

ANNEX A

Certification of Person Acquiring American Depositary Shares upon Deposit of Shares Pursuant to Section 2.2 of the Deposit Agreement¹

We refer to the Deposit Agreement dated as of September 17, 2019 (the "Deposit Agreement"), among Prosus N.V. (the "**Issuer**"), The Bank of New York Mellon, as Depositary, and Owners and Holders of American Depositary Shares (the "**ADSs**") issued thereunder. Capitalized terms used but not defined herein shall have the meanings given them in the Deposit Agreement.

This certification is furnished in connection with a deposit of ordinary shares of the Issuer (the "Shares") and issuance of ADSs pursuant to Section 2.2 of the Deposit Agreement.

We/I certify that *[check one paragraph that applies]*:

[May be used at any time prior to one year after closing of the Exchange Offer referred to below] We are/I am, or at the time the Shares are deposited and at the time the ADSs are issued will be, the beneficial owner of the Shares and (i) we are/I am not, and are/am not acting for the account or benefit of, an "affiliate" (as defined in Rule 144(a)(1) under the Securities Act of 1933) of the Issuer, (ii) none of the Shares to be deposited were acquired by us/me in the U.S. private placement component of the Issuer's voluntary share exchange offer for N ordinary shares of Naspers Limited that closed on [August 13], 2021 (the "**Exchange Offer**"), (iii) the Shares to be deposited are not otherwise "restricted securities" within the meaning of Rule 144 under the Securities Act of 1933 or the Deposit Agreement and (iv) we/I have not borrowed Shares to be deposited with the intention of replacing them with Shares acquired in the U.S. private placement component of the Exchange Offer; or

[May be used at any time prior to one year after closing of the Exchange referred to below] We are a broker-dealer acting on behalf of our customer; our customer has confirmed to us that: (i) our customer is, or at the time the Shares are deposited and at the time the ADSs are issued will be, the beneficial owner of the Shares and of the ADSs, (ii) our customer is not, and is not acting for the account or benefit of, an "affiliate" (as defined in Rule 144(a)(1) under the Securities Act of 1933) of the Issuer, (iii) none of the Shares to be deposited were acquired by our customer in the U.S. private placement component of the Issuer's voluntary share exchange offer for N ordinary shares of Naspers Limited) that closed on [August 13], 2021 (the "**Exchange Offer**"), (iv) the Shares to be

¹ Must be delivered in connection with deposits of Shares until one year after the closing of the Issuer's voluntary share exchange offer for N ordinary shares of Naspers Limited that closed on August [13], 2021.

deposited are not otherwise "restricted securities" within the meaning of Rule 144 under the Securities Act of 1933 or the Deposit Agreement and (v) our customer has not borrowed Shares to be deposited with the intention of replacing them with Shares acquired in the U.S. private placement component of the Exchange Offer; or

[] *[May be used at any time 40 days or more and prior to one year after closing of the Exchange Offer referred to below]* We are, or at the time the Shares are deposited and at the time the ADSs are issued will be, the beneficial owner of the Shares and of the ADSs, and (i) we are not, and are not acting for the account or benefit of, an "affiliate" (as defined in Rule 144(a)(1) under the Securities Act of 1933) of the Issuer and (ii) the Shares to be deposited were acquired by us in the Issuer's voluntary share exchange offer for N ordinary shares of Naspers Limited that closed on [August 13], 2021 (the "**Exchange Offer**") outside the United States in an "offshore transaction" as defined in, and that complied with, Regulation S under the Securities Act of 1933; or

[] *[May be used at any time 40 days or more and prior to one year after closing of the Exchange Offer referred to below]* We are a broker-dealer acting on behalf of our customer; our customer has confirmed to us that: (i) our customer is, or at the time the Shares are deposited and at the time the ADSs are issued will be, the beneficial owner of the Shares and of the ADSs, (ii) our customer is not, and is not acting for the account or benefit of, an "affiliate" (as defined in Rule 144(a)(1) under the Securities Act of 1933) of the Issuer and (ii) the Shares to be deposited were acquired by our customer in the Issuer's voluntary share exchange offer for N ordinary shares of Naspers Limited that closed on [August 13], 2021 (the "**Exchange Offer**") outside the United States in an "offshore transaction" as defined in, and that complied with, Regulation S under the Securities Act of 1933.

Very truly yours,

[NAME OF CERTIFYING ENTITY/PERSON]

By: _____

Name:

Title:

Dated: _____

Amount of ADSs to be Issued: _____

DTC Participant #: _____