

PROSUS N.V.

(Incorporated in the Netherlands)
(Legal Entity Identifier: 635400Z5LQ5F9OLVT688)
ISIN: NL0013654783
Euronext Amsterdam and JSE share code: PRX
("the company")

DISTRIBUTION OF ANNUAL REPORT 2020, NOTICE OF ANNUAL GENERAL MEETING AND CASH DIVIDEND DECLARATION**Distribution of annual report 2020 and notice of annual general meeting**

Shareholders are advised that the company's annual report (including summarised consolidated annual financial statements) for the year ended 31 March 2020 will be posted on the company's website, www.prosus.com, this evening, Monday, 29 June 2020.

Notice is hereby given that the annual general meeting of the company will be held at 14:00 (Central European time) on Tuesday, 18 August 2020. In accordance with the Temporary Act Covid-19 Justice and Safety, shareholders can only attend the meeting virtually via the internet at www.abnamro.com/evoting and if they wish, vote in real time online.

The notice of annual general meeting, including the agenda with explanatory notes and the verbatim text of the proposed amendments to the articles of association, together with the power of attorney and electronic participation form, will also be available on the company's website, www.prosus.com, this evening. The company's remuneration report and the proposed remuneration policy are included in the annual report.

The record date in order to be eligible to vote at the annual general meeting is Tuesday, 21 July 2020.

Dividend declaration

Further to the company's summarised consolidated financial statements for the year ended 31 March 2020 released today, Monday, 29 June 2020, shareholders are advised that the company's board of directors ("the board") recommends that holders of N ordinary shares are entitled to a gross payment, in the form of a capital repayment, of 11 euro cents per share and holders of A1 ordinary shares will receive a dividend distribution of 0.602 euro cent per share.

Furthermore, the board recommends that holders of N ordinary shares as at Friday, 23 October 2020 (the dividend record date) who do not wish to receive a capital repayment can elect to receive a dividend instead. A choice for one option implies an opt-out of the other option. If confirmed by shareholders at the virtual annual general meeting on Tuesday, 18 August 2020, elections to receive a dividend instead of a capital repayment will need to be made by holders of N ordinary shares by Monday, 9 November 2020. Capital repayments and dividends will be payable to shareholders recorded in the books on the dividend record date and paid on or after Tuesday, 17 November 2020.

Capital repayments will be paid from share capital for Dutch tax purposes. No dividend tax will be withheld on the amounts of capital reductions paid to shareholders.

Dividends and capital repayments are declared and paid in euros. For those holders holding their N ordinary shares in South Africa via Strate as well as South Africa holders of A1 ordinary shares, the

proposed dividend and capital reduction as denominated in euro will be translated to South African rand at the exchange rate prevailing on the date of approval of the dividend at the annual general meeting.

Shareholders electing to receive a dividend will receive a dividend declared from retained earnings. Dividends will be subject to the Dutch dividend withholding tax rate of 15% to those shareholders not exempt from dividend withholding tax and to those shareholders who are not entitled to a reduced dividend withholding tax rate.

Dividends payable to shareholders who elect to receive a dividend and who hold their N ordinary shares in South Africa via Strate will, in addition to the 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 payable will be calculated by deducting from the 20% South African dividend tax otherwise due, a rebate equal to the Dutch dividends withholdings tax paid in respect of the dividend (without any right of recovery). Those shareholders, unless exempt from paying 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% total dividend tax.

Holders of Prosus American Depositary Receipts which trade on an over-the-counter basis in the United States will receive a distribution of repaid capital.

The issued ordinary share capital as at 29 June 2020 was 1 624 652 070 N ordinary shares and 3 511 818 A1 ordinary shares.

Salient dates:

Tuesday, 18 August 2020	Annual general meeting (including resolution to approve the dividend/capital payment) Results of annual general meeting and currency conversion announcement
Wednesday, 14 October 2020	Dividend/capital payment finalisation date
Tuesday, 20 October 2020	Last date to trade on the JSE in order to appear in the shareholder register and participate in the dividend/capital repayment
Wednesday, 21 October 2020	Ex-dividend/capital repayment date for JSE. Last date to trade on the Euronext Amsterdam in order to appear in the shareholder register and participate in the dividend/capital repayment.
Thursday, 22 October 2020	Ex-dividend/capital repayment date for Euronext Amsterdam
Friday, 23 October 2020	Record date to appear in the shareholder register and participate in the dividend/capital repayment
Monday, 26 October 2020 – Monday, 9 November 2020	Dividend/capital repayment election period
Tuesday, 17 November 2020	Dividend/capital repayment date

Due to the differing ex-dividend dates between the JSE and Euronext Amsterdam, transfers of N ordinary shares between the JSE and the Euronext Amsterdam between Wednesday 20 October 2020 and Friday, 26 October 2020, both dates inclusive, will not be permitted.

Share certificates may not be dematerialised or rematerialised between Wednesday 21 October 2020 and Friday, 23 October 2020, both dates inclusive.

The Naspers summarised consolidated financial statements for the year ended 31 March 2020, final dividend declaration and details of the publication of the annual report was released on SENS today, Monday, 29 June 2020, copies of which are available on the website www.naspers.com.

AMSTERDAM, THE NETHERLANDS
29 June 2020
JSE Sponsor: Investec Bank Limited

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