbuydirect.com or call Shareholder Relations at 1-888-BNY-ADRS or 1-800-345-1612 or write to:
Bank of New York Mellon
Shareholder Relations Department – GlobalBuyDIRECTSM
Church Street Station
PO Box 11258, New York
NY 10286-1258, USA

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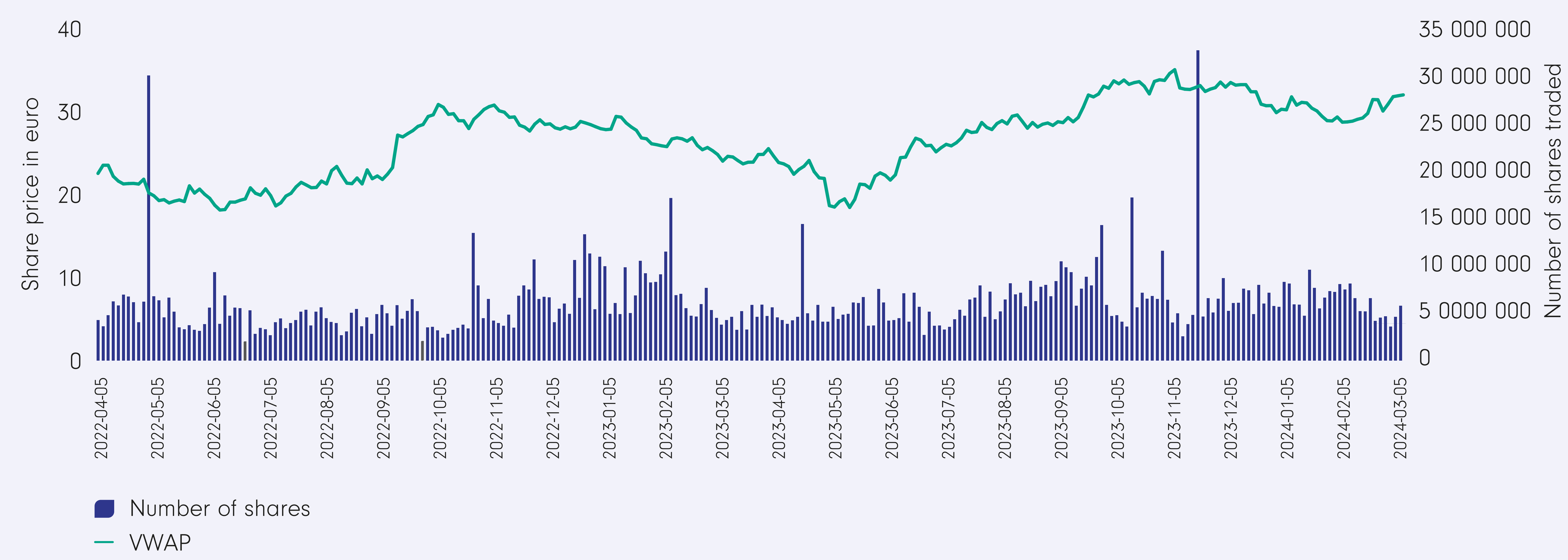
Tel: +1 347 210 4305

Analysis of shareholders and shareholders' diary

The following shareholders hold 5% and more of the N ordinary issued share capital of the company:

Name	% of ordinary shares N held	Number of ordinary shares N held
Naspers Limited	41.4%	1 067 157 216

Share price and volume of shares traded across FY24



Shareholders' diary	Date
Annual general meeting	August
Reports	
Interim for half-year to September	November
Announcement of annual results	June
Annual financial statements	June
Dividend	
Declaration	August
Record date	November
Payment	November
Financial year-end	March

Glossary

Term/acronym	Description
1p	First party – in the context of food delivery, a capital-intensive own-delivery model.
3p	Third party – in the context of food delivery, a capital-light marketplace model where meals are delivered by restaurants.
ADR	American Depository Receipt
Advanced persistent threats	An exercise where a prolonged and targeted cyber-attack is carried out to gain access to a network and remain undetected for an extended period to identify and remediate existing weaknesses.
Advisory and assurance projects	Projects undertaken by the cyber-resilience team to advise and provide internal assurance to portfolio companies to enhance cyber-resilience in the group.
AFM	Netherlands Authority for the Financial Markets *(Stichting Autoriteit Financiële Markten)*
AGM	Annual general meeting
Agtech	Agriculture technology
AI	Artificial intelligence
AI Assistant	An AI Assistant is an application that uses natural language processing (NLP) and machine learning to interact with users in a human-like way.
AI engineers	An employee who focuses on developing the tools, systems and processes that enable artificial intelligence to be applied in the real world.
AI model production	A process of implementing an AI model into software in the group. This is measured by the number of models put into production in the group.
Alternative performance measures (APMs)	In presenting and discussing our performance, we use certain alternative performance measures not defined by IFRS, referred to as non-IFRS-EU financial measures, alternative performance measures or APMs. Such measures include economic-interest-basis information; trading profit; adjusted EBITDA; headline earnings; core headline earnings; and growth in local currency, excluding acquisitions and disposals. Segmental reviews in this report are prepared showing revenue on an economic-interest basis (which includes consolidated subsidiaries and a proportionate share of associated companies and joint ventures), unless otherwise stated. (Refer to the alternative performance measures glossary)
Associate	An entity over which we have significant influence, being the power to participate in the financial policy decisions of the entity through our influence on the board of directors. Typically, an entity in which we have an interest of 20% to 50%.
Average monthly paying listers	A measure of the number of monthly users on a platform who yield one or more revenue-generating transactions, such as listing fees or advertising.

Term/acronym	Description
Average order value (AOV)	Average order value (AOV) tracks the average dollar amount spent each time a customer places an order on a website or mobile app. The AOV is determined by dividing the total revenue by the number of orders.
B2C	Business-to-consumer (direct-to-consumer)
bn	Billion
BNPL	Buy-now/pay-later
BRICS	Brazil, Russia, India, China and South Africa
BRL	Brazilian real
C2C	Consumer-to-consumer
CAGR	Compound annual growth rate
Capex	Capital expenditure
CEE	Central and Eastern Europe
CEO	Chief executive officer
CFO	Chief financial officer
CIO	Chief investment officer
CODM	Chief operating decision-maker
Corporate	Corporate entities which have offices include the Netherlands, Unites States (Ventures), India, United Kingdom and Hong Kong offices, and corporate employees shall mean people employed at these offices who are employed by the corporate entities.
Covid-19	Coronavirus disease
CSRD	Corporate Sustainability Reporting Directive (Europe)
Data privacy roles	Employees in the group who champion data privacy throughout the group.
Data scientist	Employees who are responsible for collecting, analysing and interpreting data to help drive decision-making in an organisation.
DAU	Daily active users

Glossary

Term/acronym	Description
Deep-tech	Technology based on tangible engineering innovation or scientific advances and discoveries.
Deloitte	Deloitte Accountants B.V.
Dmart	Small Delivery Hero-owned warehouse
D-RECs	Renewable-energy credits (electronic records that verify the source of electricity used).
EBIT	Earnings before interest and tax
EBITDA	Earnings before interest, taxes, depreciation and amortisation
Ecommerce	Electronic commerce
Edtech	Marrying learning with technology, enabling new and exciting ways for more people to expand their skills and knowledge.
EMEA	Europe, Middle East and Africa
Employee	Persons employed by the group on a permanent or part-time basis, specifically excluding contract workers, as at 31 March 2024 determined in accordance with IFRS-EU.
Employee engagement survey	Engagement survey responded to by corporate employees.
Energy consumption	Total amount of energy consumed for a given process, measured in kWh.
ESG	Environmental, social and governance
Ethics and compliance officers	Employees in the group with responsibility for ethics and compliance, in a dedicated ethics and compliance role or alongside other responsibilities.
EU	European Union
EU AI-HLEG	EU's independent high-level expert group on artificial intelligence.
Fintech	Finance technology is an economic industry that introduces new solutions demonstrating an incremental or radical/disruptive innovation development of applications, processes, products or business models in the financial services industry.
FLIGHT	Funding and Learning Initiative for Girls in Higher Education and Skills Training (Prosus initiative)

Term/acronym	Description
FMCG	Fast-moving consumer goods
FY	Financial year
GAAP	Generally accepted accounting policies
GDP	Gross domestic product
GDPR	General Data Protection Regulation (Europe)
Generative AI (GenAI)	Systems that can generate new content – or manipulate existing content – based on text instructions.
GHG	Greenhouse gas
GMV	Gross merchandise value
GPO	Global Payments Organisations
GRI	Global Reporting Initiative
Gross profit	Gross profit is the profit a business makes after subtracting all the costs that are related to producing and selling its products or services.
Group	Prosus and its subsidiaries.
Headcount	Number of employees, specifically excluding contract workers, in service at 31 March 2024.
Healthtech	Health technology involves the design, development, creation, use and maintenance of information systems and the internet for the healthcare industry. Automated and interoperable healthcare information systems are expected to lower costs, improve efficiency and reduce error while providing better consumer care and service.
HR	Human resources
IAPP	International Association of Privacy Professionals
IAS	International Accounting Standards
IASB	International Accounting Standards Board
IFRS	International Financial Reporting Standards
IIRC	International Integrated Reporting Council

Glossary

Term/acronym	Description
IMF	International Monetary Fund
Internal rate of return (IRR)	IRR is presented in this report for illustrative purposes only and is calculated based on the estimated valuations of our internet investments. The estimated valuations are calculated as of 31 March 2024 using a combination of: (i) prevailing share prices for stakes in listed assets; (ii) valuation estimates derived from the average of sell-side analysts currently covering Naspers for stakes in unlisted assets; and (iii) post-money valuations on transactions of these assets or from similar recent transactions for stakes in unlisted assets where analyst consensus is not available. In respect of (ii) above, we do not endorse, and did not participate in, or provide any information for purposes of the preparation of the market valuations calculated by third-party analysts. These valuation estimates have not been confirmed by an independent third-party expert, such as an accounting firm or an investment bank. Accordingly, these valuation estimates may not reflect past, present or future fair values, or any potentially achievable fair value in the future and no reliance can be placed on these valuation estimates.
Investment or investee	An entity over which we do not have significant influence, being the power to participate in the financial and operating policy decisions of the entity. Generally, an entity in which we have an interest of less than 20%.
IP	Intellectual property
IPO	Initial public offering
IR	Investor relations
IRR	Internal rate of return
ISE	Irish Stock Exchange
ISP	Internet service provider
JSE	JSE Limited (Johannesburg stock exchange)
JV	Joint venture
K–12	Kindergarten to grade 12
KPI	Key performance indicator
kWh	Kilowatt per hour
LA	Limited assurance, subject to Deloitte's limited assurance opinion in accordance with NV COS 3000A, which can be found on page 116 of this report.
LatAm	Latin America

Term/acronym	Description
LGPD	General Personal Data Protection Law (Brazil)
LIFE	Leadership in the food-delivery ecosystem
LTI	Long-term incentive
m	Million
M&A	Mergers and acquisitions
MAU	Monthly active users
MCSI index	Morgan Stanley Capital International index
MENA	Middle East and North Africa region
MIH B.V.	Myriad International Holdings B.V.
ML	Machine learning
Monthly active learners	Total number of employees who participated in a learning module on MyAcademy.
Monthly active users (MAU)	Total number unique individuals who engage with a particular product, service, or platform within a specific month.
MyAcademy	MyAcademy is the learning platform offered to employees.
N	Naira – Nigerian currency
n/a	Not applicable
NAV	Net asset value
NASDAQ	American stock market
Naspers	Naspers Limited
Net cash	Total cash (including short-term cash investments and cash and cash equivalents) less any interest-bearing liabilities.
NGO	Non-governmental organisation
NPS	Net promoter score

Glossary

Term/acronym	Description
OECD	Organisation for Economic Co-operation and Development (Brazil)
Omnichannel	A cross-channel content strategy that organisations use to improve their user experience.
Opex	Operating expenditure
OTT	Over-the-top
P2P	Peer-to-peer
Pay-and-ship	Service that integrates payment processing, including escrow services, with shipping logistics to provide a secure and convenient online shopping experience. It is available for the goods and car parts categories in horizontal platforms, while excluding specific niche sub-categories and oversized items.
Pentests	Simulated cyber-attack against systems used in portfolio companies to check for exploitable vulnerabilities.
PLN	Polish zloty
POPIA	Protection of Personal Information Act (South Africa)
Portfolio companies	Subsidiaries, associates and investments, excluding corporate.
Prosus	Prosus N.V.
Prosus AI community	The community of persons interested in and exploring AI in the portfolio companies.
Prosus FLIGHT	Funding and Learning Initiative for Girls in Higher Education and Skills Training
PSP	Payment service provider
PwC	PricewaterhouseCoopers Accountants N.V.
Quick commerce (Q-commerce)	Q-commerce, also referred to as quick commerce, is a type of ecommerce where emphasis is on quick deliveries, typically in less than an hour.
RCF	Revolving credit facility
Red team exercises	An exercise reflecting real-world conditions to compromise organisational missions and/or business processes to provide an assessment of the security capability of the system used by the portfolio company.

Term/acronym	Description
RMB	Renminbi, the official currency of the People's Republic of China
ROI	Return on investment
RSU	Restricted stock unit
RUB	Russian rouble
R (or ZAR)	South African rand
SA	South Africa
SaaS	Software-as-a-service
SAR(s)	Share appreciation right(s)
SASB	Sustainability Accounting Standards Board
SAST	South African standard time
SBTi	Science Based Targets initiative
Scope 1 emissions	Scope 1 – direct GHG emissions arising from sources organisations own or control. To determine control, the group will recognise emissions from owned and controlled assets as direct emissions.
Scope 2 emissions	Scope 2 – indirect GHG emissions that organisations report from the generation of purchased electricity consumed for operations owned or controlled. The group will account for electricity purchased for both owned and rented buildings under scope 2.
Scope 3 emissions	Category 1 – all upstream emissions from production of products purchased or acquired by the company in the reporting year. Products include both goods (tangible products) and services (intangible products). Category 6 – GHG emissions from transporting employees for business-related activities through air travel. Business travel includes only corporate office data and excludes all subsidiaries. Category 9 – Transportation and distribution of products sold by the reporting company in the reporting year between the reporting company's operations and the end consumer (if not paid for by the reporting company), including retail and storage (in vehicles and facilities not owned or controlled by the reporting company).
SDG	United Nation's Sustainable Development Goal
Senior management	Employees in the Netherlands with executive responsibilities.

Glossary

Term/acronym	Description
SICA	Prosus Social Impact Challenge for Accessibility
SME	Small and medium-sized enterprise
SMME(s)	Small, medium and micro enterprise(s)
SO(s)	Share option(s)
Speak up policy	Policy that encourages and provides channels for individuals to report actual, or potential, breaches of the code of ethics, and other group policies or laws and regulations.
Send-volume	Defined as the sum of all customer's principal, measured in United States dollars, related to transactions completed during a given period. The customer's principal is net of cancellations, and does not include transaction fees from customers, and does not include any credits, offers, or bonuses applied to the transaction by us.
STI	Short-term incentive
Subsidiary	An entity that we control evidenced by: › Owning more than one-half of the voting rights › The right to govern the financial and operating policies of the entity under a statute or agreement › The right to appoint or remove the majority of members of the board of directors or › The right to cast the majority of votes at a meeting of the board of directors.
Supply chain	Network of all individuals, organisations, resources, activities and technology involved in the creation and sale of products and services.
TAM	Total addressable market
TCFD	Task Force on Climate-related Financial Disclosures
tCO_2e	Tonnes of CO_2 equivalent
TPV	Total payment value
tr	Trillion
TSR	Total shareholder return
UAE	United Arab Emirates
UK	United Kingdom
UN	United Nations
UNEP	United Nations Environment Programme
Unicorns	Start-up companies rapidly reaching a valuation of US$1bn.
US	United States of America
US$	US dollar
US$'c	US dollar cent
VAS	Value-added services
VC	Venture capital
WHO	World Health Organization
YoY	Year on year
ZAR (or R)	South African rand

Glossary

Financial and non-financial alternative performance measures glossary

The Naspers and Prosus groups (collectively referred to as the group) discloses various alternative performance measures (APMs) in their year-end financial statements on which an independent auditor's assurance report on the compilation of the pro forma financial information has been obtained.

In the analysis of the group's financial performance, certain information disclosed in the financial statements may be prepared on a non-IFRS-EU basis or has been derived from amounts calculated in accordance with IFRS but are not themselves an expressly IFRS-EU measure. These measures are reported in line with the way in which financial Information is analysed by management and designed to increase comparability of the group's year-on-year financial position, based on its operational activity. They are not uniformly defined or used by other entities outside of the group and may not be comparable with similar measures provided by other entities.

The alternative performance measures are the responsibility of the board of directors of the group.

The key alternative performance measures presented by the group are listed below:

Term/acronym	Description	Relevance
Annual recurring revenue	Annual recurring revenue is the sum of all revenue derived from customer contracts over the course of the next 12 months. It refers to on-going revenue from a product line in the Edtech segment.	It provides a high level view of on-going revenue and enables the group to estimate future revenue growth potential.
Adjusted EBITDA	Adjusted EBITDA represents operating profit/loss, as adjusted to exclude: (i) depreciation; (ii) amortisation; (iii) retention option expenses linked to business combinations; (iv) 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, compensation received from third parties for property, plant and equipment impaired, lost or stolen, and gains or losses on settlement of liabilities; (v) transactions that IFRS treats as cash-settled share-based compensation expense which are with fellow shareholders and are related to put and call options granted and linked to the ongoing employment of those shareholder's as part of the Group's investments in companies; and (vi) 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).	The group utilises this as an additional measure to analyse operational activity and profitability of the group's businesses.
Central cash	Cash held by group corporate companies at a head office level.	It is considered a measure to understand how much cash is available at a central level to be utilised for investment, operational, distribution or debt repayments purposes.
Core headline earnings	Core headline earnings represent headline earnings, 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 instruments and unrealised currency translation differences, as these items obscure the group's 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 the group's composition and are not reflective of the group's underlying operating performance; (vii) the amortisation of intangible assets recognised in business combinations and acquisitions; and (viii) the donations due to Covid-19, as these expenses are not considered operational in nature. These adjustments are made to the earnings of businesses controlled by the group as well as the group's share of earnings of associates and joint ventures, to the extent that the information is available.	We reflect core headline earnings as the group's indicator of its post-tax operating performance, which adjusts for non-operating items.

Glossary

Term/acronym	Description	Relevance
Economic interest	Investments in associated companies and joint ventures have been accounted for under the equity method for all periods, unless otherwise indicated. Economic interest is the proportionate consolidation of associate companies and joint ventures. Proportionate consolidation is a method of accounting whereby our share of each of the income and expenses of associate companies and joint ventures is combined line by line with similar items in our operating segments. Under the economic-interest view, references to 'revenue from the group' or 'trading profit from the group', as applicable, therefore include our share of revenue or trading profit from investments in associate companies and joint ventures.	It is considered a useful measure to analyse operational profitability and performance of the group's portfolio of assets as a whole, including both consolidated earnings plus the group's proportionate share of the associates and joint ventures revenue and trading profit.
Free cash flow	Free cash flow represents cash generated from operations adjusted for transaction related costs, specific working capital adjustments that are not directly related to our operational activities, plus dividends received, minus: (i) capital leases repaid (gross); and (ii) cash taxation paid excluding tax paid of a capital nature. Free cash flow reflects an additional way of viewing our liquidity that the board believes is useful to investors because it represents cash flows that could be used for distribution of dividends, repayment of debt (including interest thereon) or to fund our strategic initiatives, including acquisitions, if any.	Free cash flow reflects an important way of viewing our cash generation that the board believes is useful to investors because it represents cash flows that could be used for distribution of dividends, repayment of debt (including interest thereon) or to fund our strategic initiatives, including acquisitions, if any.
Gross merchandise value (GMV)	A measure of the growth of a business determined by the total value of merchandise sold over a given period through a consumer-to-consumer (C2C) or business-to-consumer (B2C) platform.	It is considered a measure to analyse operational size and performance of a business in our food, etail and other businesses.

Term/acronym	Description	Relevance
Growth in local currency, excluding acquisitions and disposals. Also referred to as organic growth	We apply certain adjustments to the segmental revenue and trading profit reported in the financial statements to present the growth in such metrics in local currency and excluding the effects of changes in our composition. Such underlying adjustments provide a view of our underlying financial performance that management believes is more comparable between periods by removing the impact of changes in foreign exchange rates and changes in our composition on our results. Such adjustments are referred to herein as 'growth in local currency, excluding acquisitions and disposals'. We apply 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-EU results. Adjustments made for changes in our composition relate to acquisitions, mergers and disposals of subsidiaries and equity-accounted investments, as well as to changes in our shareholding in our 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.	The growth in local currency excluding acquisitions and disposals provides a view of our underlying financial performance that management believes is more comparable between periods by removing the impact of changes in foreign exchange rates and changes in our group's composition, on our results.

Glossary

Term/acronym	Description	Relevance
Headline earnings	Headline earnings represent net profit for the year attributable to the group's equity holders, excluding certain defined separately identifiable remeasurements relating to, among others, impairments of tangible assets, intangible assets (including goodwill) and equity-accounted investments, gains and losses on acquisitions and disposals of investments as well as assets, dilution gains and losses on equity-accounted investments, remeasurement gains and losses on disposal groups classified as held for sale and remeasurements included in equity-accounted earnings, net of related taxes (both current and deferred) and the related non-controlling interests. These remeasurements are determined in accordance with Circular 1/2023, headline earnings, as issued by the South African Institute of Chartered Accountants, at the request of the JSE Limited in relation to the calculation of headline earnings and disclosure of a detailed reconciliation of headline earnings to the earnings numbers used in the calculation of basic earnings per share in accordance with the requirements of IAS 33 *Earnings per Share*, under the JSE Listings Requirements.	This is a JSE listing requirement for Naspers and is included for consistency between Naspers and Prosus.
HEPS	Headline earnings, as per above, on a per share basis	This is a JSE listing requirement for Naspers and is included for consistency between Naspers and Prosus.
Take rate	A take rate refers to the fees online marketplaces or third-party service providers collect for enabling third-party transactions. Put simply, a take rate is how much money a business makes from a transaction.	It is considered a key revenue driver to analyse the performance of revenue collection within the group's online platforms.
Total payments in value (TPV)	A measure of payments, net of payment reversals, successfully completed through a payments platform (PayU), excluding transactions processed through gateway products (ie those that link a merchant's website to its processing network and enable merchants to accept credit or debit card online payments).	It is considered a useful measure to analyse operational activity in our payments service providers.

Term/acronym	Description	Relevance
Trading profit/loss	Trading profit/loss represents operating profit/loss, as adjusted to exclude: (i) amortisation of intangible assets recognised in business combinations and acquisitions, as these expenses are not considered operational in nature; (ii) retention option expenses linked to business combinations; (iii) 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, compensation received from third parties for property, plant and equipment impaired, lost or stolen, and gains or losses on settlement of liabilities; (iv) transactions that IFRS treats as cash-settled share-based compensation expense which are with fellow shareholders and are related to put and call options granted and linked to the ongoing employment of those shareholder's as part of the Group's investments in companies; and (v) 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).	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 within the group by the group's CODM.
Trading profit/loss margin	Trading profit/loss divided by revenue	It is considered a useful measure to analyse operational profitability.

Supporting documents that inform our reporting suite for 2024

Corporate Governance Statement and explanation of the deviations from Dutch Corporate Governance Code, 2022

Boundaries and scope of our greenhouse gas accounting

To access these supporting documents, refer to www.prosus.com.

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