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.

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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.

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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 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 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$'m	31 March 2023 US$'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.

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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

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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.

Notes to the consolidated financial statements
for the year ended 31 March 2024

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.

Notes to the consolidated financial statements
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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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for the year ended 31 March 2024

Group structure

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:

Name of subsidiary	Effective percentage interest[1] 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).

Notes to the consolidated financial statements
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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.

Notes to the consolidated financial statements
for the year ended 31 March 2024

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$'m	2023 US$'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).

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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.

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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)

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Operational performance

19. Taxation

AP Accounting policy

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

AP Accounting policy

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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20. Deferred taxation continued

	1 April 2022 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 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$'m	Depreciation US$'m	Amortisation 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$'m	Depreciation US$'m	Amortisation 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.

Notes to the consolidated financial statements
for the year ended 31 March 2024

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$'m	31 March 2023 US$'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$'m	2023 US$'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$'m	2023 US$'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$'m	2023 US$'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

Type of lease	Currency of year-end balance	Year of final repayment	Weighted average interest rate	31 March 2024 US$'m	31 March 2023 US$'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$'m	31 March 2023 US$'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

	Asset secured	Currency of year-end balance	Year of final repayment	Weighted average year-end interest rate %	31 March 2024 US$'m	31 March 2023 US$'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$'m	2023 US$'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$'m	2023 US$'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$'m	2023 US$'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$'m	2023 US$'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
for the year ended 31 March 2024

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.

Notes to the consolidated financial statements
for the year ended 31 March 2024

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
for the year ended 31 March 2024

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

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Other assets and liabilities

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.*

Notes to the consolidated financial statements
for the year ended 31 March 2024

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.

Notes to the consolidated financial statements
for the year ended 31 March 2024

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:

	Prosus RSU (JSE)	Dante International	iFood	Movile Joint Scheme
	31 March 2023			
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:

	MIH China	Naspers Global Classifieds	Naspers Global Ecommerce	Naspers Ventures	MIH India Food	PayU Global
	31 March 2024					
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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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

	31 March 2024				
	MIH Holdings (SA rand)	MIH Internet (SA rand)	Dante International (US$)	iFood (BRL)	Movile Joint Scheme (BRL)
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$'m	31 March 2023 US$'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$'m	31 March 2023 US$'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.

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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.

Notes to the consolidated financial statements
for the year ended 31 March 2024

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
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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$'m	31 March 2023 US$'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
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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.

Notes to the consolidated financial statements
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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$'m	Net gains/ (losses) recog-nised in profit or loss US$'m	Total interest income US$'m	Impair-ment US$'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.

Notes to the consolidated financial statements
for the year ended 31 March 2024

Financial risk management

41. Fair value of financial instruments continued

	31 March 2023		
	Carrying value US$'m	Net gains/ (losses) recog-nised in profit or loss US$'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 obligations 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 obligations 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$'m	31 March 2023 US$'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$'m	31 March 2023 US$'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$'m	31 March 2023 US$'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$'m	2023 US$'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$'m	2023 US$'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$'m	2023 US$'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$'m	2023 US$'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$'m	2023 US$'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	31 March 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$'m	31 March 2023 US$'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)	–	–

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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